

Pendrell Corp
Form SC TO-T/A
November 28, 2017

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 3
to
SCHEDULE TO
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

PENDRELL CORPORATION
(Name of Subject Company)

LEMON CREEK ADVISERS, LP; AND MACKENZIE CAPITAL MANAGEMENT, LP
(Bidders)
SHARES OF CLASS A COMMON STOCK
(Title of Class of Securities)

70686R302
(CUSIP Number of Class of Securities)

| | |
|----------------------------------|----------------------------------|
| Christine Simpson | Copy to: |
| MacKenzie Capital Management, LP | Chip Patterson, Esq. |
| 1640 School Street | MacKenzie Capital Management, LP |
| Moraga, California 94556 | 1640 School Street |
| (925) 631-9100 ext. 1024 | Moraga, California 94556 |
| | (925) 631-9100 ext. 1006 |

(Name, Address, and Telephone Number of
Person Authorized to Receive Notices and
Communications on Behalf of Bidder)

Calculation of Filing Fee

Transaction Amount of
Valuation* Filing Fee

\$1,000,000 \$124.50

* For purposes of
calculating the filing
fee only. Assumes the
purchase of 1,000,000
shares of Class A
Common Stock at a
purchase price equal to

\$1.00 per Unit in cash.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was

previously paid.

Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$124.50
Form or Registration Number: SC TO-T
Filing Party: MacKenzie Capital Management, LP
Date Filed: 10-10-17

Check the box if the filing relates solely to preliminary

communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.
going private

transaction subject to Rule 13e-3
amendment to

Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: [X]

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i)
(Cross-Border Issuer Tender Offer)

Rule 14d-1(d)
(Cross-Border Third-Party Tender Offer)

FINAL AMENDMENT TO TENDER OFFER

This Final Amendment to the Tender Offer Statement on Schedule TO relates to the offer (the "Offer") by: Lemon Creek Advisers, LP; and MacKenzie Capital Management, LP (collectively the "Purchasers") to purchase up to 1,000,000 shares of Class A common stock (the "Shares") in Pendrell Corporation (the "Corporation"), the subject company, at a purchase price equal to \$1.00 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase (the "Offer to Purchase") dated October 9, 2017 (the "Offer Date") and the related Assignment Form.

The Offer resulted in the tender by shareholders, and acceptance for payment by the Purchases, of a total of 393.20 Shares. Following purchase of all the tendered Shares, the Purchases will own an aggregate of approximately 393.20 Shares, or approximately 0.002% of the total outstanding Shares (prior to the reverse split).

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 28, 2017

Lemon Creek Advisers, LP
By: MacKenzie Capital Management, LP, Manager/General Partner

By: /s/ Chip Patterson
Chip Patterson, Managing Director