

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>MCAULEY BRIAN</u> (Last) (First) (Middle) 3 GARRET MOUNTAIN PLAZA SUITE 401 (Street) WOODLAND NJ 07424 PARK (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman of the Board
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 03/31/2017	
	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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/15/2016		G ⁽¹⁾	2,000	D	\$0.00	382,542	D	
Common Stock	11/17/2016		G ⁽¹⁾	4,000	D	\$0.00	378,542	D	
Common Stock	12/21/2016		G ⁽¹⁾	10,000	D	\$0.00	368,542	D	
Common Stock	01/13/2017		G ⁽¹⁾	5,000	D	\$0.00	363,542	D	
Common Stock							3,836	I	By Wife
Common Stock							2,827	I	By The Beth Kathryn McAuley Trust ⁽²⁾
Common Stock							2,826	I	By The Christian Brian McAuley Trust ⁽²⁾
Common Stock							2,826	I	By The Mary Elizabeth McAuley Trust ⁽²⁾
Common Stock							2,826	I	By The Tricia Florence McAuley Trust ⁽²⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. These transactions represent gifts or charitable contributions by the Reporting Person.

2. Mr. McAuley is the trustee of the The Beth Kathryn McAuley Trust, The Christian Brian McAuley Trust, The Mary Elizabeth McAuley Trust and The Tricia Florence McAuley Trust and has voting and dispositive power with respect to these shares. Mr. McAuley disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Remarks:

/s/ Brian McAuley

05/09/2017

** 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.