

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **December 14, 2016**

pdvWireless, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36827
(Commission File Number)

33-0745043
(IRS Employer
Identification No.)

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

07424
(Zip Code)

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(a)

On December 14, 2016, Andrew Daskalakis retired from the Board of Directors (the “Board”) of pdvWireless, Inc. (the “Company”), and from his service as Chair of the Board’s Nominating and Corporate Governance Committee and as a member of the Board’s Compensation Committee. His retirement is not the result of any disagreement with the Company on any matter related to its operations, policies or practices.

(d)

On December 14, 2016, the Board, based on the recommendation of the Nominating and Corporate Governance Committee, authorized and approved the appointment of Paul Saleh as a member of the Board, effective immediately. The Board also appointed Mr. Saleh to serve as a member of the Audit Committee and as a member of the Nominating and Corporate Governance Committee. The Company issued a press release announcing the appointment of Mr. Saleh and the retirement of Mr. Daskalakis. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference in this Item 5.02.

In addition, the Board appointed T. Clark Akers to the Compensation Committee and John Sites to the Nominating and Corporate Governance Committee. Following such appointments, a majority of the Board continues to be comprised of “independent directors” as defined by the Nasdaq Stock Market and the Securities and Exchange Commission. Additionally, each of the three standing committees of the Board (the Audit, Compensation and Nominating and Corporate Governance Committees), continue to be comprised of at least three “independent directors” and satisfy the other qualification requirements to serve on such committees.

The Company’s non-employee director compensation program for fiscal 2017 provides for an annual cash retainer of \$50,000 for service on the Board. The annual cash retainer is payable in four equal installments on a quarterly basis, and on a pro-rata basis for service during any portion of a quarter. Additionally, the Company’s non-employee directors receive an annual grant of restricted stock with a grant date fair market value equal to approximately \$65,000. Under this program, Mr. Saleh (i) received an initial grant of restricted stock in the amount of 2,709 shares of the Company’s common stock based on the Company’s closing stock price on the Nasdaq Stock Market on December 14, 2016 (the “Restricted Stock Award”) and (ii) received a pro rata portion of his quarterly Board cash retainer for the quarter ended December 31, 2016. The Restricted Stock Award will vest on the earlier of December 14, 2017 or the 2017 annual meeting of stockholders, subject to accelerated vesting in the event of a change of control. The Restricted Stock Award is subject to the terms and conditions of the Company’s 2014 Stock Plan and a Restricted Stock Award Agreement in the form previously approved by the Board for issuance to the Company’s non-employee directors. The Company’s form of Non-Employee Restricted Award Agreement was filed with the Securities and Exchange Commission on February 16, 2016 as Exhibit 10.3 to the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2015 and is incorporated herein by reference.

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

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

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release Issued by the Company on December 14, 2016 announcing the appointment of Paul Saleh to the Board of Directors and the retirement of Andrew Daskalakis from the Board of Directors.
10.1	Form of Non-Employee Restricted Award Agreement (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2015 filed with the Securities and Exchange Commission on February 16, 2016).
10.2	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 19, 2014).

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: December 14, 2016

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

Exhibit Index

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pdvWireless Announces Appointment of Paul Saleh to Board of Directors Andy Daskalakis to Retire from Board

WOODLAND PARK, NJ – December 14, 2016 – pdvWireless, Inc., (NASDAQ: PDVW) (the “Company” or “pdvWireless”), a private wireless communications carrier and provider of mobile workforce management solutions, today announced the appointment of Paul Saleh, Executive Vice President and Chief Financial Officer of Computer Sciences Corporation (“CSC”), to its Board of Directors. The Company also announced the retirement of Andy Daskalakis from the Board after more than 12 years of service. Mr. Saleh’s appointment and Mr. Daskalakis’ retirement will become effective December 14, 2016. Mr. Saleh will serve as Chair of the Audit Committee and as a member of the Nominating and Corporate Governance Committee.

Mr. Saleh is a seasoned executive who joins the Board with more than 30 years of experience in corporate finance. He has a proven track record of growing corporate revenue and successfully transforming global businesses in the communications and technology industries.

“We are excited to welcome Paul to the pdvWireless Board,” said Brian McAuley, Chairman of pdvWireless. “He is a veteran of the wireless communications and technology industries, and he brings tremendous knowledge and expertise to the Board. We value his counsel and look forward to benefiting from his experience and independent judgment as we continue to execute our strategic plan.”

“On behalf of the entire Board, I would like to offer my sincere appreciation to Andy for his exceptional service to pdvWireless,” continued Mr. McAuley. “Over the past 12 years, he has provided the company with valuable guidance and insight in the wireless communications industry and dispatch radio business. We are grateful for his dedication and commitment, and we wish him all the best in his retirement.”

About Paul Saleh

Mr. Saleh currently serves as Executive Vice President and Chief Financial Officer of Computer Sciences Corporation (NYSE: CSC), a role he has held since May 2012. He previously served as Chief Financial Officer for Gannett Co., as well as leading brands Sprint Nextel and Walt Disney International. Upon leaving Sprint Nextel in 2008, Mr. Saleh founded Menza Partners, an operational and financial advisory group focusing on media, telecommunications and technology industries, where he served as Managing Partner. Before joining Walt Disney, he was with Honeywell Inc. for 12 years, where he was Vice President and Treasurer from 1994 to 1997, and has held other various leadership positions in finance, treasury, investor relations, strategic planning and operations.

Mr. Saleh was recognized in June 2005 by Treasury & Risk Management as one of the 100 Most Influential People in Finance, and Institutional Investor Magazine named him as the best Chief Financial Officer in the telecom services and wireless sector in 2004 and 2005.

Mr. Saleh holds a Master of Business Administration with distinction in Finance; a Master of Science in Computer, Information & Control Engineering; and a Bachelor of Science in Electrical Engineering, all from the University of Michigan. He resides with his family in the Washington D.C., metropolitan area.

About pdvWireless

pdvWireless, Inc. is a private wireless communications carrier and provider of mobile workforce management solutions that increase the productivity of field-based workers and the efficiency of their dispatch and call center operations. pdvWireless has commenced launching private push-to-talk networks in seven major markets throughout the United States. Its patented and industry-validated SaaS technology improves team communication and field documentation across a wide array of industries, including transportation, distribution, construction, hospitality, waste management and field service. pdvWireless' Chairman, Brian McAuley and Vice Chairman, Morgan O'Brien, were the co-founders of Nextel Communications and have over 60 years of combined experience in two-way radio operations and FCC regulatory matters. pdvWireless is headquartered in Woodland Park, New Jersey.

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