
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-3
REGISTRATION STATEMENT**
Under
THE SECURITIES ACT OF 1933

pdvWireless, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

33-0745043
(I.R.S. Employer
Identification Number)

**3 Garret Mountain Plaza
Suite 401
Woodland Park, New Jersey 07424
(973) 771-0300**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Morgan E. O'Brien
Chief Executive Officer
3 Garret Mountain Plaza
Suite 401
Woodland Park, New Jersey 07424
(973) 771-0300**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Timothy Gray
Chief Financial Officer
3 Garret Mountain Plaza
Suite 401
Woodland Park, New Jersey 07424
(973) 771-0300**

**Jeffrey C. Thacker, Esq.
Jeffrey R. Vetter, Esq.
Ryan J. Gunderson, Esq.
Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
3570 Carmel Mountain Rd., Suite 200
San Diego, CA 92130
(858) 436-8000**

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-230847

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Unit or Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	333,334	\$45.00(2)	\$15,000,020	\$1,818.00

(1) With the exception of one share, represents only the additional number of shares being registered issuable upon the exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-3 (File No. 333-230847).

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price in a primary offering not to exceed \$100,000,000 on a Registration Statement on Form S-3 (File No. 333-230847), which was declared effective by the Securities and Exchange Commission on April 22, 2019. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$15,000,020 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Incorporation by Reference of Registration Statement on Form S-3, File No. 333-230847

pdvWireless, Inc., d/b/a Anterix (the “**Company**”) hereby incorporates by reference into this Registration Statement on Form S-3 (the “**Registration Statement**”) in its entirety the Registration Statement on Form S-3 (File No. 333-230847) declared effective on April 22, 2019 (the “**Prior Registration Statement**”) by the Securities and Exchange Commission (the “**Commission**”), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

The Company is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Company by 333,334 shares, 333,333 of which may be sold by the Company in the event the underwriters exercise their option to purchase additional shares of the Company’s common stock. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on the Exhibit Index below and filed herewith.

Exhibits

The following documents are filed as exhibits to this Registration Statement.

<u>Exhibit Number</u>	<u>Description</u>
5.1	<u>Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP.</u>
23.1	<u>Consent of Grant Thornton LLP Independent Registered Public Accounting Firm relating to the Consolidated Financial Statements of the Company for the year ended March 31, 2019.</u>
23.2	<u>Consent of PKF O’Connor Davies, LLP Independent Registered Public Accounting Firm relating to the Consolidated Financial Statements of the Company for the years ended March 31, 2018 and 2017.</u>
23.3	<u>Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (included in Exhibit 5.1).</u>
24.1	<u>Powers of Attorney (incorporated by reference from the signature page to the Registration Statement on Form S-3, File No. 333-230847).</u>

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Woodland Park, State of New Jersey, on July 16, 2019.

pdvWireless, Inc.

By: /s/ Morgan E. O'Brien
Morgan E. O'Brien
Chief Executive Officer

Power of Attorney

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Brian McAuley</u>	Chairman of the Board	July 16, 2019
<u>/s/ Morgan E. O'Brien</u> Morgan O'Brien	Director and Chief Executive Officer (Principal Executive Officer)	July 16, 2019
* <u>Robert H. Schwartz</u>	President	July 16, 2019
<u>/s/ Timothy Gray</u> Timothy Gray	Chief Financial Officer (Principal Financial and Accounting Officer)	July 16, 2019
* <u>T. Clark Akers</u>	Director	July 16, 2019
* <u>Rachelle B. Chong</u>	Director	July 16, 2019
* <u>Greg W. Cominos</u>	Director	July 16, 2019
* <u>Greg Haller</u>	Director	July 16, 2019
* <u>Mark Hennessy</u>	Director	July 16, 2019

Signature	Title	Date
*	Director	July 16, 2019

Singleton B. McAllister

*By: /s/ Timothy Gray
 Timothy Gray
 Attorney-in-Fact

SILICON VALLEY
ANN ARBOR
BEIJING
BOSTON
LOS ANGELES
NEW YORK
SAN DIEGO
SAN FRANCISCO
SINGAPORE

July 16, 2019

pdvWireless, Inc., d/b/a Anterix
3 Garret Mountain Plaza, Suite 401
Woodland Park, New Jersey 07424

Ladies and Gentlemen:

We have acted as counsel to pdvWireless, Inc. d/b/a Anterix, a Delaware corporation (the “**Company**” or “**Anterix**”), in connection with the Company’s Registration Statement on Form S-3 (the “**Registration Statement**”) filed with the Securities and Exchange Commission filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Securities Act**”), for the registration of 333,334 shares of the Company’s common stock (the “**Shares**”), \$0.0001 par value per share. The Shares are to be purchased by certain underwriters and offered for sale to the public together with the securities registered pursuant to a Registration Statement on Form S-3 (File No. 333-230847) of the Company that was declared effective April 22, 2019 (the “**Initial Registration Statement**”).

In connection with this opinion, we have examined and relied upon the Registration Statement, the Preliminary Prospectus Supplement dated July 15, 2019 (the “**Preliminary Prospectus Supplement**”) and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. With your consent, we have relied upon certificates and other assurances of officers of the Company as to factual matters without having independently verified such factual matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

Based upon the foregoing, we advise you that, in our opinion, when the Shares have been duly issued and delivered against payment therefor in accordance with the terms of the Underwriting Agreement referred to in the Preliminary Prospectus Supplement, the Shares will be validly issued, fully paid and non-assessable.

We express no opinion as to the laws of any other jurisdiction, other than the Federal laws of the United States of America, and the Delaware General Corporation Law.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and further consent to the reference to our name under the caption “Legal Matters” in the Preliminary Prospectus Supplement and the related final prospectus supplement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Sincerely,

/s/ Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated May 20, 2019, with respect to the consolidated financial statements of pdvWireless, Inc. incorporated by reference from the Annual Report on Form 10-K for the year ended March 31, 2019 in the Registration Statement on Form S-3 (File No. 333-230847), which is incorporated by reference into this Registration Statement on Form S-3MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption “Experts” in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

New York, New York

July 16, 2019

Consent of Independent Registered Public Accounting Firm**The Board of Directors and Stockholders of
pdvWireless, Inc.**

We consent to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule 462(b) under the Securities Act of 1933, of our report dated June 5, 2018 (except for the effects of the restatement discussed in Notes 2 and 12 to the consolidated financial statements, as to which the date is August 9, 2018), relating to the consolidated financial statements of pdvWireless, Inc. and its subsidiaries as of March 31, 2018 and for the years ended March 31, 2018 and 2017, appearing in the Annual Report on Form 10-K of pdvWireless, Inc. for the year ended March 31, 2019, and incorporated by reference in the Prospectus included in Registration Statement No. 333-230847. We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ PKF O'Connor Davies, LLP

New York, New York
July 16, 2019

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