

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Schiff Peter</u> (Last) (First) (Middle) 485 UNDERHILL BLVD, SUITE 205 (Street) SYOSSET NY 11791 (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2016	
		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 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	08/10/2016		A		3,107 ⁽¹⁾	A	\$0.00	15,389	D	
Common Stock								36,089	I	Northwood Capital Partners, LLC ⁽²⁾
Common Stock								179,027	I	Northwood Ventures, LLC ⁽²⁾
Common Stock								5,711	I	SK Partners ⁽³⁾
Common Stock								5,711	I	Southfield Communications ⁽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					

Explanation of Responses:

- The restricted stock vests in full on the earlier of (i) August 10, 2017 or (ii) immediately prior to commencement of the Issuer's next annual stockholder meeting; provided, however, that if the vesting would otherwise occur on a date that is closed for trading under the Issuer's Insider Trading Policy, the vesting shall be automatically deemed to occur on the next trading day on which the sale of shares of common stock by the Reporting Person in the open market would be permitted under the Issuer's Insider Trading Policy.
- Mr. Schiff is a managing partner of Northwood Capital Partners, LLC and Northwood Ventures, LLC and has voting and dispositive power with respect to these shares. Mr. Schiff disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- Mr. Schiff is a managing general partner of SK Partners and has voting and dispositive power with respect to these shares. Mr. Schiff disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- Mr. Schiff is the Chairman of Southfield Communications and has voting and dispositive power with respect to these shares. Mr. Schiff disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Remarks:

/s/ Peter Schiff 08/12/2016
 ** 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.