

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>FIE II LLC</u>  (Last) (First) (Middle) <u>C/O PIMCO</u> <u>650 NEWPORT CENTER DRIVE</u>  (Street) <u>NEWPORT BEACH CA 92660</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>pdvWireless, Inc. [ PDVW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/20/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	08/20/2018		S		100	D	\$33.05	1,474,900	D <sup>(1)</sup>	
COMMON STOCK	08/20/2018		S		25,000	D	\$31.8396	1,449,900	D <sup>(1)</sup>	

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

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. Transaction Code (Instr. 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					

1. Name and Address of Reporting Person\*  
FIE II LLC  
 (Last) (First) (Middle)  
C/O PIMCO  
650 NEWPORT CENTER DRIVE  
 (Street)  
NEWPORT BEACH CA 92660  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
PIMCO BRAVO FUND II, L.P.  
 (Last) (First) (Middle)  
C/O PIMCO  
650 NEWPORT CENTER DRIVE  
 (Street)  
NEWPORT BEACH CA 92660  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

**PACIFIC INVESTMENT MANAGEMENT CO  
LLC**

(Last) (First) (Middle)

C/O PIMCO  
650 NEWPORT CENTER DRIVE

(Street)  
NEWPORT BEACH CA 92660

(City) (State) (Zip)

**Explanation of Responses:**

1. FIE II LLC ("FIE II") is the direct holder of the common stock reported herein. PIMCO BRAVO Fund II, L.P. ("BRAVO Fund II") is the sole member of FIE II. PIMCO GP XII, LLC ("PIMCO GP") is the sole general partner of BRAVO Fund II. Pacific Investment Management Company LLC ("PIMCO") is the sole manager of PIMCO GP and has ultimate voting and investment control over the shares held by FIE II, but disclaims beneficial ownership except to the extent of its pecuniary interest therein. PIMCO is an indirect subsidiary of Allianz SE, which is a publicly held company in Germany.

**Remarks:**

FIE II LLC: By: /s/ Harin De Silva, Authorized Person 08/22/2018

PIMCO BRAVO FUND II, L.P.; By: PIMCO GP XII LLC, as General Partner; By: Pacific Investment Management Company LLC, as Managing Member; By: /s/ Harin De Silva, Executive Vice President 08/22/2018

PACIFIC INVESTMENT MANAGEMENT CO LLC; By: /s/ Harin De Silva, Executive Vice President 08/22/2018

\*\* Signature of Reporting Person Date

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.**