

Pendrell Corp  
Form 8-K  
June 19, 2013

**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): June 14, 2013**

**Pendrell Corporation**

(Exact name of registrant as specified in its charter)

**WASHINGTON**  
(State or other jurisdiction

of incorporation)

**001-33008**  
(Commission

File Number)

**98-0221142**  
(I.R.S. Employer

Identification No.)

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**2300 Carillon Point**

**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 5.07 Submission of Matters to a Vote of Security Holders.**

Pendrell Corporation(the Company ) held its annual meeting of shareholders on June 14, 2013. At the meeting, the shareholders of the Company(i) elected the persons listed below to serve as directors of the Company, (ii) approved an advisory (non-binding) resolution on executive compensation, and (iii) ratified the appointment of Deloitte &Touche LLP to serve as the Company s independent auditor for the fiscal year ending December 31, 2013. Set forth below are the voting results for each of these proposals:

Proposal 1 Election of Directors.

| <b>Director Nominee</b> | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------------|-----------------------|-------------------------|
| Richard P. Emerson      | 585,542,818      | 1,919,747             | 21,959,716              |
| Richard P. Fox          | 576,518,088      | 10,944,477            | 21,959,716              |
| Nicolas Kauser          | 585,742,403      | 1,720,162             | 21,959,716              |
| Craig O. McCaw          | 583,000,117      | 4,462,448             | 21,959,716              |
| R. Gerard Salemme       | 583,002,117      | 4,460,448             | 21,959,716              |
| Stuart M. Sloan         | 576,518,138      | 10,944,427            | 21,959,716              |
| H. Brian Thompson       | 575,884,110      | 11,578,455            | 21,959,716              |
| Benjamin G. Wolff       | 585,509,451      | 1,953,114             | 21,959,716              |

Proposal 2 Approval of an advisory (non-binding) resolution on executive compensation.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|------------------------|-------------------------|
| 560,551,717      | 21,978,339           | 4,932,509              | 21,959,716              |

Proposal 3 Ratification of the selection of the independent registered public accounting firm of Deloitte &Touche LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2013.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> |
|------------------|----------------------|------------------------|
| 608,911,598      | 495,420              | 15,263                 |

**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: June 18, 2013