UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark one)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2017

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission file number: 001-36827

pdvWireless, Inc.

(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of Incorporation or organization)**	**33-0745043** **(I.R.S. Employer Identification No.)**
3 Garret Mountain Plaza **Suite 401** **Woodland Park, New Jersey** **(Address of principal executive offices)**	**07424** **(Zip Code)**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐
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. ☐☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

At February 1, 2018, 14,473,017 shares of the registrant's common stock were outstanding.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A (this “Form 10-Q/A") amends and restates certain items noted below in the Quarterly Report on Form 10-Q of pdvWireless, Inc. (the “Company”) for the quarter ended December 31, 2017, as originally filed with the Securities and Exchange Commission (the “SEC”) on February 6, 2018 (the “Original Filing”). This Form 10-Q/A amends the Original Filing to reflect the correction of an error in the previously reported financial statements related to the Company’s accounting treatment of its net operating losses (“NOLs”) in accordance with the new tax provisions in the Tax Cuts and Jobs Act of 2017, which was signed into law on December 22, 2017 (the “TCJA”).

Restatement

In connection with preparing its financial statements for the quarter ended June 30, 2018, the Company determined that it incorrectly interpreted the effective date of changes to the accounting treatment of its NOLs under the TCJA. The TCJA, among other items: (i) increased the NOL carryforward period from 20-years to an indefinite carryforward period and (ii) limited the percentage of NOLs that may be used to offset taxable income to 80%. Under the TCJA, the 80% limitation applies to NOLs arising in taxable years “beginning after” December 31, 2017, which for the Company would be its fiscal year commencing on April 1, 2018 and ending on March 31, 2019 (“Fiscal 2019”). The TCJA, however, provides that the indefinite carryforward period applies to NOLs arising in taxable years “ending after” December 31, 2017, which for the Company would be its fiscal year beginning on April 1, 2017 and ending on March 31, 2018 (“Fiscal 2018”). Based on these dates, NOLs generated by the Company during Fiscal 2018 would both (i) not be subject to the 80% limitation and (ii) have an indefinite life.

In preparing its financial statements for the quarter ended December 31, 2017, the Company, in consultation with its third-party tax firm, determined that it was unlikely that Congress intended to provide this double benefit to the NOLs generated by the Company during Fiscal 2018. As a result, the Company determined that an appropriate approach would be to continue to limit the carryforward period for the NOLs it incurred during Fiscal 2018 to 20 years, rather than apply an indefinite life to those NOLs.

Based on its review of available accounting literature in connection with preparing its financial statements for the quarter ended June 30, 2018, the Company determined that it should apply the accounting changes implemented by the TCJA in accordance with the effective dates set forth in the TCJA, despite the double benefit it could recognize for the NOLs it incurred during Fiscal 2018. Specifically, the Company determined that, based on the current language of the TCJA, the correct accounting treatment for the NOLs it generated during Fiscal 2018 is to apply an indefinite life to these NOLs and to not subject those NOLs to the 80% limitation.

Applying an indefinite life to the NOLs the Company generated in Fiscal 2018 enables the Company to utilize an increased amount of NOLs to offset the deferred tax liability created by the Company’s amortization of its indefinite-lived intangibles. The Company determined that it should recognize an additional deferred tax benefit of $5.6 million for the three months ended December 31, 2017. See Note 2 to the Consolidated Financial Statements included in Item 1 of this Form 10-Q/A for additional information and a reconciliation of the previously reported amounts to the restated amounts.

Internal Control over Financial Reporting

Management has reassessed its evaluation of the effectiveness of the design and operation of its disclosure controls and procedures as of December 31, 2017. As a result of that reassessment, management has concluded that the Company did not maintain effective disclosure controls and procedures due to a material weakness in the Company’s internal control over financial reporting that existed at that date. For a description of the material weakness in internal control over financial reporting and the remedial actions taken, and to be taken, to address and resolve the material weakness, see Part I, Item 4. “Controls and Procedures” of this Form 10-Q/A.

Items Amended in this Filing

For the convenience of the reader, this Form 10-Q/A sets forth the Original Filing, as amended, in its entirety; however, this Form 10-Q/A amends and restates the following Items to the extent necessary to reflect the adjustments discussed above and make corresponding revisions to the Company’s financial data cited elsewhere in this Form 10-Q/A:

- Part I, Item 1 - Financial Statements
- Part I, Item 2 - Management’s Discussion and Analysis of Financial Condition and Results of Operations
- Part I, Item 4 - Controls and Procedures
- Part II, Item 6 - Exhibits
- Signatures

In addition, the Company's Chief Executive Officer and Chief Financial Officer have provided new certifications dated as of the date of this filing (Exhibits 31.1, 31.2, 32.1 and 32.2), and the Company has provided its restated consolidated financial statements formatted in Extensible Business Reporting Language (XBRL) in Exhibit 101.

Except as described above, no other changes have been made to the Original Filing. This Form 10-Q/A speaks as of the date of the Original Filing and does not reflect events that may have occurred after the date of the Original Filing or modify or update any disclosures that may have been affected by subsequent events.

The Company is also concurrently filing an amended Annual Report on Form 10-K/A for its fiscal year ended March 31, 2018 to amend and restate the previously issued annual and interim financial statements as a result of the same accounting error described above.

pdvWireless, Inc.
FORM 10-Q/A
For the quarterly period ended December 31, 2017

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Form 10-Q/A includes statements of our expectations, intentions, plans, and beliefs that constitute "forward-looking statements." These forward-looking statements are principally, but not solely, contained in the section captioned "Management's Discussion and Analysis of Financial Condition and Results of Operations." These statements include, but are not limited to, statements about our strategies, plans, objectives, expectations, intentions, expenditures and assumptions and other statements contained herein that are not historical facts. Our forward-looking statements are generally, but not always, accompanied by words such as "estimate," "project," "predict," "believe," "expect," "anticipate," "potential," "should," "will," "may," "plan," "goal," "can," "could," "continuing," "ongoing," "intend" or other words that convey the uncertainty of future events or outcomes. We have based these forward-looking statements on our current expectations and projections about future events and financial, market and business trends. The matters discussed in these forward-looking statements are subject to risks, uncertainties and other factors that could cause our actual results to differ materially from those projected, anticipated or implied in the forward-looking statements. Many of these risks, uncertainties and other factors are beyond our ability to control, influence, or predict. The most significant of these risks, uncertainties and other factors are described in "Item 1A—Risk Factors" in Part II of this Form 10-Q/A and in our Annual Report on Form 10-K for the year ended March 31, 2017 filed with the Securities and Exchange Commission (the "SEC") on June 6, 2017 and in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017 filed with the SEC on August 8, 2017. As a result, investors are urged not to place undue reliance on any forward-looking statements. These forward-looking statements reflect our views and assumptions only as of the date such forward-looking statements were made. Except to the limited extent required by applicable law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

PART I. FINANCIAL INFORMATION

Item 1: Consolidated Financial Statements

pdvWireless, Inc.
Consolidated Balance Sheets
December 31, 2017 (As Restated) and March 31, 2017
(dollars in thousands, except share data)

	December 31, 2017 (As restated) (Unaudited)	March 31, 2017
ASSETS		
Current Assets		
Cash and cash equivalents	$ 104,244	$ 124,083
Accounts receivable, net of allowance for doubtful accounts of $63 and $53	764	636
Inventory	125	128
Prepaid expenses and other current assets	1,434	874
Total current assets	106,567	125,721
Property and equipment	13,356	14,509
Intangible assets	106,606	104,676
Capitalized patent costs, net	201	210
Other assets	578	370
Total assets	**$ 227,308**	**$ 245,486**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued expenses	$ 3,949	$ 3,399
Accounts payable - officers	40	36
Current portion of note payable	497	497
Deferred revenue	807	789
Total current liabilities	**5,293**	**4,721**
Noncurrent liabilities		
Deferred revenue	4,450	5,033
Deferred income taxes	—	6,498
Other liabilities	2,135	1,338
Total liabilities	**11,878**	**17,590**
Commitments and contingencies		
Stockholders' equity		
Preferred stock, $0.0001 par value per share, 10,000,000 shares authorized and no shares outstanding at December 31, 2017 and March 31, 2017	—	—
Common stock, $0.0001 par value per share, 100,000,000 shares authorized and 14,469,237 shares issued and outstanding at December 31, 2017 and 14,358,564 shares issued and outstanding at March 31, 2017	1	1
Additional paid-in capital	334,310	330,566
Accumulated deficit	(118,881)	(102,671)
Total stockholders' equity	**215,430**	**227,896**
Total liabilities and stockholders' equity	**$ 227,308**	**$ 245,486**

See accompanying notes to consolidated financial statements

pdvWireless, Inc.
Consolidated Statements of Operations
Three and Nine Months Ended December 31, 2017 (As Restated) and 2016
(dollars in thousands, except share data)
(Unaudited)

	Three months ended December 31,		Nine months ended December 31,	
	2017 (As restated)	2016	2017 (As restated)	2016
Operating revenues				
Service revenue	$ 1,232	$ 976	$ 3,500	$ 2,627
Spectrum lease revenue	182	182	547	547
Other revenue	187	177	532	349
Total operating revenues	1,601	1,335	4,579	3,523
Cost of revenue				
Sales and service	2,016	1,832	5,628	5,091
Gross loss	(415)	(497)	(1,049)	(1,568)
Operating expenses				
General and administrative	5,464	4,847	15,341	18,069
Sales and support	1,619	1,421	5,009	3,857
Product development	592	539	1,772	1,734
Total operating expenses	7,675	6,807	22,122	23,660
Loss from operations	(8,090)	(7,304)	(23,171)	(25,228)
Interest expense	(1)	(1)	(2)	(4)
Interest income	197	25	494	73
Other income (expense)	(9)	(8)	(29)	(13)
Loss before income taxes	(7,903)	(7,288)	(22,708)	(25,172)
Income tax benefit	(7,804)	—	(6,498)	—
Net loss	$ (99)	$ (7,288)	$ (16,210)	$ (25,172)
Net loss per common share basic and diluted	$ (0.01)	$ (0.51)	$ (1.12)	$ (1.75)
Weighted-average common shares used to compute basic and diluted net loss per share	14,451,313	14,396,212	14,445,627	14,385,002

See accompanying notes to consolidated financial statements

pdvWireless, Inc.
Consolidated Statement of Stockholders' Equity/(Deficiency)
Nine Months Ended December 31, 2017 (As Restated)
(dollars in thousands, except share data)
(Unaudited)

	Number of Shares						
	Preferred Stock Series AA	Common Stock	Preferred Stock Series AA	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total
Balance at March 31, 2017	—	14,442,368	$ —	$ 1	$ 330,566	$ (102,671)	$ 227,896
Equity based compensation*	—	14,788	—	—	3,510	—	3,510
Stock option exercises	—	12,081	—	—	234	—	234
Net loss	—	—	—	—	—	(16,210)	(16,210)
Balance at December 31, 2017 (As restated)	—	14,469,237	$ —	$ 1	$ 334,310	$ (118,881)	$ 215,430

* includes restricted shares

See accompanying notes to consolidated financial statements

pdvWireless, Inc.
Consolidated Statements of Cash Flows
Nine Months Ended December 31, 2017 (As Restated) and 2016
(dollars in thousands)
(Unaudited)

	Nine months December 31,	
	2017 (As restated)	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (16,210)	$ (25,172)
Adjustments to reconcile net loss to net cash used by operating activities		
Depreciation and amortization	2,103	1,626
Non-cash compensation expense attributable to stock awards	3,998	3,637
Deferred income taxes	(6,498)	—
Bad debt expense	26	43
Loss on disposal of assets	36	—
Changes in operating assets and liabilities		
Accounts receivable	(153)	(384)
Inventory	3	49
Prepaid expenses and other assets	(769)	(327)
Accounts payable and accrued expenses	550	51
Accounts payable - officers	4	(28)
Deferred revenue	(565)	(598)
Other liabilities	569	502
Net cash flows used by operating activities	(16,906)	(20,601)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of intangible assets	(1,930)	(504)
Purchases of equipment	(749)	(1,671)
Payments for patent costs	—	(1)
Net cash used by investing activities	(2,679)	(2,176)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from stock option exercise	234	—
Taxes withheld and paid on employee stock awards	(488)	—
Net cash used by financing activities	(254)	—
Net change in cash and cash equivalents	(19,839)	(22,777)
CASH AND CASH EQUIVALENTS		
Beginning of the period	**124,083**	**153,463**
End of the period	**$ 104,244**	**$ 130,686**

See accompanying notes to consolidated financial statements

pdvWireless, Inc.

