| SEC Form 4 | |
|------------|--|
|------------|--|

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| \Box | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). |
|--------|--|
| | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

| Estimated average burden | |
|--------------------------|-----|
| hours per response: | 0.5 |
| | |

| 1. Name and Address of Reporting Person* FEINBERG STEPHEN (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol <u>Pacific DataVision, Inc.</u> [PDVW] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|---------|-------|--|--|------------------------------|---------|-----------------------|--|--|
| <u>PEINDERG STEPHEN</u> | | | | | Director | Х | 10% Owner | | |
| . , | | , | 3. Date of Earliest Transaction (Month/Day/Year) 09/29/2015 | | Officer (give title below) | | Other (specify below) | | |
| | | Č. | | | | | | | |
| C/O CERBERUS CAPITAL MANAGEMENT, L.P. 875 THIRD AVENUE, 11TH FLOOR | | OR | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | idual or Joint/Group F | iling (| Check Applicable | | |
| (Street) | | | | X | Form filed by One I | Report | ing Person | | |
| NEW YORK | NY | 10022 | | | Form filed by More Person | than C | One Reporting | | |
| (City) | (State) | (Zip) | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | | | | , | | ., | | | | |
|--|--|---|------------------------------|---|----------------------------------|---------------|---|--|---|---|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | | Disposed Of (D) (Instr. 3, 4 and | | (D) (Instr. 3, 4 and Beneficially Owned Following | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. |
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | 4) |
| Common Stock, par value \$0.0001 per share | 09/29/2015 | | Р | | 10,000 | A | \$29.3 | 3,486,457 | <u>I</u> (1) | By limited partnerships ⁽¹⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (3-, p, | | | | | | | | | | | | | | |
|---|---|--|---|------------------------------|---|---|-----|--|--------------------|---|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. As of September 30, 2015, Cerberus Institutional Partners V, L.P., Cerberus International II Master Fund, L.P., and Cerberus Partners II, L.P. (collectively, the "Funds") hold 2,863,621, 354,064, and 268,772 shares, respectively, of the common stock of Pacific DataVision, Inc. (the "Common Stock"). The Reporting Person, through one or more intermediate entities, exercises sole voting and dispositive control with respect to all shares of the Common Stock held by each of the Funds. The Reporting Person's interest in the shares of the Common Stock reported herein is limited to his pecuniary interest, if any, in such shares

/s/ Stepen Feinberg

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

09/30/2015 Date