SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| 1. Name and Address of Reporting Person*

 Rohmann Richard E.

 (Last) (First) (Middle)

 3 GARRET MOUNTAIN PLAZA
 SUITE 401

 (Street)

 WOODLAND PARK   NJ   07424

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 pdvWireless, Inc. [PDVW]

 3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2018

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

    Director   10% Owner
 X   Officer (give title below)   Other (specify below)

 EVP and Secretary

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X   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 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	06/07/2018		F		295[1]	D	$25.2	7,116	D	
Common Stock	06/08/2018		S[2]		900	D	$24.6994[3]	6,216	D	
Common Stock								17,184	I	By Richard E. Rohmann Trust, dated April 23, 1991[4]

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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The shares were withheld by the Issuer to satisfy tax withholding obligations in connection with the settlement of restricted stock units granted May 2017.

2. The sale of shares was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

3. This transaction was executed in multiple purchases through a purchase order executed by a broker-dealer at prices ranging from $24.50 to $24.85. The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

4. Mr. Rohmann is the trustee of the Richard E. Rohmann Trust, dated April 23, 1991 and has voting and dispositive power with respect to these shares. Mr. Rohmann disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Remarks:

/s/ Richard Rohmann   06/11/2018

** 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.