

Smith S. Scott
Form 4
March 05, 2019

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 *
Smith S. Scott

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)
03/01/2019

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2019		F(1)	2,942 D \$ 23.15	213,525	D	
Common Stock	03/01/2019		F(2)	3,518 D \$ 23.15	210,007	D	
Common Stock	03/01/2019		A	24,158 (3) A \$ 0	234,165	D	
Common Stock	03/01/2019		F(4)	5,368 D \$ 23.15	228,797	D	

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Common Stock	03/04/2019	A	11,967 (5)	A	\$ 0	240,764	D
Common Stock	03/04/2019	F(6)	5,319	D	\$ 22.9	235,445	D
Common Stock	03/04/2019	M(7)	2,500	A	\$ 8.31	237,945	D
Common Stock	03/04/2019	S(7)	2,500	D	\$ 22.86 (8)	235,445	D

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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.31	03/04/2019		M(7)	2,500	(9) 02/21/2021	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Smith S. Scott
C/O IRIDIUM COMMUNICATIONS INC.
1750 TYSONS BOULEVARD, SUITE 1400
MCLEAN, VA 22102

X

Signatures

/s/Brian Leaf,
Attorney-in-Fact

03/05/2019

__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.

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 a restricted stock unit award that previously vested with respect to one-half of the shares underlying the award on March 1, 2018. The amount being reported herein represents amounts withheld to satisfy tax withholding obligations in connection with the vesting and settlement of the remaining one-half on March 1, 2019.
- (2) 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, 2019 and the remainder will vest on March 1, 2020, 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 (3) herein.

Represents the vested portion of a performance-based restricted stock unit award based on the issuer's satisfaction of certain performance criteria. In light of the performance-based vesting conditions of the award, such award was not reportable under Section 16 until vesting was determined, which occurred on March 4, 2019.
- (4) 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 (5) herein.
- (5) These exercises and sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 8, 2018.

The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$22.61 to \$23.25, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) Immediately exercisable.
- (8) Immediately exercisable.
- (9) Immediately exercisable.

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.