

Pendrell Corp  
Form 8-K  
March 21, 2014

**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): March 17, 2014**

**PENDRELL CORPORATION**  
**(Exact Name of Registrant as Specified in its Charter)**

**Washington**  
**(State or other jurisdiction**  
**of incorporation)**

**001-33008**  
**(Commission**  
**File Number)**  
**2300 Carillon Point**

**98-0221142**  
**(IRS Employer**  
**Identification #)**

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**Kirkland, Washington 98033**

**(Address of Principal Executive Offices) (Zip Code)**

**(425) 278-7100**

**(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)
- .. 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On March 17, 2014, Richard P. Fox, a member of the Board of Directors of Pendrell Corporation (the Company), informed the Company that he will not stand for re-election at the Company's 2014 Annual Meeting of Shareholders (the Annual Meeting). Mr. Fox has served as a director of the Company since 2010. There is no disagreement with the Company that led to his decision not to stand for re-election. Mr. Fox is expected to remain on the Board and continue to serve as chair of the Audit Committee and a member of the Compensation Committee until the expiration of his term at the Annual Meeting.

**SIGNATURE**

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.

**PENDRELL CORPORATION**

By: /s/ Robert S. Jaffe  
Robert S. Jaffe  
Vice President, General Counsel and  
Corporate Secretary

Dated: March 21, 2014