Notes to Consolidated Financial Statements
(Unaudited)

1. **Nature of Operations**

pdvWireless, Inc. (the "Company") is a private wireless communications carrier focused on utilizing its spectrum assets to develop and offer next generation network and mobile communication solutions for critical infrastructure and enterprise customers. The Company is the largest holder of licensed spectrum in the Part 90 900 MHz band (i.e., 896-901 MHz paired with 935-940 MHz) throughout the contiguous United States, plus Hawaii, Alaska and Puerto Rico.

The Company's first priority involves pursuing regulatory initiatives at the Federal Communications Commission ("FCC") with the goal of modernizing and realigning the 900 MHz band to increase its usability and capacity, including for the future potential deployment of broadband and other advanced technologies and services. At the same time, the Company is exploring and developing network and mobile communication solutions, leveraging its spectrum to address the unmet needs of its targeted critical infrastructure and enterprise customers. For its first offering, the Company has deployed push-to-talk ("PTT") networks and offers its DispatchPlus™ two-way radio service to businesses in seven major metropolitan market areas throughout the United States, including Atlanta, Baltimore/Washington, Chicago, Dallas, Houston, New York and Philadelphia. DispatchPlus allows enterprise customers to increase the productivity of their field-based workers and the efficiency of their dispatch and call center operations. The Company is pursuing opportunities to offer additional network and mobile communication solutions to critical infrastructure and enterprise customers with its existing spectrum and currently available non-broadband technologies and, if the Company is successful with its FCC efforts, through the deployment of broadband and other advanced wireless service offerings.

The Company was originally incorporated in California in 1997, and reincorporated in Delaware in 2014. In November 2015, the Company changed its name from Pacific DataVision, Inc. to pdvWireless, Inc. The Company maintains offices in Woodland Park, New Jersey, Reston, Virginia and San Diego, California. It also maintains a sales office in West Conshohocken, Pennsylvania.

During the year ended March 31, 2016, the Company began offering its DispatchPlus service in seven major metropolitan areas throughout the United States. The Company developed DispatchPlus to address the needs of enterprises that value a tailored PTT solution addressing the management of their mobile workforce. These businesses typically operate within industry verticals such as construction, distribution, transportation, field services, waste management and hospitality. Given the nature of their operations, DispatchPlus offers these businesses several advantages over telephony and data-based services, including an easy-to-operate, one-touch button efficiency of communications and rugged equipment optimal for field use. The operation of the Company's DispatchPlus business is separate from, and not contingent on, the initiatives it is pursuing at the FCC or its other spectrum-related activities.

The Company's revenues are derived substantially from its DispatchPlus and pdvConnect™ offerings. The DispatchPlus service combines pdvConnect, a proprietary suite of mobile communication and workforce management applications, with advanced digital network architecture and mobile devices supplied by Motorola Solutions, Inc. and/or its subsidiaries ("Motorola"). Developed for dispatch-centric businesses, and historically offered to customers who utilize Tier 1 cellular networks, pdvConnect is an easy to use and efficient mobile communication and workforce management solution that enables businesses to locate and communicate with their field workers and improve the documentation of work events and job status. Also built with the commercial dispatch customer in mind, Motorola's digital network architecture allows the Company to provide highly reliable, instant and wide-area PTT communication services to its customers.

To date, sales of the Company's DispatchPlus service have been slower to ramp-up than initial expectations. The Company primarily markets its DispatchPlus service to customers indirectly through third-party dealers selected from Motorola's nationwide dealer network and other select wireless dealers. The Company supports its indirect sales representatives by providing them with training, marketing and advertising support from its internal sales and marketing team. The Company typically enters into contracts directly with end users of its DispatchPlus communication solutions, including those introduced to it through its indirect dealer network.

The Company's spectrum is its most valuable asset. Although the Company can use its spectrum for its existing DispatchPlus business and for other narrowband and wideband wireless services, many of the future business opportunities that the Company has identified require higher bandwidth than allowed by the current configuration of its spectrum. As a result, the Company is pursuing a number of initiatives to increase the usability and capacity of its spectrum.

In November 2014, the Company and the Enterprise Wireless Alliance ("EWA") submitted a Joint Petition for Rulemaking to the FCC to propose the realignment of a portion of the 900 MHz band from narrowband to broadband. In response to the Joint Petition, the FCC issued a public notice requesting comments from interested parties and asked a number of questions about the proposal. A number of parties, including several incumbent licensees, filed comments with the FCC expressing their views, including both support and opposition. In May 2015, the Company and the EWA filed proposed rules with the FCC related to the Joint Petition. Comments on the proposed rules were filed in June 2015, and reply comments in July 2015.

On August 4, 2017, the FCC issued a Notice of Inquiry ("NOI") that the Company believes signifies the FCC's interest in conducting a serious and comprehensive evaluation of the current and future rules governing the 900 MHz band. In the NOI, the FCC announced that it had commenced a proceeding to examine whether it would be in the public interest to change the existing rules governing the 900 MHz band to enable increased access to spectrum, improved spectrum efficiency and expanded flexibility for a variety of potential uses and applications, including broadband and other advanced technologies and services. The FCC stated that the purpose of the NOI was to gather information from interested parties to assist the FCC in its decision making process. The FCC requested interested parties, including the Company, to comment on a number of questions related to three potential options for the 900 MHz band: (i) retaining the current configuration of the 900 MHz band, but increasing operational flexibility, (ii) reconfiguring a portion or all of the 900 MHz band to support broadband and other advanced technologies and services or (iii) retaining the current 900 MHz band licensing and eligibility rules. Because the FCC is requesting information on multiple options for the 900 MHz band, the NOI effectively supersedes the Joint Petition and other pending proposals that involved the 900 MHz band. However, a broadband reconfiguration option included in the NOI is consistent with the Company's Joint Petition proposal, and all information the Company previously provided to the FCC to support the realignment and modernization of the 900 MHz band remains relevant. The full text of the NOI is available on the FCC's public website https://www.fcc.gov/document/900-mhz-notice-inquiry.

The Company and EWA filed a joint response to the FCC's NOI on October 2, 2017 and reply comments on November 1, 2017. The Company has responded to all outstanding requests for information from the FCC, and it is currently awaiting FCC action. Based on the Company's discussions with the staff of the FCC, it believes that the proceeding is currently under active consideration by FCC. The FCC's next step could be a Notice of Proposed Rulemaking based on the NOI and the record developed in response to it, a request for additional information, a decision to close the proceeding without further action, or some other action, and the timing of any such next step also remains uncertain. The full text of the response and reply comments filed by the Company and EWA as well as the other filings submitted in the proceeding are available on the FCC's public website.

The Company continues to believe in the merits of its broadband approach, and that it would be in the public interest for the FCC to realign the 900 MHz band to enable broadband and other advanced technologies and services. Nevertheless, obtaining a favorable result from the FCC may take a significant amount of time and resources. Moreover, there is no assurance that following the conclusion of the NOI process, the FCC will ultimately propose and adopt rules that will allow the Company to utilize its spectrum to offer broadband and other advanced technologies and services.

To prepare for the filings it has submitted with the FCC and to build support for a 900 MHz broadband realignment, the Company has met, and intends to continue to meet, with a number of incumbent licensees, critical infrastructure businesses and other interested parties in the 900 MHz band. The goals with these discussions have been: (i) building consensus for the proposed reconfiguration of the 900 MHz band to support broadband and other advanced technologies and services; (ii) resolving any technology or other concerns raised by incumbent licensees; (iii) educating critical infrastructure businesses on how broadband capabilities could enhance their operations and initiatives (for example, supporting grid modernization requirements or monitoring and/or controlling their own system or network elements via machine-to-machine type services); (iv) gaining a better understanding of the size of the operational incumbent base and the nature of the systems they are currently operating; and (v) evaluating and proposing voluntary license relocation opportunities to certain incumbent licensees.

2. Restatement of Previously Issued Financial Statements

In connection with preparing its financial statements for the quarter ended June 30, 2018, the Company determined that it incorrectly interpreted the effective date of changes in the accounting treatment of its net operating losses ("NOLs") in accordance with the new tax provisions in the Tax Cuts and Jobs Act of 2017, which was signed into law on December 22, 2017 (the "TCJA"). The TCJA, among other items: (i) increased the NOL carryforward period from 20-years to an indefinite carryforward period and (ii) limited the percentage of NOLs that may be used to offset taxable income to 80%.

Under the TCJA, the 80% limitation applies to NOLs arising in taxable years "*beginning after*" December 31, 2017, which for the Company would be its fiscal year commencing on April 1, 2018 and ending on March 31, 2019 ("***Fiscal 2019***"). The TCJA, however, provides that the indefinite carryforward period applies to NOLs arising in taxable years "*ending after*" December 31, 2017, which for the Company would be its fiscal year beginning on April 1, 2017 and ending on March 31, 2018 ("***Fiscal 2018***"). Based on these dates, NOLs generated by the Company during Fiscal 2018 would both (i) not be subject to the 80% limitation and (ii) have an indefinite life.

In preparing its financial statements for quarterly period ended December 31, 2017, the Company, in consultation with its third-party tax firm, determined that it was unlikely that Congress intended to provide this double benefit to the NOLs generated by the Company during Fiscal 2018. As a result, the Company determined that an appropriate approach would be to continue to limit the carryforward period for its 2018 NOLs to 20 years, rather than apply an indefinite life to these NOLs.

Based on its review of available accounting literature in connection with preparing its financial statements for the quarter ended June 30, 2018, the Company determined that it should apply the accounting changes implemented by the TCJA in accordance with the effective dates set forth in the TCJA. Specifically, the Company determined that, based on the current language of the TCJA, the correct accounting treatment for the NOLs it generated during Fiscal 2018 is to apply an indefinite life to those NOLs.

Applying an indefinite life to the NOLs the Company generated during Fiscal 2018 enables the Company to utilize an increased amount of NOLs to offset the deferred tax liability created by the Company's amortization of its indefinite-lived intangibles.

The table below sets forth the consolidated balance sheet, including the balances originally reported, the adjustments and the as restated balances for the quarterly period ended December 31, 2017(in thousands):

	December 31, 2017		
	As Originally Reported	**Adjustments**	**As Restated**
Liabilities			
Deferred income tax liability	$ 5,623	$ (5,623)	$ —
Total liabilities	17,501	(5,623)	11,878
Stockholders' Equity			
Accumulated deficit	$ (124,504)	$ 5,623	$ (118,881)
Total stockholders' equity	209,807	5,623	215,430

The table below sets forth the consolidated statements of operations, including the balances originally reported, the adjustments and the as restated balances for the three and nine month periods ended December 31, 2017(in thousands, except per share data):

	Three months ended December 31, 2017			Nine months ended December 31, 2017		
	As Originally Reported	**Adjustments**	**As Restated**	**As Originally Reported**	**Adjustments**	**As Restated**
Income tax benefit	$ (2,181)	$ (5,623)	$ (7,804)	$ (875)	$ (5,623)	$ (6,498)
Net loss	(5,722)	5,623	(99)	(21,833)	5,623	(16,210)
Net loss per common share basic and diluted	$ (0.40)	$ 0.39	$ (0.01)	$ (1.51)	$ 0.39	$ (1.12)

The table below sets forth the consolidated statements of cash flows from operating activities, including the balance originally reported, the adjustments and the as restated balance for the nine month period ended December 31, 2017(in thousands):

	Nine months ended December 31, 2017		
	As Originally Reported	Adjustments	As Restated
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$ (21,833)	$ 5,623	$ (16,210)
Adjustments to reconcile net loss to net cash used by operating activities			
Deferred Income Tax	(875)	(5,623)	(6,498)
Net cash flows used by operating activities	$ (16,906)	—	$ (16,906)

The restatement had no impact on cash flows from investing activities or financing activities.

