

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 8, 2018**

**pdvWireless, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36827**  
(Commission File Number)

**33-0745043**  
(IRS Employer  
Identification No.)

**3 Garret Mountain Plaza  
Suite 401  
Woodland Park, NJ**  
(Address of principal executive offices)

**07424**  
(Zip Code)

**(973) 771-0300**  
Registrant's telephone number, including area code

**Not applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d)

On November 7, 2018, the Board of Directors (the “Board”) of pdvWireless, Inc. (the “Company”), based on the recommendation of the Board’s Nominating and Corporate Governance Committee, authorized and approved (i) an increase in the number of members of the Board from eight to nine members and (ii) the appointment of Greg Haller as a member of the Board, effective immediately. The Company issued a press release announcing the appointment of Mr. Haller. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference in this Item 5.02.

The Company’s non-employee director compensation program for fiscal 2019 provides for an annual cash retainer of \$50,000 for service on the Board, payable in four equal quarterly installments, and on a pro-rata basis for service during any portion of a quarter. Additionally, the Company’s non-employee director compensation program provides for an annual grant of Restricted Stock Awards. Under this program, Mr. Haller received a Restricted Stock Award in the amount of 1,610 shares of the Company’s common stock based on the Company’s closing stock price on November 7, 2018 (the “Restricted Stock Award”). The Restricted Stock Award will vest on the earlier of August 7, 2019 or the 2019 annual meeting of stockholders, subject to accelerated vesting in the event of a change of control. The Restricted Stock Award is subject to the terms and conditions of the Company’s 2014 Stock Plan and a Restricted Stock Award Agreement in the form previously approved by the Board for issuance to the Company’s non-employee directors. The Company’s form of Non-Employee Director Restricted Stock Award Agreement was filed with the Securities and Exchange Commission (the “SEC”) on February 16, 2016 as Exhibit 10.3 to the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2015 and is incorporated herein by reference.

The Company also entered into an Indemnification Agreement with Mr. Haller. The Indemnification Agreement provides for indemnification and advancement of litigation and other expenses to Mr. Haller to the fullest extent permitted by law for claims relating to his service to the Company or its subsidiaries. The Company’s form of indemnification agreement was filed with the SEC on December 19, 2014 as Exhibit 10.11 to the Company’s Registration Statement on Form S-1 and is incorporated herein by reference.

There are no family relationships between Mr. Haller and any of the Company’s directors or executive officers and Mr. Haller does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. There were no arrangements or understandings by which Mr. Haller was named a director.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release issued by the Company on November 8, 2018 announcing the appointment of Greg Haller to the Board of Directors.</u></a>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Form of Non-Employee Director Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.3 to the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2015 filed with the Securities and Exchange Commission on February 16, 2016).</u></a>
<a href="#"><u>10.2</u></a>	<a href="#"><u>Form of Indemnification Agreement (incorporated by reference to Exhibit 10.9 to the Company’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 19, 2014).</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**pdvWireless, Inc.**

Date: November 8, 2018

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

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## Exhibit Index

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## **pdvWireless Appoints Greg Haller to its Board of Directors**

WOODLAND PARK, NJ – November 8, 2018 –pdvWireless, Inc. (PDV) today announced the appointment of Greg Haller to the company's Board of Directors. Mr. Haller's appointment expands the number of directors on pdvWireless's board to nine, seven of whom are independent.

"I'm pleased to welcome Greg to the pdvWireless Board," said Brian McAuley, Chairman of pdvWireless. "Greg joins our board at an important time in PDV's growth as we continue to focus on enabling private and secure broadband networks for utilities. With his considerable expertise in strategy, innovation and business development, Greg's contributions to our Board will be valuable in enhancing PDV's business model and market position."

Mr. Haller brings more than 30 years of vast experience and expertise in telecommunications to the pdvWireless Board. He spent 29 years in various leadership roles at Verizon Wireless, serving as chief executive for Verizon's prepaid brand, Visible; president of the west area for all Verizon sales and operations; president, enterprise and government markets; and in numerous other leadership roles. Most recently, Mr. Haller joined Alorica Inc., a leading customer relationships management company, based in Irvine, CA, as Chief Operating Officer. At Alorica, Mr. Haller is responsible for global operations, client solutions, global business services and marketing communications.

"With such an impressive background, Greg brings unique insights on management, leadership and the uses of technology and innovative solutions that will enhance PDV's Board conversations and perspectives," added Mr. McAuley.

### **About pdvWireless, Inc.**

pdvWireless, Inc. (NASDAQ: PDVW) is the largest holder of licensed spectrum in the 900 MHz band, with nationwide coverage throughout the contiguous United States, Hawaii, Alaska and Puerto Rico. Leveraging our spectrum, we strive to enable secure and private broadband networks to address the growing and unmet needs of critical infrastructure and enterprise customers. Our chairman and our CEO co-founded Nextel Communications and have over 60 years of combined experience in telecom operations and creative spectrum initiatives. pdvWireless is headquartered in Woodland Park, NJ.

### **Contact**

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