

Pendrell Corp
Form SC 13G/A
February 17, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

PENDRELL CORPORATION
(Name of Issuer)

Class A Common Stock
(Title of Class Securities)

70686R104
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS.
 Indaba Capital Management, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization
 Delaware

	5	Sole Voting Power
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	Shared Voting Power
		4,673,603
	7	Sole Dispositive Power
		0
	8	Shared Dispositive Power
		4,673,603

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 4,673,603

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

2.19%(1)

12 Type of Reporting Person (See Instructions)

IA

(1) Calculation of the foregoing percentage is based on 213,162,495 shares of Class A common stock of Pendrell Corporation (the "Issuer") outstanding as of October 24, 2014 based on information provided by the Issuer.

1 NAME OF REPORTING PERSONS.
 Indaba Partners, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization
 Delaware

	5	Sole Voting Power
		0
NUMBER OF SHARES	6	Shared Voting Power
BENEFICIALLY		
OWNED BY EACH REPORTING		4,673,603
PERSON WITH		
	7	Sole Dispositive Power
		0
	8	Shared Dispositive Power
		4,673,603

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 4,673,603

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

2.19%(1)

12 Type of Reporting Person (See Instructions)

OO

(1) Calculation of the foregoing percentage is based on 213,162,495 shares of Class A common stock of the Issuer outstanding as of October 24, 2014 based on information provided by the Issuer.

1 NAME OF REPORTING PERSONS.
 IC GP, LLC

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization
 Delaware

5 Sole Voting Power
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 Shared Voting Power
 4,673,603

7 Sole Dispositive Power
 0

8 Shared Dispositive Power
 4,673,603

9 Aggregate Amount Beneficially Owned by Each Reporting Person

4,673,603

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

2.19%(1)

12 Type of Reporting Person (See Instructions)

OO

(1)Calculation of the foregoing percentage is based on 213,162,495 shares of Class A common stock of the Issuer outstanding as of October 24, 2014 based on information provided by the Issuer.

NAME OF REPORTING PERSONS.

1

Indaba Capital Fund, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Check the Appropriate Box if a Member of a Group (See Instructions)

2

(a)

(b)

SEC Use Only

3

Citizenship or Place of Organization

4

Cayman Islands

5

Sole Voting Power

0

6

Shared Voting Power

4,673,603

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH

7

Sole Dispositive Power

0

8

Shared Dispositive Power

4,673,603

9

Aggregate Amount Beneficially Owned by Each Reporting Person

4,673,603

10

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11

Percent of Class Represented by Amount in Row (9)

2.19%(1)

12

Type of Reporting Person (See Instructions)

PN

(1) Calculation of the foregoing percentage is based on 213,162,495 shares of Class A common stock of the Issuer outstanding as of October 24, 2014 based on information provided by the Issuer.

1 NAME OF REPORTING PERSONS.
 Derek C. Schrier

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization
 United States

	5	Sole Voting Power
		0
NUMBER OF SHARES	6	Shared Voting Power
BENEFICIALLY		
OWNED BY EACH REPORTING		4,673,603
PERSON WITH		
	7	Sole Dispositive Power
		0
	8	Shared Dispositive Power
		4,673,603

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 4,673,603

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

2.19%(1)

12 Type of Reporting Person (See Instructions)

IN

(1) Calculation of the foregoing percentage is based on 213,162,495 shares of Class A common stock of the Issuer outstanding as of October 24, 2014 based on information provided by the Issuer.