The table below sets forth the consolidated statement of stockholders' equity, including the balance originally reported, the adjustments and the as restated balance for the quarterly period ended December 31, 2017(in thousands):

	Accumulated Deficit	Total Stockholders' Equity
Balance at December 31, 2017, As Reported	$ (124,504)	$ 209,807
Adjustments	5,623	5,623
Balance at December 31, 2017, As Restated	$ (118,881)	$ 215,430

In addition to the restated consolidated financial statements, the information contained in Note 8 – Income Taxes has been amended and restated.

3. Summary of Significant Accounting Policies

Basis of Presentation and Use of Estimates

The consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to allowance for doubtful accounts, estimated useful lives of depreciable assets, asset retirement obligations, the carrying amount of long-lived assets under construction in process, valuation allowance on the Company's deferred tax assets, and recoverability of intangible assets. Moreover, in certain circumstances, requirements associated with relevant US GAAP guidance can impact the Company's estimates and assumptions. The Company is also required to make certain estimates with regard to the valuation of awards and forfeiture rates for its share-based award programs. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the financial statements in the applicable period. Accordingly, actual results could materially differ from those estimates.

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries, including PDV Spectrum Holding Company, LLC formed in April 2014. All significant intercompany accounts and transactions have been eliminated in consolidation.

Reclassifications

Certain prior year amounts have been reclassified to conform to the presentation of the corresponding amounts in the financial statements for the three and nine months ended December 31, 2017. These reclassifications had no effect on previously reported results of operations, cash flows, assets, liabilities or equity for the periods presented.

Cash and Cash Equivalents

All highly liquid investments with maturities of three months or less at the time of purchase are considered cash equivalents. Cash equivalents are stated at cost, which approximates the quoted market value and include amounts held in money market funds.

Allowance for Doubtful Accounts

An allowance for uncollectible receivables is estimated based on a combination of write-off history, aging analysis and any specific known troubled accounts. The Company reviews its allowance for uncollectible receivables on a quarterly basis. Past due balances meeting specific criteria are reviewed individually for collectability. At December 31, 2017 and March 31, 2017, management provided an allowance of approximately $63,000 and $53,000, respectively, for certain slow paying accounts.

Property and Equipment

Property and equipment is stated at cost. Depreciation is computed using the straight-line method over the shorter of the estimated useful lives of the assets or the applicable lease term. The carrying amount at the balance sheet date of long-lived assets under construction in process include construction costs to date on capital projects that have not been completed, assets being constructed that are not ready to be placed into service, and assets that are not currently in service. On a periodic basis costs within construction in process are reviewed and a determination is made if the assets being developed will be put into use. If it is concluded that the asset will not be put into use, the costs will be expensed. If the asset will be put into use, the costs are transferred to property and equipment when substantially all of the activities necessary to prepare the assets for their intended use are completed. Depreciation commences upon completion.

Accounting for Asset Retirement Obligations

An asset retirement obligation is evaluated and recorded as appropriate on assets for which the Company has a legal obligation to retire. The Company records a liability for an asset retirement obligation and the associated asset retirement cost at the time the underlying asset is acquired and put into service. Subsequent to the initial measurement of the asset retirement obligation, the obligation is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation, if any. Over time, the liability is accreted to its present value and the capitalized cost is depreciated over the estimated useful life of the asset.

The Company enters into long-term leasing arrangements primarily for tower site locations. The Company constructs assets at these locations and, in accordance with the terms of many of these agreements, the Company is obligated to restore the premises to their original condition at the conclusion of the agreements, generally at the demand of the other party to these agreements. The Company recognizes the fair value of a liability for an asset retirement obligation and capitalizes that cost as part of the cost basis of the related asset, depreciating it over the useful life of the related asset. Upon settlement of the obligation, any difference between the cost to retire the asset and the recorded liability is recognized in the Consolidated Statement of Operations.

As of December 31, 2017, the Company had asset retirement obligations of approximately $0.3 million.

Intangible Assets

Intangible assets are wireless licenses that will be used to provide the Company with the exclusive right to utilize designated radio frequency spectrum to provide wireless communication services. While licenses are issued for only a fixed time, generally ten years, such licenses are subject to renewal by the FCC. License renewals have occurred routinely and at nominal cost in the past. There are currently no legal, regulatory, contractual, competitive, economic or other factors that limit the useful life of the Company's wireless licenses. As a result, the Company has determined that the wireless licenses should be treated as an indefinite-lived intangible asset. The Company will evaluate the useful life determination for its wireless licenses each year to determine whether events and circumstances continue to support their treatment as an indefinite useful life asset.

The licenses are tested for impairment annually on an aggregate basis, as the Company will be utilizing the wireless licenses on an integrated basis as a part of developing its nationwide network. Before employing detailed impairment testing, the Company first evaluates the likelihood of impairment by considering relevant qualitative factors that may have a significant bearing on fair value. If it determines that it is more likely than not that the wireless licenses are impaired, it will apply a quantitative analysis including detailed testing methodologies. Otherwise, it concludes that no impairment exists. In the event a quantitative analysis is required, the Company considers estimates of valuation methods to perform the test of the fair values of the wireless licenses using, among other things, market based and discounted cash flow approaches.

Long-Lived Asset Impairment

The Company evaluates long-lived assets, other than intangible assets with indefinite lives, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Asset groups are determined at the lowest level for which identifiable cash flows are largely independent of cash flows of other groups of assets and liabilities. When the carrying amount of a long-lived asset group is not recoverable and exceeds its fair value, an impairment loss is recognized equal to the excess of the asset group's carrying value over the estimated fair value.

Income Taxes

The Company utilizes the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities as well as from net operating loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date. A valuation allowance is established when it is estimated that it is more likely than not that the tax benefit of a deferred tax asset will not be realized.

Revenue Recognition

The Company recognizes revenue in the period that persuasive evidence of an arrangement exists, delivery of the product has occurred or services have been rendered, it is able to determine the amount of revenue and when the collection of such amount is considered probable. In accordance with the guidance provided in Accounting Standards Codification ("ASC") Topic 605-45-45, (*Revenue Recognition – Principal Agent Considerations*), the Company has determined that it is the primary obligor with respect to the service revenue derived from sales of the Company's software applications through its Tier I domestic carrier partners. As a result, revenue is recorded at the gross amount billed to end-user customers for sales through these carrier partners. The Company also sells service and applications directly to end-users, which are billed and collected directly by the Company.

In September 2014, Motorola paid the Company an upfront, fully-paid leasing fee of $7.5 million in order to lease a portion of the Company's wireless spectrum licenses. The payment of the fee is accounted for as deferred revenue on the Company's Consolidated Balance Sheets. The Company recognizes leasing revenue in accordance with ASC Topic 840, (*Leases)*. The fee is amortized using the straight-line method over the lease term of approximately ten years, which represents the time period in which the benefits of the leased property are expected to be depleted.

The Company evaluates certain transactions for its DispatchPlus service offering to determine whether they should be viewed as a Multiple Element Arrangement provided in ASC Topic 605-25. Judgment is required to properly identify the accounting units of the multiple deliverable transactions and to determine the manner in which revenue should be allocated among the units of accounting. Multiple deliverable arrangements are presumed to be bundled transactions, and the total consideration is measured and allocated to the separate transactions based on their relative selling price with certain limitations. The relative selling price for each deliverable is determined using vendor-specific objective evidence ("VSOE") of selling price or third-party evidence of selling price if VSOE does not exist. If neither VSOE nor third party evidence of selling price exist, the Company uses its best estimate of the selling price for the deliverable. The Company has determined that the rental of user devices in connection with service contracts for its DispatchPlus service are multiple deliverable arrangements.

Cost of Revenue

The Company's cost of revenue relating to its DispatchPlus service offering includes the cost of operating its dispatch network and its cloud-based solutions, and to a lesser degree, the costs associated with the sales of the relevant user devices. In addition, cost of revenue associated with the sales of the Company's software applications through its wireless carrier partners includes the portion of service revenue retained by its domestic Tier 1 carrier partners pursuant to its agreements with these parties, which may include network services, connectivity, SMS service, sales, marketing, billing and other ancillary services.

Stock Compensation

The Company accounts for stock options in accordance with US GAAP, which requires the measurement and recognition of compensation expense, based on the estimated fair value of awards granted to employees, directors, and consultants. The Company estimates the fair value of share-based awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense in the Company’s statements of operations over the requisite service periods. In the event the participant’s employment by or engagement with (as a director or otherwise) the Company terminates before exercise of the options granted, the stock options granted to the participant shall immediately expire and all rights to purchase shares thereunder shall immediately cease and expire and be of no further force or effect, other than applicable exercise rights for vested shares that may extend past the termination date as provided for in the participant’s applicable option award agreement. Additionally, the Compensation Committee adopted an Executive Severance Plan (the “Severance Plan”) in February 2015, and the Company subsequently entered into Severance Plan Participation Agreements with its executive officers and certain key employees. In addition to providing participants with severance payments, the Severance Plan provides for accelerated vesting and extends the exercise period for outstanding equity awards if the Company terminates a participant’s service for reasons other than cause, death or disability or the participant terminates his or her service for good reason, whether before or after a change of control (each of such terms as defined in the Severance Plan).

To calculate option-based compensation, the Company uses the Black-Scholes option-pricing model. The Company’s determination of fair value of option-based awards on the date of grant using the Black-Scholes model is affected by assumptions regarding a number of subjective variables.

The fair value of restricted stock, restricted stock units and performance units are measured based upon the quoted closing market price for the stock on the date of grant. The compensation cost for the restricted stock and restricted stock units is recognized on a straight-line basis over the vesting period. The compensation cost for the performance units is recognized when the performance criteria are complete.

No tax benefits have been attributed to the share-based compensation expense because the Company maintains a full valuation allowance for all net deferred tax assets.

Effective April 1, 2017, the Company adopted ASU No. 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* (“ASU 2016-09”), which simplifies several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. Under the new guidance, all excess tax benefits and tax deficiencies, including tax benefits of dividends on share-based payment awards, should be recognized as income tax expense or benefit in the income statement, eliminating the notion of the additional paid-in-capital (“APIC”) pool. The excess tax benefits will be classified as operating activities along with other income tax cash flows rather than financing activities in the statement of cash flows. The tax effects of exercised or vested awards should be treated as discrete items in the reporting period in which they occur. ASU 2016-09 also allows entities to elect to either estimate the total number of awards that are expected to vest or account for forfeitures when they occur. Additionally, ASU 2016-09 clarifies that cash payments to tax authorities in connection with shares withheld to meet statutory tax withholding requirements should be presented as a financing activity in the statement of cash flows. The Company has elected to continue its past practice of estimating the total number of awards expected to vest and adopted the provisions of ASU 2016-09 related to changes in the consolidated statements of cash flows on a retrospective basis.

Net Loss Per Share of Common Stock

Basic net loss per common share is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of common shares outstanding during the period, without consideration for potentially dilutive securities. For purposes of the diluted net loss per share calculation, preferred stock, stock options, restricted stock and warrants are considered to be potentially dilutive securities. Because the Company has reported a net loss for the three and nine months ended December 31, 2017 and 2016, diluted net loss per common share is the same as basic net loss per common share for those periods.

