

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **August 3, 2017**

pdvWireless, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36827
(Commission File Number)

33-0745043
(IRS Employer
Identification No.)

**3 Garret Mountain Plaza
Suite 401
Woodland Park, NJ**
(Address of principal executive offices)

07424
(Zip Code)

(973) 771-0300
Registrant's telephone number, including area code

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07**Submission of Matters to a Vote of Security Holders.**

On August 3, 2017, pdvWireless, Inc. (the “Company”) held its 2017 Annual Meeting of Stockholders (the “Annual Meeting”). Of the 14,416,459 shares of the Company’s common stock outstanding as of the record date, 12,511,280 shares, or 86.79%, were represented at the Annual Meeting either in person or by proxy.

In accordance with the Company’s Bylaws, the presence of the holders of at least a majority of the outstanding shares of common stock at the Annual Meeting, whether in person or by proxy, constituted a quorum for the transaction of business at the Annual Meeting. Under the Company’s Bylaws, the directors are elected by a plurality of the votes cast in person or by proxy at the Annual Meeting, which means that the director nominees who received the highest number of “For” votes were elected. Approval of the other proposal requires the affirmative vote of a majority of the votes cast in person or by proxy at the Annual Meeting. Abstentions and Broker Non-Votes are not considered to be votes cast under the Company’s Bylaws, and as a result, have no effect on the outcome of the vote. Broker Non-Votes are shares held in street name by brokers, banks or other nominees who were present in person or represented by proxy at the Annual Meeting, but which were not voted on a proposal because the brokers, banks or nominees did not have discretionary authority with respect to that proposal and they had not received voting instructions from the beneficial owner prior to the Annual Meeting.

A description of each matter voted upon at the Annual Meeting is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on June 27, 2017. The number of votes cast For, Withheld or Against and the number of Abstentions and Broker Non-Votes with respect to each matter voted upon at the Annual Meeting are set forth below.

(1) Election of Directors. The Company’s stockholders elected Brian D. McAuley, Morgan E. O’Brien, John C. Pescatore, T. Clark Akers, Mark Hennessy, Paul Saleh, Peter G. Schiff and John C. Sites as directors, to hold office until the 2018 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. The following table shows the number of votes cast For or Withheld and the number of Broker Non-Votes for each nominee:

<u>Director</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Brian D. McAuley	11,873,116	159,402	478,762
Morgan E. O’Brien	11,854,445	178,073	478,762
John C. Pescatore	12,011,365	21,153	478,762
T. Clark Akers	12,011,124	21,394	478,762
Mark Hennessy	12,031,157	1,361	478,762
Paul Saleh	12,011,957	20,561	478,762
Peter G. Schiff	10,454,774	1,577,744	478,762
John C. Sites	8,309,851	3,722,667	478,762

(2) Ratification of Auditors. The Company’s stockholders ratified the appointment of PKF O’Connor Davies as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2018. The following table shows the tabulation of the votes cast For and Against this proposal as well as the Abstentions submitted on this proposal:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
12,506,707	0	4,573

No other items were presented for stockholder approval at the Annual Meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

pdvWireless, Inc.

Date: August 4, 2017

/s/ John C. Pescatore
John C. Pescatore
President and Chief Executive Officer
