

SKYTERRA COMMUNICATIONS INC
 Form 3
 October 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â COLUMBIA CAPITAL III LLC		(Month/Day/Year)	SKYTERRA COMMUNICATIONS INC [SKYT.OB]	
(Last)	(First)	09/25/2006		
201 NORTH UNION STREET, SUITE 300			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ALEXANDRIA,Â VAÂ 22314			<input type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)		<input checked="" type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
	(Zip)		<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$.01 par value per share	5,552,665	I	See Footnote <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLUMBIA CAPITAL III LLC 201 NORTH UNION STREET, SUITE 300 ALEXANDRIA, VA 22314	^	^ X	^	^
COLUMBIA CAPITAL EQUITY PARTNERS III QP LP 201 NORTH UNION STREET, SUITE 300 ALEXANDRIA, VA 22314	^	^ X	^	^
COLUMBIA CAPITAL EQUITY PARTNERS III CAYMAN LP 201 NORTH UNION STREET, SUITE 300 ALEXANDRIA, VA 22314	^	^	^	(1) (2)
COLUMBIA CAPITAL EQUITY PARTNERS III AI LP 201 NORTH UNION STREET, SUITE 300 ALEXANDRIA, VA 22314	^	^	^	(1) (2)
Columbia Capital Investors III, L.L.C. 201 NORTH UNION STREET, SUITE 300 ALEXANDRIA, VA 22314	^	^	^	(1) (2)
Columbia Capital Employee Investors III, L.L.C. 201 NORTH UNION STREET, SUITE 300 ALEXANDRIA, VA 22314	^	^	^	(1) (2)
COLUMBIA CAPITAL EQUITY PARTNERS III LP 201 NORTH UNION STREET, SUITE 300 ALEXANDRIA, VA 22314	^	^ X	^	^

Signatures

/s/ Donald A. Doering, as CFO of Columbia Capital III, LLC

10/04/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These shares are directly held by the following entities: Columbia Capital Equity Partners III (QP), L.P., a Delaware limited partnership (?CCIII (QP)?); Columbia Capital Equity Partners III (Cayman), L.P., a Cayman Islands exempted limited partnership (?Cayman III?);

- (1) Columbia Capital Equity Partners III (AI), L.P., a Delaware limited partnership (?CCIII (AI)?); Columbia Capital Investors III, LLC, a Delaware limited liability company (?Investors III?); and Columbia Capital Employee Investors III, LLC, a Delaware limited liability company (?Employee Investors?).
- (2) The general partner of CCIII (QP) and CCIII (AI) is Columbia Capital Equity Partners III, L.P., a Delaware limited partnership (?CCIII L.P.?). The general partner of Cayman III is Columbia Capital Equity Partners (Cayman) III, Ltd. CCIII LP is the sole stockholder of Columbia Capital Equity Partners (Cayman) III, Ltd. CCIII LP is also the managing member of Investors III and Employee Investors. The

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general partner of CCIH LP is Columbia Capital III, LLC, a Delaware limited liability company (?Capital LLC?). CCIH LP and Capital LLC are indirect beneficial owners of the reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.