Common stock equivalents resulting from potentially dilutive securities approximated 982,000 and 709,000 at December 31, 2017 and March 31, 2017, respectively, and have not been included in the dilutive weighted average shares of common stock outstanding, as their effects are anti-dilutive.

Recently Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, ("ASU 2014-09") which supersedes current revenue recognition guidance, including most industry specific guidance. ASU 2014-09 requires a company to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services, and also requires additional disclosures regarding the nature, amount, timing and uncertainty of revenue that is recognized. The guidance, as stated in ASU 2014-09, is effective for annual and interim periods beginning after December 15, 2016. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which defers the effective date by one year, with early adoption on the original effective date permitted. The standard can be applied using a full retrospective method or a modified retrospective method of adoption. The Company expects to adopt the standard in 2018 using the full retrospective method and continues to assess the impact of this ASU on its results of operations, financial position and cash flows. Based on its preliminary assessment, the Company expects the adoption of this ASU will result in: (i) contract cost assets that will be established to reflect costs that will be deferred as incremental contract acquisition costs (incremental contract acquisition costs generally relate to commissions paid to sales associates); and (ii) increased disclosure, including qualitative and quantitative disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. However, the adoption of this ASU is not expected to have a material impact on the Company's financial position and cash flows.

In February 2016, the FASB issued ASU 2016-02, *Leases*. The ASU amends a number of aspects of lease accounting, including requiring lessees to recognize operating leases with a term greater than one year on their balance sheet as a right-of-use asset and corresponding lease liability, measured at the present value of the lease payments. The ASU also requires disclosure of key information about leasing arrangements to increase the transparency and comparability among organizations. The accounting for lessors does not fundamentally change except for changes to conform and align guidance to the lessee guidance as well as to the new revenue recognition guidance in ASU 2014-09. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. ASU 2016-02 requires reporting organizations to take a modified retrospective transition approach (as opposed to a full retrospective transition approach). The Company decided not to early adopt the ASU. The Company is evaluating the potential impact that ASU 2016-02 may have on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*. The amendments in ASU 2016-08 clarify how an entity should identify the specified good or service for the principal versus agent evaluation and how it should apply the control principle to certain types of arrangements. The effective date and transition requirements for this amendment is the same as the effective date and transition requirements of ASU 2014-09, which is effective for fiscal years, and for interim periods within those years, beginning after December 15, 2017. The adoption of this ASU is not expected to have a material impact on the Company's financial position and cash flows.

In April 2016, the FASB issued ASU No. 2016-10, *Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing*. ASU 2016-10 is intended to reduce the cost and complexity of applying the guidance in the FASB's new revenue standard on identifying performance obligations, and is also intended to improve the operability and understandability of the licensing implementation guidance. The effective date for ASU 2016-10 is the same as for ASU 2014-09. The adoption of this ASU is not expected to have a material impact on the Company's financial position and cash flows.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other: Simplifying the Test for Goodwill Impairment*. ASU 2017-04 eliminated Step 2 from the goodwill impairment test, which required entities to compute the implied fair value of goodwill by determining the fair value of the reporting unit's assets and liabilities as if they were assets acquired and liabilities assumed in a business combination. Instead of Step 2, entities performing their annual impairment test will recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. Entities will continue to have the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The adoption of ASU 2017-04 will be effective for annual, or any interim, goodwill impairment tests in fiscal years beginning after December 15, 2019. The adoption of this guidance is not expected to have an effect on the Company’s consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09, *Compensation - Stock Compensation (Topic 718) Scope of Modification Accounting*. The amendments in ASU 2017-09 provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. The adoption of ASU 2017-09 will become effective for annual periods beginning after December 15, 2017 with prospective application. Although the Company is currently evaluating the potential impact Topic 718 may have on its financial position, it does not believe there will be a material impact on the consolidated financial statements.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were originally issued. See Note 14 Subsequent Events below.

4. Property and Equipment

Property and equipment consists of the following at December 31, 2017 and March 31, 2017 (in thousands):

	Estimated useful life	December 31, 2017	March 31, 2017
Network sites and equipment	5-10 years	$ 15,008	$ 13,999
Computer equipment	5-7 years	956	944
Computer software	1-3 years	10	13
Furniture and fixture and other equipment	2-5 years	1,474	1,091
Leasehold improvements	Shorter of the lease term or 10 years	354	141
		17,802	16,188
Less accumulated depreciation		5,629	3,590
		12,173	12,598
Construction in process		1,183	1,911
Property and equipment, net		$ 13,356	$ 14,509

Depreciation expense for the three and nine months ended December 31, 2017 amounted to $0.7 million and $2.1 million, respectively. For the three and nine months ended December 31, 2016, depreciation expense was approximately $0.6 million and $1.6 million, respectively. For the three and nine months ended December 31, 2017, approximately $0.6 million and $1.9 million of such depreciation expense was classified as cost of revenue, while the remainder for each period was classified as operating expense in the Company's Consolidated Statements of Operations. For the three and nine months ended December 31, 2016, approximately $0.5 million and $1.5 million of such depreciation expense was classified as cost of revenue, while the remainder for each period was classified as operating expense in the Company's Consolidated Statements of Operations. Leasehold improvements include certain allowances for tenant improvements related to the expansion of the Company's corporate headquarters. Construction in process includes the expenditures related to the costs to establish the Company's dedicated wide-area, two-way radio dispatch networks in certain metropolitan areas.

5. Intangible Assets

Wireless licenses are considered indefinite-lived intangible assets. Indefinite-lived intangible assets are not subject to amortization but instead are tested for impairment annually, or more frequently if an event indicates that the asset might be impaired. The Company believes that no impairment indicators existed as of December 31, 2017 for which the Company would recognize impairment.

During the nine months ended December 31, 2017, the Company entered into agreements with several third parties in multiple U.S. markets to acquire wireless licenses for cash consideration, upon FCC approval.

Intangible assets consist of the following at December 31, 2017 and March 31, 2017 (in thousands):

	Wireless Licenses
Balance at March 31, 2017	$ 104,676
Acquisitions	1,931
Balance at December 31, 2017	$ 106,606

6. Accounts Payable - officers

Accounts payable - officers represents unreimbursed expenses including travel and entertainment expenses incurred by the Company's officers. At December 31, 2017 and March 31, 2017, the accounts payable to officers amounted to approximately $40,000 and $36,000, respectively.

7. Note Payable

On October 23, 2015, the Company entered into a promissory note in the amount of $1,289,013 with a third party in exchange for wireless licenses. The term of the note is through March 15, 2018 and bears a fixed rate of interest, of 0.55% per annum, which is based on the Short Term Applicable Federal Rate on the closing date. As of December 31, 2017, the Company's outstanding borrowings were approximately $0.5 million.

8. Income Taxes – As Amended and Restated

On December 22, 2017, the President signed the TCJA into law. Included in the law is a provision that operating losses incurred in years ending after December 31, 2017 may be carried forward indefinitely. The Company now can consider indefinite lived assets and the associated deferred tax liability as a source of future taxable income when assessing the potential to realize future tax deductions from indefinite carryforwards of net operating losses and interest expense. For the three months ended December 31, 2017, the Company recorded a discrete tax benefit of $7.8 million related to the reduction in valuation allowance related to the offset of the nine months ending December 31, 2017 net operating loss against the deferred tax liability from the indefinite-lived intangibles. For the nine months ended December 31, 2017, the Company has recorded a total tax benefit of $6.5 million. For the three and nine months ended December 31, 2016, the Company recorded no tax expense or benefit.

In response to the enactment of the TCJA in late 2017, the SEC issued Staff Accounting Bulletin No. 118 ("SAB 118") to address situations where the accounting is incomplete for certain income tax effects of the TCJA upon issuance of an entity's financial statements for the reporting period in which the TCJA was enacted. Under SAB 118, a company may record provisional amounts during a measurement period for specific income tax effects of the TCJA for which the accounting is incomplete but a reasonable estimate can be determined, and when unable to determine a reasonable estimate for any income tax effects, report provisional amounts in the first reporting period in which a reasonable estimate can be determined. The Company has recorded the impact of the tax effects of the TCJA, relying on estimates where the accounting is incomplete as of December 31, 2017. As guidance and technical corrections are issued in the upcoming quarters, the Company will record updates to its original provisional estimates.

9. Stock Acquisition Rights, Stock Options and Warrants

The Company established the pdvWireless, Inc. 2014 Stock Plan (the "2014 Stock Plan") to attract, retain and reward individuals who contribute to the growth of the Company. This 2014 Stock Plan superseded previous stock plans. However, under such previous plans, 43,275 stock options remained vested and outstanding as of December 31, 2017.

As of December 31, 2017, 2,788,234 shares of common stock were authorized and reserved for issuance under the 2014 Stock Plan. The shares authorized and reserved for issuance under the 2014 Stock Plan will continue to increase each subsequent anniversary through January 1, 2024 by an amount equal to the lesser of 5% of the number of shares of common stock issued and outstanding on the immediately preceding December 31 or a lesser amount determined by the Board of Directors. The number of shares authorized and reserved for issuance under the 2014 Stock Plan increased on January 1, 2018 by 723,461 shares of common stock, for an aggregate of 3,511,695 shares authorized and reserved under the 2014 Stock Plan.

Restricted Stock and Restricted Stock Units

A summary of non-vested restricted stock activity for the nine months ended December 31, 2017 is as follows:

	Restricted Stock	Weighted Average Grant Day Fair Value
Non-vested restricted stock at March 31, 2017	127,457	$ 25.10
Granted	125,621	23.20
Forfeited	(888)	(23.49)
Vested	(30,018)	(23.90)
Non-vested restricted stock at December 31, 2017	222,172	$ 24.20

The Company recognizes compensation expense for restricted stock awards that vest on a time schedule on a straight-line basis over the explicit vesting period. Vested restricted stock units are settled and issuable upon the vesting date (or the next open trading date if the vesting date occurs during a closed window under the Company's insider trading policy) or a date certain in the future. Stock compensation expense related to restricted stock was approximately $0.5 million and $1.3 million for the three and nine months ended December 31, 2017 and approximately $0.4 million and $1.1 million for the three and nine months ended December 31, 2016. Stock compensation expense for restricted stock is accounted for in general and administrative expense in the Company's Consolidated Statement of Operations. At December 31, 2017, there was $4.4 million of unvested compensation expense related to the restricted stock, which is expected to be recognized over a weighted average period of 2.7 years.

Performance Stock Units

A summary of the performance stock unit activity for the nine months ended December 31, 2017 is as follows:

	Performance Stock	Weighted Average Grant Day Fair Value
Performance units at March 31, 2017	37,295	$ 25.81
Granted	71,843	22.75
Forfeited	—	—
Vested	—	—
Performance units at December 31, 2017	109,138	$ 23.80

The Company awarded performance stock units in May 2017 and January 2016. The units represent the number of shares of the Company's common stock that the recipient would vest in and receive contingent upon the Company's attainment of the applicable performance goal. For the outstanding performance stock units, the performance goal requires the Company to obtain, prior to January 13, 2020, (i) a Final Order from the FCC providing for the creation and allocation of licenses for spectrum in the 900 MHz band consisting of paired blocks of contiguous spectrum, each containing at least 3 MHz of contiguous spectrum, authorized for broadband wireless communications uses and (ii) the lack of objection by the Company's Board of Directors to the terms and conditions (including, but not limited to, the rebanding, clearing and relocation procedures, license assignment and award mechanisms, and technical and operational rules) set forth or referenced in the Final Order.

For the three and nine months ended December 31, 2017 and 2016, there was no stock compensation expense recognized for the performance units. At December 31, 2017, there was approximately $2.6 million of unvested compensation expense for the performance units.

