

Iridium Communications Inc.
Form 4
March 03, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
FITZPATRICK THOMAS

2. Issuer Name and Ticker or Trading Symbol
Iridium Communications Inc.
[IRDM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

C/O IRIDIUM COMMUNICATIONS INC., 1750 TYSONS BOULEVARD, SUITE 1400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MCLEAN, VA 22102

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/01/2016 | | F ⁽¹⁾ | | 3,692 | D | \$ 7.01 |
| Common Stock | 03/01/2016 | | A | | 40,260 ⁽²⁾ | A | \$ 0 |
| Common Stock | 03/01/2016 | | F ⁽³⁾ | | 6,081 | D | \$ 7.01 |
| Common Stock | 03/01/2016 | | A | | 15,691 ⁽⁴⁾ | A | \$ 0 |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FITZPATRICK THOMAS C/O IRIDIUM COMMUNICATIONS INC. 1750 TYSONS BOULEVARD, SUITE 1400 MCLEAN, VA 22102 | X | | Chief Financial Officer | |

Signatures

/s/Brian Leaf, Attorney-in-Fact 03/03/2016

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The transaction reported represents the withholding of shares by the issuer to satisfy the reporting person's tax withholding obligations in connection with the non-reportable vesting and settlement of restricted stock units.
These shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer. Of the shares underlying this restricted stock award, one-half vested on March 1, 2016 and the remainder will vest on March 1, 2017, subject to the reporting person's continuous service with the issuer as of the vesting date.
- (3) The transaction reported represents the withholding of shares by the issuer to satisfy the reporting person's tax withholding obligations in connection with the vesting and settlement of the restricted stock unit award reported in footnote (2) herein.

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- (4) These shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer. Of the shares underlying this restricted stock unit award, 25% shall vest on March 1, 2017 and the remainder shall vest in equal quarterly installments thereafter on each June 1, September 1, December 1 and March 1, so that all shares of common stock shall be vested as of March 1, 2020, subject to the reporting person's continuous service with the issuer as of each such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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