

SKYTERRA COMMUNICATIONS INC  
Form 8-K  
March 22, 2010

**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**

**March 22, 2010 (March 22, 2010)**

**Date of report (date of earliest event reported)**

**SkyTerra Communications, Inc.**

(Exact name of Registrant as Specified in Charter)

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(State or Other Jurisdiction

(Commission

(I.R.S. Employer

of Incorporation)

File Number)

Identification No.)

**10802 Parkridge Boulevard**

**Reston, VA 20191**

(Address of Principal Executive Offices)

**(703) 390-2700**

(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 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.**

*Results of Special Meeting of Stockholders*

(a) At 10:00 a.m. on March 22, 2010, SkyTerra Communications, Inc. ( SkyTerra ) held a special meeting of its stockholders at 10802 Parkridge Boulevard, Reston, Virginia 20191 (the Special Meeting ).

(b) The issued and outstanding shares of stock of SkyTerra entitled to vote at the Special Meeting consisted of 48,978,253 shares of common stock. The common stockholders of SkyTerra voted on two matters at the Special Meeting, which were approved pursuant to the following final voting results from the Special Meeting:

(1) Proposal to adopt the Agreement and Plan of Merger, dated as of September 23, 2009, by and among Harbinger Capital Partners Master Fund I, Ltd., Harbinger Capital Partners Special Situations Fund, L.P., Sol Private Corp. and SkyTerra, as it may be amended from time to time (the Merger Agreement ).

Vote of the issued and outstanding shares of stock of SkyTerra entitled to vote at the Special Meeting:

FOR	AGAINST	ABSTAIN
44,346,473	309,553	12,770
Vote of the Eligible Shares (as defined in the Merger Agreement):		

FOR	AGAINST	ABSTAIN
18,474,816	309,553	12,770
(2) Proposal to adjourn the meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the meeting to adopt the merger agreement proposal.		

Vote of the issued and outstanding shares of stock of SkyTerra entitled to vote at the Special Meeting:

FOR	AGAINST	ABSTAIN
44,354,121	300,706	13,969

**ITEM 8.01 OTHER EVENTS.**

On March 22, 2010, SkyTerra issued a press release attached as Exhibit 99.1 hereto and incorporated into this Item 8.01 by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

*(d) Exhibits*

99.1 Press Release issued by SkyTerra Communications, Inc., dated March 22, 2010.

**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 thereunto duly authorized.

SKYTERRA COMMUNICATIONS, INC.

By: /s/ GARY M. EPSTEIN  
Name: Gary M. Epstein  
Title: Executive Vice President, Law & Regulation

DATE: March 22, 2010

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by SkyTerra Communications, Inc., dated March 22, 2010.