Stock Options

A summary of stock option activity for the nine months ended December 31, 2017 is as follows:

	Options	Weighted Average Exercise Price
Options outstanding at March 31, 2017	1,733,595	$ 22.79
Granted during the period	236,195	24.89
Exercised during the period	(4,081)	(18.23)
Forfeited/Expired during the period	(11,301)	(26.64)
Options outstanding at December 31, 2017	1,954,408	$ 23.04

The stock options to purchase shares of common stock awarded during the nine months ended December 31, 2017 have a ten-year contractual life and 25% will vest on the first anniversary of grant, and the remainder will vest in three equal annual installments thereafter. In addition, a stock option to purchase 100,000 shares of common stock awarded to a consultant during the nine months ended December 31, 2017 vests monthly over four years. Shares granted to employees are subject to vesting, future settlement conditions and other such terms as determined by the Board of Directors and set forth in the applicable award agreements.

Additional information regarding stock options outstanding at December 31, 2017 is as follows:

Exercise Prices	Number Outstanding	Weighted Average Remaining Life in Years	Weighted Average Exercise Price	Options Exercisable	Weighted Average Exercise Price of Shares Exercisable
$ 13.25 - $ 20.00	1,128,537	6.30	$ 19.74	860,224	$ 19.66
20.01 - 46.23	745,320	8.26	25.34	277,976	25.51
46.24 - 72.85	80,551	7.34	47.87	40,426	47.88
	1,954,408	7.09	$ 23.04	1,178,626	$ 22.01

The Black-Scholes option model requires weighted average assumptions to be used for calculation of the Company's stock compensation expense. The assumptions used during the nine months ended December 31, 2017 were: the expected life of the awards was 5 years; the risk-free interest rate range was 1.8% to 2.3%; the expected volatility was 49.05%; the expected dividend yield was 0.0%; and the expected forfeiture rate was 3%.

Performance Stock Options

A summary of the performance stock options as of December 31, 2017 is as follows:

	Performance Options	Weighted Average Exercise Price
Performance options outstanding at March 31, 2017	50,000	$ 25.81
Performance options granted	129,945	25.84
Performance options forfeited/expired	—	—
Performance options outstanding at December 31, 2017	179,945	$ 25.83

During the nine months ended December 31, 2017, the Company awarded executive officers performance stock options to purchase 75,000 and 54,945 shares of common stock with an exercise price of $28.10 and $22.75, respectively. During the year ended March 31, 2016, the Company awarded an executive officer performance stock options to purchase 50,000 shares of common stock with an exercise price of $25.81. These options have a ten-year contractual life. The performance stock options will vest in full contingent on the Company's achievement, prior to January 13, 2020, of (i) a Final Order from the FCC providing for the creation and allocation of licenses for spectrum in the 900 MHz band consisting of paired blocks of contiguous spectrum, each containing at least 3 MHz of contiguous spectrum, authorized for broadband wireless communications uses and (ii) the lack of objection by the Company's Board of Directors to the terms and conditions (including, but not limited to, the rebanding, clearing and relocation procedures, license assignment and award mechanisms, and technical and operational rules) set forth or referenced in the Final Order.

Stock compensation expense related to the amortization of the fair value of stock options issued was approximately $1.0 million and $2.7 million for the three and nine months ended December 31, 2017, respectively. For the three and nine months ended December 31, 2016, stock compensation expense was approximately $0.8 million and $2.5 million, respectively. There was no stock compensation expense related to the performance stock options issued for the three and nine months ended December 31, 2017 and 2016. Stock compensation expense is included as part of general and administrative expense in the accompanying Consolidated Statement of Operations. The weighted average fair value for the stock option awards granted during the nine months ended December 31, 2017 was $11.02. As of December 31, 2017, there was approximately $5.8 million of unrecognized compensation cost related to non-vested stock options granted under the Company's stock option plans, of which $3.8 million pertains to the non-performance based stock options and $2.0 million pertains to the performance based stock options. The cost is expected to be recognized over a weighted-average period of 3.0 years.

Motorola Investment

On September 15, 2014, Motorola invested $10.0 million to purchase 500,000 Class B Units of the Company's subsidiary, PDV Spectrum Holding Company, LLC (at a price equal to $20.00 per unit). The Company owns 100% of the Class A Units in this subsidiary. Motorola has the right at any time to convert its 500,000 Class B Units into 500,000 shares of the Company's common stock. The Company also has the right to force Motorola's conversion of these Class B Units into shares of its common stock at its election. Motorola is not entitled to any assets, profits or distributions from the operations of the subsidiary. In addition, Motorola's conversion ratio from Class B Units to shares of the Company's common stock is fixed on a one-for-one basis, and is not dependent on the performance or valuation of either the Company or the subsidiary. The Class B Units have no redemption or call provisions and can only be converted into shares of the Company's common stock. Management has determined that this investment does not meet the criteria for temporary equity or non-controlling interest due to the limited rights that Motorola has as a holder of Class B Units, and accordingly has presented this investment as part of its permanent equity within Additional Paid-in Capital in the accompanying consolidated financial statements.

10. Supplemental Disclosure of Cash Flow Information

The Company paid in cash $9,250 in taxes and did not make any payments for interest during the nine months ended December 31, 2017. The Company paid in cash $39,759 in taxes and did not make any payments for interest during the nine months ended December 31, 2016.

During the nine months ended December 31, 2017, the Company entered into a lease agreement with a landlord that included a Tenant Allowance of $202,000 that it utilized in the expansion of its corporate headquarters. The Tenant Allowance is included in other liabilities.

During the nine months ended December 31, 2016, the Company entered into a barter transaction with a third party whereby it acquired wireless licenses valued at approximately $307,000 consisting of approximately $269,000 related to use of the

Company's network along with radios and $39,000 in cash. The Company capitalized Asset Retirement Obligations that amounted to $25,000 and $30,278 for the nine months ended December 31, 2017 and 2016, respectively.

11. Commitments and Contingencies

Leasing Obligations

The Company is obligated under certain lease agreements for office space with lease terms expiring on various dates from January 7, 2019 through March 31, 2027, which includes a ten-year lease extension for its corporate headquarters. The Company entered into multiple lease agreements for tower space related to its DispatchPlus business. The lease expiration dates range from February 28, 2020 to June 30, 2026.

Rent expense amounted to approximately $0.6 million and $1.9 million, for the three and nine months ended December 31, 2017, respectively, of which approximately $0.4 million and approximately $1.2 million, respectively, was classified as cost of revenue and the remainder of approximately $0.2 million and $0.7 million, respectively, was classified in operating expenses in the Consolidated Statements of Operations. Total rent expense amounted to approximately $0.5 million and $1.4 million, for the three and nine months ended December 31, 2016, respectively, of which approximately $0.4 million and $1.0 million, respectively, was classified as cost of revenue and the remainder of approximately $0.1 million and $0.4 million, respectively, was classified in operating expenses in the Consolidated Statements of Operations. At December 31, 2017, accumulated deferred rent payable amounted to approximately $1.9 million and is included as part of other liabilities in the accompanying Consolidated Balance Sheet.

Aggregate rentals, under non-cancelable leases for office and tower space (exclusive of real estate taxes, utilities, maintenance and other costs borne by the Company), for the remaining terms of the leases following the nine months ended December 31, 2017 are as follows (in thousands):

2018 (3 months)	$	440
2019		2,160
2020		2,108
2021		1,816
2022		1,455
After 2022		5,265
Total	$	13,243

Litigation

The Company is not involved in any material legal proceedings at this time. However, from time to time, the Company may be involved in litigation that arises from the ordinary operations of the business, such as contractual or employment disputes or other general actions. In the event of an adverse outcome of these proceedings, the Company believes the resulting liabilities would not have a material adverse effect on its financial condition or results of operations.

12. Concentrations of Credit Risk

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and trade accounts receivable.

The Company places its cash and temporary cash investments with financial institutions for which credit loss is not anticipated.

The Company sells its current software applications product and extends credit predominately through two domestic third-party carriers. The Company maintains allowances for doubtful accounts based on factors surrounding the write-off history, historical trends, and other information.

13. Business Concentrations

For the three and nine months ended December 31, 2017, the Company had one Tier 1 domestic carrier that accounted for approximately 40% of operating revenues. For the three months ended December 31, 2016, the Company had two Tier 1 carriers that accounted for approximately 40% and 8% of operating revenues, respectively. For the nine months ended December 31, 2016, the Company had two Tier 1 carriers that accounted for approximately 36% and 12% of operating revenues, respectively.

As of December 31, 2017, and March 31, 2017, the Company had one Tier 1 domestic carrier that accounted for approximately 64% and 67%, respectively, of accounts receivable.

14. Subsequent Events

On February 6, 2018, the Company entered into a Controlled Equity Offering℠ Sales Agreement and a Sales Agreement (collectively, the "Sales Agreements") with Cantor Fitzgerald & Co. and B. Riley FBR, Inc., respectively (collectively, the "Agents"), and registered the sale of up to an aggregate of $40,000,000 in shares of its Common Stock in at-the-market sales transactions pursuant to the Sales Agreements. See Item 5 Other Information of Part II of this Quarterly Report on Form 10-Q/A for additional information regarding the Sales Agreements and the registration of the sale of the Company's Common Stock in at-the-market sales transactions.

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Note Regarding Forward-Looking Statements

This discussion and analysis of the financial condition and results of operations of pdvWireless, Inc. ("PDV," the "Company", "we", "us", or "our") should be read in conjunction with our financial statements and notes thereto included in this Form 10-Q/A and the audited financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended March 31, 2017, filed with the SEC on June 6, 2017. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors including, but not limited to, those identified or referenced in "Item 1A—Risk Factors" in Part II of this Form 10-Q/A and in our Annual Report on Form 10-K and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017. As a result, investors are urged not to place undue reliance on any forward-looking statements. Except to the limited extent required by applicable law, the Company does not undertake any obligation to update forward-looking statements to reflect events or circumstances occurring after the date of the filing of the Original Filing.

Explanatory Note

This Form 10-Q/A amends and restates the Company's unaudited consolidated financial statements and related disclosures in Part I, Item 1, "Financial Statements" for the three and nine month periods ended December 31, 2017 to reflect the correction of an error discussed in Note 2 to our unaudited consolidated financial statements. Accordingly, we have amended the following Management's Discussion and Analysis of Financial Condition and Results of Operations to the extent necessary to reflect the effects of these amendments and restatements.

Overview

We are a private wireless communications carrier focused on utilizing our spectrum assets to develop and offer next generation network and mobile communication solutions to critical infrastructure and enterprise customers. We are the largest holder of licensed spectrum in the Part 90 900 MHz band (i.e., 896-901 MHz paired with 935-940 MHz) throughout the contiguous United States, plus Hawaii, Alaska and Puerto Rico. On average, we hold approximately 60% of the channels in our portion of the 900 MHz band in the top 20 metropolitan market areas in the United States. We maintain offices in Woodland Park, New Jersey, Reston, Virginia, and San Diego, California. We also maintain a sales office in West Conshohocken, Pennsylvania.

As our first priority, we are pursuing regulatory initiatives at the Federal Communications Commission ("FCC") with the goal of modernizing and realigning the 900 MHz band to increase its usability and capacity, including for the future deployment of broadband and other advanced technologies and services. At the same time, we are exploring and developing network and mobile communication solutions, leveraging our spectrum to address the unmet needs of our targeted critical infrastructure and enterprise customers. For our first offering, we have deployed push-to-talk ("PTT") networks and offer our DispatchPlus™ two-way radio service in seven major metropolitan market areas, including Atlanta, Baltimore/Washington, Chicago, Dallas, Houston, New York and Philadelphia. DispatchPlus allows our enterprise customers to increase the productivity of their field-based workers and the efficiency of their dispatch and call center operations. We are pursuing opportunities to offer additional network and mobile communication solutions to critical infrastructure and enterprise customers with our existing spectrum and currently available non-broadband technologies and, if we are successful with our FCC efforts, through the deployment of broadband and other advanced wireless service offerings.

