

**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): **August 28, 2015**

**Pacific DataVision, 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))
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**Item 5.08 Shareholder Director Nominations**

On August 28, 2015, the Board of Directors (the “**Board**”) of Pacific DataVision, Inc., a Delaware corporation (the “**Company**”), set November 4, 2015 as the date (the “**Annual Meeting Date**”) of the Company’s 2015 Annual Meeting of Stockholders (the “**2015 Annual Meeting**”). The Board also set the record date as September 25, 2015 for stockholders entitled to notice of and to vote at the 2015 Annual Meeting. At the 2015 Annual Meeting, the Board has approved the following proposals:

1. To elect seven directors to hold office until the 2016 Annual Meeting of Stockholders and until their respective successors are elected and qualified;
2. To ratify the appointment of PKF O’Connor Davies as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2016; and
3. To amend the Company’s Amended and Restated Certificate of Incorporation to change its corporate name from “Pacific DataVision, Inc.” to “pdvWireless, Inc.”

In accordance with the rules of the Securities and Exchange Commission (the “SEC”) and the Company’s Amended and Restated Bylaws, notice by a stockholder of any qualified stockholder proposal or qualified stockholder nominations must be made by September 8, 2015. Any such stockholder proposals or nominations must be received by the Company at its principal executive offices and directed to the attention of the Corporate Secretary and conform to the rules and regulations promulgated by the SEC and the Company’s Amended and Restated Bylaws.

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**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.

**PACIFIC DATAVISION, INC.**

Date: August 28, 2015

/s/ John Pescatore  
John Pescatore  
President and Chief Executive Officer

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