FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number:	3235-028						
Estimated average burden							

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

37 hours per response: 0.5

				or S	section	1 30(n)	of the I	Investme	nt Cor	mpany Act	of 19	40						
Name and Address of Reporting Person* Gray Timothy					2. Issuer Name and Ticker or Trading Symbol pdvWireless, Inc. [PDVW]									Check all ap Dire	plicable) ctor	10% (Owner	
(Last) (First) (Middle) 3 GARRET MOUNTAIN PLAZA SUITE 401					3. Date of Earliest Transaction (Month/Day/Year) 02/08/2018									Chief Financial Officer				
				4. If Amendment, Date of Original Filed (Month/Day/Year)										Individual or Joint/Group Filing (Check Applicable le) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(S:																		
	Tabl	le I - No	n-Deriv	ative	Sec	uritie	s Acc	quired,	Dis	posed o	f, o	r Ben	eficia	ally Own	ed			
Date				Execution Da ay/Year) if any		Date,	Code (Inst		Disposed Of (D) (Instr. 3, 2				nd Secur Benet Owne	rities ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount		(A) or (D)	Price	Trans	action(s)		(Instr. 4)	
Common Stock 02/08.				3/2018				F		1,266(1)		D	\$31	.45	17,161	D		
	Та													y Owned				
ecurity or Exercise (Month/Day/Year) if any			Code (Expiration (Month/E	Expiration Date			Amour		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fi ET MOUN 01 AND (Si Gecurity (Inst Stock	(First) (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ET MOUNTAIN PLAZA 01 AND NJ 07424 (State) (Zip) Table I - Note of the conversion of Exercise Price of Derivative (Month/Day/Year) Stock 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ET MOUNTAIN PLAZA 01 AND NJ 07424 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transa Date (Month/D (Month/D 2. Table II - Derivati (e.g., pt Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative	(First) (Middle) (First) (Middle) ET MOUNTAIN PLAZA O1 AND NJ 07424 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Is pd 4. If (Month/Day/Year) Table II - Derivative S (e.g., puts, c) Conversion or Exercise Price of Derivative of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transa Code (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	AND NJ 07424 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Table II - Derivative Security (Month/Day/Year) 2. Table II - Derivative Security (Month/Day/Year) 3. Date of 02/08/2018 Table II - Derivative Security (Month/Day/Year) 2. Table II - Derivative Security (Month/Day/Year) 3. Date of 02/08/2018 Table II - Derivative Security (Month/Day/Year) 2. Table II - Derivative Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Date of 02/08/2018	(First) (Middle) (First) (Middle) ET MOUNTAIN PLAZA O1 (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warral for Exercise Price of Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warral for Exercise Price of Derivative Security (Month/Day/Year) 3. Date of Earlies 02/08/2018 4. If Amendment, (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warral for Exercise Price of Derivative Security (Month/Day/Year) 3. Date of Earlies 02/08/2018 4. 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Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	Code Conversion Conversio	Conversion or Exercise Price of Date (Month/Day/Year) Conversion or Exercise Price of Derivative Security	Code Name Conversion Co	Code Code	Deceritive Code C	Conversion of Exercisor of Ex	AND NJ 07424 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities) 2. Issuer Name and Ticker or Trading Symbol public (Check all application) 3. Date of Earliest Transaction (Month/Day/Year) (D2/08/2018 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Relationsh (Check all application) 6. Individual of Line) 7. Ford Pers (A. Securities Acquired (A.) or Disposed of, or Beneficially Owner (A.) or Date (Instr. S.) 8. Securities Acquired (D3) or Price (Instr. S.) 8. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities) 7. Title and Amount or Disposed Of (D) (Instr. Securities) 8. Amount or Disposed of (D3) (Instr. Securities) 8. Amount or Number (Month/Day/Year) 8. Amount or Number (Month/Da	d Address of Reporting Person' imothy. (First) (Middle) ET MOUNTAIN PLAZA D1 AND NJ 07424 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. 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Explanation of Responses:

1. The shares were withheld by the Issuer to satisfy tax withholding obligations in connection with the partial vesting and settlement of restricted stock units granted January 2016.

Remarks:

02/09/2018 /s/ Timothy Gray

** 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.

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