Our spectrum is our most valuable asset. Although we can use our spectrum for our existing DispatchPlus business and for other narrowband and wideband wireless services without the need to obtain any further FCC authorizations or rule modifications, many of the future business opportunities that we have identified require higher bandwidth than we possess given the current configuration of our spectrum. As a result, we are pursuing a number of initiatives to increase the usability, efficiency and capacity of our 900 MHz spectrum.

In November 2014, we and the Enterprise Wireless Alliance ("EWA") submitted a Joint Petition for Rulemaking to the FCC to propose the realignment of a portion of the 900 MHz band from narrowband to broadband. In response to the Joint Petition, the FCC issued a public notice requesting comments from interested parties and asked a number of questions about the proposal. A number of parties, including several incumbent licensees, filed comments with the FCC expressing their views, including both support and opposition. In May 2015, we and the EWA filed proposed rules with the FCC related to the Joint Petition. Comments on the proposed rules were filed in June 2015, and reply comments in July 2015.

On August 4, 2017, the FCC issued a Notice of Inquiry ("NOI") that we believe signifies the FCC's interest in conducting a serious and comprehensive evaluation of the current and future rules governing the 900 MHz band. In the NOI, the FCC announced that it had commenced a proceeding to examine whether it would be in the public interest to change the existing rules governing the 900 MHz band to enable increased access to spectrum, improved spectrum efficiency and expanded flexibility for a variety of potential uses and applications, including broadband and other advanced technologies and services. The FCC stated that the purpose of the NOI was to gather information from interested parties to assist the FCC in its decision-making process. The FCC requested interested parties, including us, to comment on a number of questions related to three potential options for the 900 MHz band: (i) retaining the current configuration of the 900 MHz band, but increasing operational flexibility, (ii) reconfiguring a portion or all of the 900 MHz band to support broadband and other advanced technologies and services or (iii) retaining the current 900 MHz band licensing and eligibility rules. Because the FCC is requesting information on multiple options for the 900 MHz band, the NOI effectively supersedes the Joint Petition and other pending proposals that involved the 900 MHz band. However, a broadband reconfiguration option included in the NOI is consistent with our Joint Petition proposal, and all information we previously provided to the FCC to support the realignment and modernization of the 900 MHz band remains relevant. The full text of the NOI is available on the FCC's public website at https://www.fcc.gov/document/900-mhz-notice-inquiry.

We and EWA filed a joint response to the FCC's NOI on October 2, 2017 and reply comments on November 1, 2017. We have responded to all outstanding requests for information from the FCC, and we are currently awaiting FCC action. Based on our discussions with the staff of the FCC, we believe that the proceeding is currently under active consideration by FCC. The FCC's next step could be a Notice of Proposed Rulemaking based on the NOI and the record developed in response to it, a request for additional information, a decision to close the proceeding without further action, or some other action, and the timing of any such next step also remains uncertain. The full text of the response and reply comments filed by us and EWA as well as the other filings submitted in the proceeding are available on the FCC's public website.

We continue to believe in the merits of our broadband approach, and that it would be in the public interest for the FCC to realign the 900 MHz band to enable broadband and other advanced technologies and services. Nevertheless, obtaining a favorable result from the FCC may take a significant amount of time and resources. Moreover, there is no assurance that following the conclusion of the NOI process, the FCC will ultimately propose and adopt rules that will allow us to utilize our spectrum to offer broadband and other advanced technologies and services.

To prepare for the filings we have submitted with the FCC and to build support for a 900 MHz broadband realignment, we have met, and intend to continue to meet, with a number of incumbent licensees, critical infrastructure businesses and other interested parties in the 900 MHz band. The goals with these discussions have been: (i) building consensus for the proposed reconfiguration of the 900 MHz band to support broadband and other advanced technologies and services; (ii) resolving any technology or other concerns raised by incumbent licensees; (iii) educating critical infrastructure businesses on how broadband capabilities could enhance their operations and initiatives (for example, supporting grid modernization requirements or monitoring and/or controlling their own system or network elements via machine-to-machine type services); (iv) gaining a better understanding of the size of the operational incumbent base and the nature of the systems they are currently operating; and (v) evaluating and proposing voluntary license relocation opportunities to certain incumbent licensees.

In Fiscal 2016, we began offering our commercial PTT service, which we market as DispatchPlus, in seven major metropolitan areas throughout the United States, including Atlanta, Baltimore/Washington, Chicago, Dallas, Houston, New York and Philadelphia. We developed DispatchPlus to address the needs of enterprises that value a tailored PTT solution addressing the management of their mobile workforce. These businesses typically operate within industry verticals such as construction, distribution, transportation, field services, waste management and hospitality. Given the nature of their operations, DispatchPlus offers these businesses several advantages over telephony and data-based services, including an easy-to-operate one-touch button, efficiency of communications and rugged equipment optimal for field use. The operation of our DispatchPlus business is separate from, and not contingent on, the initiatives we are pursuing at the FCC or our other spectrum-related activities.

Our revenues are derived substantially from our DispatchPlus and pdvConnect™ offerings. Our DispatchPlus service combines pdvConnect, our proprietary suite of mobile communication and workforce management applications, with advanced digital network architecture and mobile devices supplied by Motorola Solutions, Inc. and/or its subsidiaries ("Motorola"). Developed for dispatch-centric businesses, and historically offered to customers who utilize Tier 1 cellular networks, pdvConnect is an easy to use and efficient mobile communication and workforce management solution that enables businesses to locate and communicate with their field workers and improve the documentation of work events and job status. Also built with the commercial dispatch customer in mind, Motorola's digital network architecture allows us to provide highly reliable, instant and wide-area PTT communication services to our customers.

To date, sales of our DispatchPlus service have been slower to ramp-up than our initial expectations for a number of reasons, including, but not limited to, the performance of our indirect third-party sales representatives, longer initial sales cycles, and coverage gaps in certain markets due to delays in our deployment of planned sites. We continue to develop and implement targeted sales and marketing programs for our DispatchPlus service to drive increased customer acquisition and revenue growth.

We intend to continue to focus our efforts on the initial seven markets where we have commenced service until we prove out our DispatchPlus business model in those markets. We believe this approach will provide us with additional time and financial flexibility to refine our longer-term strategies, including those related to our FCC initiatives and related activities.

Summary of Significant Accounting Policies

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, our actual results could differ from those based on such estimates and assumptions. Further, to the extent that there are differences between our estimates and our actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. We believe that the accounting policies discussed below are critical to understanding our historical performance, as these policies relate to the more significant areas involving our judgments and estimates.

We believe that the areas described below are the most critical to aid in fully understanding and evaluating our reported financial results, as they require management's most significant judgments in the application of accounting policy or in making estimates and assumptions that are inherently uncertain and that may change in subsequent periods. Our significant accounting policies are set forth in Note 3 to our consolidated financial statements. Of those policies, we believe that the policies discussed below may involve a higher degree of judgment and may be more critical to an accurate reflection of our financial condition and results of operations.

Revenue Recognition. We recognize revenue in the period that persuasive evidence of an arrangement exists, delivery of the product has occurred or services have been rendered, we are able to determine the amount of revenue and when the collection of such amount is considered probable. In accordance with the guidance provided in Accounting Standards Codification ("ASC") Topic 605-45-45, (*Revenue Recognition – Principal Agent Considerations*), we have determined that we are the primary obligor with respect to the service revenue derived from sales of pdvConnect through our Tier I domestic carrier partners. As a result, revenue is recorded at the gross amount billed to end-user customers for sales through these carrier partners. We also sell service and applications directly to end-users, which are billed and collected directly by us.

In September 2014, Motorola paid us an upfront, fully-paid leasing fee of $7.5 million in order to lease a portion of our wireless spectrum licenses. The payment of the fee is accounted for as deferred revenue on our Consolidated Balance Sheets. We recognize leasing revenue in accordance with ASC Topic 840, (*Leases*). The fee is amortized using the straight-line method over the lease term of approximately ten years, which represents the time period in which the benefits of the leased property are expected to be depleted.

We evaluate certain transactions for our DispatchPlus service offering to determine whether they should be viewed as a Multiple Element Arrangement provided in ASC Topic 605-25. Judgment is required to properly identify the accounting units of the multiple deliverable transactions and to determine the manner in which revenue should be allocated among the units of accounting. Multiple deliverable arrangements are presumed to be bundled transactions, and the total consideration is measured and allocated to the separate transactions based on their relative selling price with certain limitations. The relative selling price for each deliverable is determined using vendor-specific objective evidence ("VSOE") of selling price or third-party evidence of such selling price if VSOE does not exist. If neither VSOE nor third party evidence of selling price exist, the Company uses its best estimate of the selling price for the deliverable. We determined that the rental of user devices in connection with service contracts for our DispatchPlus service are multiple deliverable arrangements.

Stock compensation. For purposes of calculating stock-based compensation, we estimate the fair value of stock options using a Black-Scholes option-pricing model. The determination of the fair value of option-based compensation utilizing the Black-Scholes model is affected by a number of assumptions, including expected volatility, expected life, risk-free interest rate and expected dividends. The expected term and volatility is based on the historical volatility of our common stock along with comparable public companies within our industry since we have a short history regarding these variables. The risk-free interest rate assumption is based on the U.S. Treasury yield curve in effect at the time of the grant for periods corresponding with the expected life of the options. The dividend yield assumption is zero since we have never paid and do not anticipate paying any cash dividends in the foreseeable future. In addition, we will continue to estimate the number of equity awards that are expected to vest based on historical forfeiture rates.

The fair value of restricted stock and performance stock units are measured based on the quoted closing market price for the stock at the date of grant. The compensation cost for restricted stock is recognized on a straight-line basis over the vesting period. The compensation cost for the performance stock units is recognized when the performance criteria are complete.

We have not attributed tax benefits to the share-based compensation expense because we maintain a full valuation allowance for all net deferred tax assets.

Property and equipment. Property and equipment is stated at cost. Depreciation is computed using the straight-line method over the shorter of the estimated useful lives of the assets or the applicable lease term. The carrying amount at the balance sheet date of long-lived assets under construction in process includes construction costs to date on capital projects that have not been completed, assets being constructed that are not ready to be placed in service, and assets that are not currently in service. On a periodic basis costs within construction in process are reviewed and a determination is made if the assets being developed will be put into use. If it is concluded that the asset will not be put into use, the costs will be expensed. If the asset will be put into use, the costs are transferred to property and equipment when substantially all of the activities necessary to prepare the assets for their intended use are completed. Depreciation commences upon completion.

Intangible Assets. Intangible assets are wireless licenses that will be used to provide us with the exclusive right to utilize designated radio frequency spectrum to provide wireless communication services. While licenses are issued for only a fixed time, generally ten years, such licenses are subject to renewal by the FCC. License renewals have occurred routinely and at nominal cost in the past. There are currently no legal, regulatory, contractual, competitive, economic or other factors that limit the useful life of our wireless licenses. As a result, we have determined that the wireless licenses should be treated as an indefinite-lived intangible asset. We will evaluate the useful life determination for our wireless licenses each year to determine whether events and circumstances continue to support our treatment as an indefinite useful life asset.

The licenses are tested for impairment on an aggregate basis, as we will be utilizing the wireless licenses on an integrated basis as a part of developing our nationwide network. Before employing detailed impairment testing, we first evaluate the likelihood of impairment by considering relevant qualitative factors that may have a significant bearing on fair value. If we determine that it is more likely than not that the wireless licenses are impaired, we will apply a quantitative analysis including detailed testing methodologies. Otherwise, we conclude that no impairment exists. In the event a quantitative analysis is required, we consider estimates of valuation methods to perform the test of the fair values of the wireless licenses using, among other things, market based and discounted cash flow approaches.

