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SKYTERRA COMMUNICATIONS INC

Form 8-K

August 17, 2004

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): August 17, 2004  
(August 17, 2004)

SkyTerra Communications, Inc.  
(Exact Name of Registrant as Specified in Charter)

|  |                                    |  |
|--|------------------------------------|--|
| Delaware<br>(State or Other<br>Jurisdiction of<br>Incorporation) | 000-13865<br>(Commission File No.) | 23-2368845<br>(IRS Employer Identification<br>No.) |
|--|------------------------------------|--|

19 West 44th Street, Suite 507, New York, New York 10036  
(Address of Principal Executive Offices, including Zip Code)

(212) 730-7540 (Registrant's telephone number,  
including area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

| Number | Description  |
|--------|--|
| -----  | -----  |
| 99.1   | Press release issued by SkyTerra Communications, Inc.<br>on August 17, 2004. |

ITEM 12. Results of Operations and Financial Condition

On August 17, 2004, SkyTerra Communications, Inc. (the "Company") issued a press release announcing earnings results for the quarter ended June 30, 2004. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this report on Form 8-K.

The information in the report, including the exhibit hereto, shall not be

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deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 of the Exchange Act, except as expressly set forth by specific reference in such a filing.

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 hereto duly authorized.

SKYTERRA COMMUNICATIONS, INC.  
(Registrant)

DATE: August 17, 2004

By: /s/ Robert C. Lewis

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Name: Robert C. Lewis  
Title: Senior Vice President  
and General Counsel