Long-Lived Asset Impairment. We evaluate long-lived assets for impairment, other than intangible assets with indefinite lives, whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Asset groups are determined at the lowest level for which identifiable cash flows are largely independent of cash flows of other groups of assets and liabilities. When the carrying amount of a long-lived asset group is not recoverable and exceeds its fair value, an impairment loss is recognized equal to the excess of the asset group’s carrying value over the estimated fair value.

Income taxes. We utilize the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities as well as from net operating loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date. A valuation allowance is established when it is estimated that it is more likely than not that the tax benefit of a deferred tax asset will not be realized.

Accounting for uncertainty in income taxes. We recognize the effect of tax positions only when they are more likely than not to be sustained. Our management has determined that we had no uncertain tax positions that would require financial statement recognition or disclosure. We are no longer subject to U.S. federal, state or local income tax examinations for periods prior to 2013.

JOBS Act. So long as we remain an emerging growth company, or EGC, under the JOBS Act we are eligible for exemptions from various reporting requirements applicable to other public companies that are not EGCs, including, but not limited to:

- Not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002;
- Reduced disclosure obligations regarding executive compensation in our periodic reports, proxy statements and registration statements; and
- Exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

As an EGC, we are also eligible to take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended, for complying with new or revised accounting standards. Thus, we could delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. Nevertheless, we have elected not to avail ourselves of this extended transition period and, as a result, we will adopt new or revised accounting standards no later than the relevant dates on which adoption of such standards is required for other public companies.

We will remain an emerging growth company until the earlier of (a) the last day of the fiscal year following January 26, 2020, (b) the last day of the fiscal year in which we have total annual gross revenue of at least $1.0 billion, (c) the date on which we are deemed to be a large accelerated filer, which means the market value of our common stock that is held by non-affiliates exceeds $700 million as of the end of the prior second fiscal quarter (currently September 30^{th}), or the date on which we have issued more than $1.0 billion in non-convertible debt during the prior three-year period.

Results of Operations

Comparison of the three and nine months ended December 31, 2017 (as restated) and 2016

The following table sets forth our results of operations for the three and nine months ended December 31, 2017 (as restated) and 2016. The period-to-period comparison of financial results is not necessarily indicative of the financial results we will achieve in future periods.

(dollars in thousands, except share data)	Three months ended December 31, 2017 (As restated) (Unaudited)	Three months ended December 31, 2016 (Unaudited)	Nine months ended December 31, 2017 (As restated) (Unaudited)	Nine months ended December 31, 2016 (Unaudited)
Operating revenues				
Service revenue	$ 1,232	$ 976	$ 3,500	$ 2,627
Spectrum lease revenue	182	182	547	547
Other revenue	187	177	532	349
Total operating revenues	1,601	1,335	$ 4,579	$ 3,523
Cost of revenue				
Sales and service	2,016	1,832	5,628	5,091
Gross loss	(415)	(497)	(1,049)	(1,568)
Operating expenses				
General and administrative	5,464	4,847	15,341	18,069
Sales and support	1,619	1,421	5,009	3,857
Product development	592	539	1,772	1,734
Total operating expenses	7,675	6,807	22,122	23,660
Loss from operations	(8,090)	(7,304)	(23,171)	(25,228)
Interest expense	(1)	(1)	(2)	(4)
Interest income	197	25	494	73
Other income (expense)	(9)	(8)	(29)	(13)
Loss before income taxes	(7,903)	(7,288)	(22,708)	(25,172)
Income tax expense	(7,804)	—	(6,498)	—
Net loss	$ (99)	$ (7,288)	$ (16,210)	$ (25,172)
Net loss per common share basic and diluted	$ (0.01)	$ (0.51)	$ (1.12)	$ (1.75)
Weighted-average common shares used to compute basic and diluted net loss per share	14,451,313	14,396,212	14,445,627	14,385,002

Operating revenues. Overall operating revenues increased by $0.3 million, or 20%, to $1.6 million for the three months ended December 31, 2017 from $1.3 million for the three months ended December 31, 2016. The increase in the three months is primarily attributable to a $0.3 million increase in service revenue in our DispatchPlus business resulting from an increase in the number of DispatchPlus subscribers. Other revenue, which primarily consists of equipment sales and rentals for the DispatchPlus business, remained flat at $0.2 million. Operating revenues increased $1.1 million, or 30%, to $4.6 million for the nine months ended December 31, 2017 from $3.5 million for the nine months ended December 31, 2016. The increase resulted from the growth in our DispatchPlus business. The $0.9 million increase in service revenue was due to the increase in DispatchPlus subscribers. Other revenue, which primarily consists of equipment sales and rentals for the DispatchPlus business, increased by approximately $0.2 million, or 53%, for the nine months ended December 31, 2017 compared to the nine months ended December 31, 2016.

Cost of revenue. Cost of revenue for the three months ended December 31, 2017 increased by approximately $0.2 million, or 10%, to $2.0 million from $1.8 million for the three months ended December 31, 2016. For the nine months ended December 31, 2017, cost of revenue increased by $0.5 million, or 11%, to $5.6 million from $5.1 million for the nine months ended December 31, 2016. The increase for the three month and nine month periods resulted primarily from the costs to maintain and operate our launched PTT networks for our DispatchPlus business.

Gross loss. Gross loss decreased by $0.1 million for the three months ended December 31, 2017 to ($0.4 million) from ($0.5 million) for the three months ended December 31, 2016. Gross loss decreased by $0.5 million for the nine months ended December 31, 2017 to ($1.1 million) from ($1.6 million) for the nine months ended December 31, 2016. The primary driver for the lower gross loss for the three and nine month periods were the increases in operating revenues, primarily from our DispatchPlus business.

General and administrative expenses. General and administrative expenses for the three months ended December 31, 2017 increased by $0.6 million, or 13%, to $5.4 million from $4.8 million for three months ended December 31, 2016. The increase in general and administrative expenses for the three months ended December 31, 2017 resulted primarily from $0.3 million in higher headcount costs and approximately $0.3 million for stock compensation. For the nine months ended December 31, 2017, general and administrative costs decreased by $2.7 million, or 15%, to $15.3 million from $18.0 million for the nine months ended December 31, 2016. The decrease related primarily to $5.4 million in costs incurred for the FirstNet bid opportunity for the nine months ended December 31, 2016. This decrease was partially offset by $0.7 million in higher headcount costs, $0.4 million for higher stock compensation, and $0.6 million in increased consulting costs for strategic initiatives.

Sales and support expenses. Sales and support expenses increased by $0.2 million, or 14%, to $1.6 million for three months ended December 31, 2017 from $1.4 million for the three months ended December 31, 2016. For the nine months ended December 31, 2017, sales and support expenses increased by $1.1 million, or 30%, to $5.0 million from $3.9 million for the nine months ended December 31, 2016. The increases in both periods resulted from increased headcount and related costs.

Product development expenses. Product development expenses remained relatively flat for the three months and nine months ended December 31, 2017 as compared to the three months and nine months ended December 31, 2016.

Interest expense. Interest expense incurred for the three and nine months ended December 31, 2017 and December 31, 2016 relates to our promissory note issued in October 2015 in connection with the acquisition of wireless licenses.

Interest income. The $0.2 million increase in interest income earned for the three months ended December 31, 2017 and the $0.4 million increase for the nine months ended December 31, 2017 resulted from higher returns on the amounts held in our money market funds.

Income tax expense. A non-cash income tax benefit of $7.8 million and $6.5 million for the three and nine months ended December 31, 2017 compared to none in the prior year. The tax benefit for both periods resulted from the passage of the Tax Cuts and Jobs Act ("TCJA") on December 22, 2017 that included a provision whereby the operating losses incurred in years ending after December 31, 2017 may be carried forward indefinitely. We treat the indefinite lived assets and the associated deferred tax liability as a source of future taxable income when assessing the potential to realize future tax deductions from indefinite carryforwards of net operating losses. The income tax benefit for the quarter reduced the valuation allowance.

Liquidity and Capital Resources

At December 31, 2017, we had cash and cash equivalents of $104.2 million.

Our accounts receivable is heavily concentrated in one Tier 1 domestic carrier partner. As of December 31, 2017, our accounts receivable balance was approximately $0.8 million, of which approximately $0.5 million, or approximately 64%, was due from the third-party Tier 1 domestic carrier partner.

Net cash used by operating activities. Net cash used in operating activities was $16.9 million for the nine months ended December 31, 2017, as compared to $20.6 million for the nine months ended December 31, 2016. The majority of net cash used by operating activities during the nine months ended December 31, 2017 resulted from the net loss of $16.2 million, which includes the costs incurred to support our DispatchPlus business, partially offset by the deferred tax benefit of $6.5 million and by a reduction in stock-based compensation of $4.0 million. The majority of net cash used by operating activities during the nine months ended December 31, 2016 resulted from the net loss of $25.2 million, which includes the costs incurred to support our DispatchPlus business, partially offset by a reduction in stock-based compensation of $3.6 million.

Net cash used by investing activities. Net cash used in investing activities was approximately $2.7 million for the nine months ended December 31, 2017, as compared to $2.2 million used for the nine months ended December 31, 2016. The net cash used during the nine months ended December 31, 2017 resulted from $1.9 million in wireless license acquisitions and $0.7 million for the continuing equipment purchases and construction costs related to the buildout of additional network sites for our DispatchPlus business. The net cash used during the nine months ended December 31, 2016 resulted from $0.5 million in wireless license acquisitions and $1.7 million for the continuing equipment purchases and construction costs related to the buildout of our network for our DispatchPlus business.

Net cash from financing activities. For the nine months ended December 31, 2017, there was $0.3 million in cash used by financing activities resulting from $0.5 million share based tax withholding payments offset by stock option exercises of $0.2 million. For the nine months ended December 31, 2016, there was no cash provided by financing activities.

We intend to continue to focus our efforts on the initial seven markets where we have deployed our DispatchPlus service until we prove out our DispatchPlus business model in those markets. We believe this approach will provide us with additional time and financial flexibility to refine our longer term strategies, including those related to our FCC initiatives and related activities.

Our future capital requirements will depend on many factors, including: the timing and amount of the revenues we generate from our DispatchPlus services and other network and mobile communication solutions we elect to offer; the development of new service offerings; the cost and success of our sales and marketing activities and initiatives; the timeline and results of our FCC initiatives and related activities; the expenses associated with our other spectrum initiatives; and our ability to control our operating expenses related to our DispatchPlus business and spectrum activities and initiatives. We believe our cash and cash equivalents on hand will be sufficient to meet our financial obligations through at least the next 12 months.

On November 3, 2016, we filed a shelf registration statement (the "Shelf Registration Statement") on Form S-3 with the SEC that was declared effective by the SEC on November 16, 2016, which permits us to offer up to $100 million of common stock, preferred stock, debt securities and warrants in one or more offerings and in any combination, including in units from time to time. Our Shelf Registration Statement is intended to provide us with additional flexibility to access capital markets for general corporate purposes, which may include working capital, capital expenditures, repayment of debt, other corporate expenses and acquisitions of complementary products, technologies or businesses.

On February 6, 2018, we entered into a Controlled Equity Offering℠ Sales Agreement and a Sales Agreement (collectively, the "Sales Agreements") with Cantor Fitzgerald & Co. and B. Riley FBR, Inc., respectively (collectively, the "Agents"), and registered the sale of up to an aggregate of $40,000,000 in shares of our Common Stock in at-the-market sales transactions pursuant to the Sales Agreements under the Shelf Registration Statement.

We cannot predict with certainty when, if ever, we will require additional capital to further fund our current or future business plans and initiatives. Presently, we intend to cover our future operating expenses through cash on hand and from revenue derived primarily from our planned sales of our DispatchPlus and pdvConnect services and product offerings. We may experience greater than expected cash usage to support our operating activities and business plan and/or our revenues may be lower than, or take more time to develop, than we anticipate. See "Risk Factors" in our Annual Report on Form 10-K for the year ended March 31, 2017, filed with the SEC on June 6, 2017 and in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017 filed with the SEC on August 8, 2017 for risks and uncertainties that could cause our operating costs to be more than we currently anticipate and/or our revenue and operating results to be lower than we currently anticipate. As a result, we cannot provide assurance that we will not require additional funding in the future. In addition, we may elect to acquire businesses, technologies or spectrum or license technologies from third parties for or in connection with our spectrum initiatives. We also intend to pursue the development and offering of additional next generation network and mobile communications solutions. As a result, we may decide to raise additional capital through debt or equity financing, including pursuant to our Shelf Registration Statement, to the extent we believe this is necessary to successfully complete these acquisitions or license these technologies or pursue spectrum or other business opportunities. However, we cannot be sure that additional financing will be available if and when needed, or that, if available, we can obtain financing on terms favorable to us and our stockholders. Any failure to obtain financing when required would have a material adverse effect on our business, operating results, financial condition and liquidity.

Off-balance sheet arrangements

As of December 31, 2017 and March 31, 2017, we did not have and do not have any relationships with unconsolidated entities or financial partnerships that were established for the purpose of facilitating off-balance sheet arrangements, as defined in the rules and regulations of the SEC.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our financial instruments consist of cash, cash equivalents, trade accounts receivable and accounts payable. We consider investments in highly liquid instruments purchased with original maturities of 90 days or less to be cash equivalents. Our primary exposure to market risk is interest income sensitivity, which is affected by changes in the general level of U.S. interest rates. However, because of the short-term nature of the highly liquid instruments in our portfolio, a 10% change in market interest rates would not be expected to have a material impact on our financial condition and/or results of operations.

Our operations are based in the United States and, accordingly, all of our transactions are denominated in U.S. dollars. We are currently not exposed to market risk from changes in foreign currency.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of December 31, 2017 at the time we filed our Original Report with the SEC on February 6, 2018. At that time, our management, including our Chief Executive Officer and our Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of December 31, 2017.

Subsequent to the evaluation made in connection with the Original Filing, our management, including our Chief Executive Officer and Chief Financial Officer re-evaluated the effectiveness of the design and operation of our disclosure controls and procedures in connection with the restatement described in Note 2 to the financial statements. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2017 because of a material weakness in our internal control over financial reporting which existed at that date and is discussed below.

A material weakness is defined as a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

Changes in Internal Control over Financial Reporting

Subsequent to filing the Original Filing, an error was discovered related to our interpretation and application of the effective date of changes in the accounting treatment of our net operating losses instituted by the Tax Cuts and Jobs Act of 2017, which was signed into law on December 22, 2017 (the “TCJA”). This error, which was not detected timely by management, was the result of an inadequate design of controls pertaining to the Company’s review and analysis of changing tax legislation. The deficiency represents a material weakness in the Company’s internal control over financial reporting.

Management has taken steps and is actively engaged in taking additional steps to remediate the material weakness identified above. The remediation plan includes (i) the implementation of new controls designed to evaluate the appropriateness of income tax policies and procedures, (ii) additional training focused on new tax legislation and (iii) reviewing and evaluating tax guidelines published by the major accounting firms.

Management believes the measures described above and others that may be implemented will remediate the material weakness identified. As management continues to evaluate and improve the Company’s internal control over financial reporting, it may decide to take additional measures to address control deficiencies or determine to modify, or in appropriate circumstances not to complete, certain of the remediation measures identified.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and our Chief Financial Officer, do not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not involved in any material legal proceedings.

Item 1A. Risk Factors.

In evaluating us and our common stock, we urge you to carefully consider the risks and other information in this Form 10-Q/A as well as the risk factors disclosed in our Annual Report on Form 10-K for the year ended March 31, 2017, filed with the Securities and Exchange Commission (the "SEC") on June 6, 2017 (the "Form 10-K") and in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017, filed with the SEC on August 8, 2017 (the "First Quarter Form 10-Q"). There have been no material changes from the risk factors as previously disclosed in our Annual Report on Form 10-K and in our First Quarter Form 10-Q. Any of the risks discussed in this Form 10-Q/A, in our Annual Report on Form 10-K and in our First Quarter Form 10-Q, as well as additional risks and uncertainties not currently known to us or that we currently deem immaterial, could materially and adversely affect our results of operations or financial condition.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Use of Proceeds

On May 18, 2015, we completed a public offering of our common stock in which we raised net proceeds of approximately $64.8 million. We registered the shares of common stock issued in the offering on a Registration Statement on Form S-1 (File No. 333-203681), which the SEC declared effective on May 12, 2015. Through December 31, 2017, we have used approximately $18.4 million of the net proceeds from this offering. We did not complete any transaction in which we paid any of these proceeds, directly or indirectly, to our directors or officers, to any person owning 10% or more of any class of our equity securities, to any associate of any of the foregoing, or to any of our affiliates. There has been no material change in the expected uses of the net proceeds from the offering as described in our Registration Statement.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information.

On February 6, 2018, we entered into a Controlled Equity Offering℠ Sales Agreement and a Sales Agreement (collectively, the "Sales Agreements") with Cantor Fitzgerald & Co. and B. Riley FBR, Inc., respectively (collectively, the "Agents"), pursuant to which we may offer and sell, from time to time through the Agents, shares of our common stock in at-the-market sales transactions having an aggregate offering price of up to $40,000,000 (the "Shares"). Any Shares offered and sold will be issued pursuant to our Shelf Registration Statement on Form S-3 (Registration No. 333-214417) and the related prospectus previously declared effective by the Securities and Exchange Commission (the "SEC") on November 16, 2016, as supplemented by a prospectus supplement, dated February 6, 2018.

Under the Sales Agreements, the Agents may each sell Shares by any method permitted by law and deemed to be an "at-the-market offering" as defined in Rule 415(a)(4) promulgated under the Securities Act, including sales made directly on the Nasdaq Stock Market or on any other existing trading market for our common stock in negotiated transactions at market prices prevailing at the time of sale or at prices related to such prevailing market prices and/or any other method permitted by law.

We are not obligated to make any sales of Shares under either of the Sales Agreements, and if we elect to make any sales, we can set a minimum sales price for the Shares. The offering of Shares pursuant to the Sales Agreements will terminate upon the sale of an aggregate of $40,000,000 of Shares pursuant to the Sales Agreements. In addition, each of the Sales Agreements may be individually terminated by the applicable Agent or the Company, as permitted therein.

We will pay the Agents a commission rate of up to 2.0% of the aggregate gross proceeds from each sale of Shares and have agreed to provide the Agents with customary indemnification and contribution rights. We will also reimburse the Agents for certain specified expenses in connection with entering into the Sales Agreements.

We intend to use discretion in initiating sales, if any, under the Sales Agreements and believe that it is in the best interests of our stockholders to have the flexibility to raise additional capital under favorable market conditions to support our efforts to build long-term stockholder value. There are a number of potential benefits to raising funds through the Sales Agreements, including minimizing dilution by avoiding share price discounts, greater banking fees and the potential for share price degradation that can result from raising capital through private or public offerings.

We intend to use the net proceeds from the sale of Shares under the Sales Agreements for general corporate purposes, which may include, among other purposes, working capital, pursuing our regulatory initiatives at the Federal Communications Commission ("FCC"), exploring and developing network and mobile communication solutions, capital expenditures, other corporate expenses, and acquisitions of assets, licenses, products, technologies or businesses.

The foregoing description of the Sales Agreements is not complete and is qualified in its entirety by reference to the full text of such agreements, copies of which are filed as Exhibit 10.1 and Exhibit 10.2, respectively, our Original Filing and are incorporated herein by reference. The opinion of our counsel regarding the validity of the Shares that will be issued pursuant to the Sales Agreements is also filed as Exhibit 5.1 to our Original Filing.

This Quarterly Report on Form 10-Q/A shall not constitute an offer to sell or the solicitation of an offer to buy the Shares, nor shall there be any offer, solicitation, or sale of the Shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Item 6. Exhibits.

Exhibit No.	Description of Exhibit
3.1(1)	Amended and Restated Certificate of Incorporation of pdvWireless, Inc. (the "Company").
3.2(2)	Certificate of Amendment No. 1 to Amended and Restated Certificate of Incorporation of the Company.
3.3(3)	Amended and Restated Bylaws of the Company.
4.1(1)	Form of Common Stock Certificate of the Company.
4.2(1)	Registration Rights Agreement, dated June 10, 2014, by and among the Company, certain of the Company's executive officers named therein, and FBR Capital Markets & Co., on behalf of the investors participating in the June 2014 private placement.
4.3(1)	Amended and Restated Investor Rights Agreement, dated October 2010, by and among the Company and investors named therein.
4.4(1)	Amendment and Waiver of Rights under Amended and Restated Investor Rights Agreement, approved May 30, 2014, by and among the Company and the investors named therein.
5.1+	Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP
10.1+	Controlled Equity OfferingSM Sales Agreement, dated February 6, 2018, by and between the Company and Cantor Fitzgerald & Co.
10.2+	Sales Agreement, dated February 6, 2018, by and between the Company and B. Riley FBR, Inc.
23.1+	Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (included in Exhibit 5.1)
31.1#	Certification of Principal Executive Officer pursuant to Rules 13a-14 and 15d-14 promulgated pursuant to the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2#	Certification of Principal Financial Officer pursuant to Rules 13a-14 and 15d-14 promulgated pursuant to the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1#*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2#*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS#	XBRL Instance Document
101.SCH#	XBRL Taxonomy Extension Schema Document
101.CAL#	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF#	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB#	XBRL Taxonomy Extension Label Linkbase Document
101.PRE#	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-201156), filed with the SEC on December 19, 2014.

(2) Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K (File No. 001-36827), filed with the SEC on November 5, 2015.

(3) Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K (File No. 001-36827), filed with the SEC on June 27, 2017.

\# Filed herewith.

\+ Filed with the original filing of the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2018 (File No. 001-36827), filed with the SEC on February 6, 2018.

* The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Quarterly Report on Form 10-Q/A and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the Registrant specifically incorporates it by reference.

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: August 9, 2018

/s/ Morgan E. O'Brien
Morgan E. O'Brien
Chief Executive Officer
(Principal Executive Officer)

/s/ Timothy A. Gray
Timothy A. Gray
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Morgan E. O'Brien, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of pdvWireless, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2018

By: /s/ Morgan E. O'Brien
Morgan E. O'Brien

Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Timothy A. Gray, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of pdvWireless, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   a) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2018

By: /s/ Timothy A. Gray
Timothy A. Gray

Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of pdvWireless, Inc. (the "Company") on Form 10-Q/A for the period ended December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Morgan E. O'Brien, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9, 2018

By: /s/ Morgan E. O'Brien
Morgan E. O'Brien

Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to pdvWireless, Inc. and will be retained by pdvWireless, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification that accompanies the Report to which it relates, is not deemed filed with the Securities and Exchange Commission, and is not to be incorporated by reference into any filing of pdvWireless, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Report), irrespective of any general incorporation language contained in such filing.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of pdvWireless, Inc. (the "Company") on Form 10-Q/A for the period ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Timothy A. Gray, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9, 2018

By: /s/ Timothy A. Gray
Timothy A. Gray

Chief Financial Officer
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to pdvWireless, Inc. and will be retained by pdvWireless, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification that accompanies the Report to which it relates, is not deemed filed with the Securities and Exchange Commission, and is not to be incorporated by reference into any filing of pdvWireless, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Report), irrespective of any general incorporation language contained in such filing.