

ICO Global Communications (Holdings) LTD
Form 8-K
June 16, 2011

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: June 14, 2011

ICO GLOBAL COMMUNICATIONS (HOLDINGS) LIMITED

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33008
(Commission
File Number)

98-0221142
(IRS Employer
Identification #)

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2300 Carillon Point

Kirkland, Washington
(Address of Principal Executive Offices)

(425) 278-7100

98033
(Zip Code)

(Registrant's telephone number, including area code)

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.

ICO Global Communications (Holdings) Limited (the Company) held its annual meeting of stockholders on June 14, 2011. At the meeting, our stockholders (i) elected the persons listed below to serve as directors of the Company, (ii) approved an advisory (non-binding) resolution on executive compensation, (iii) conducted an advisory (non-binding) vote on the frequency of future advisory votes on executive compensation, and (iv) ratified the appointment of Deloitte & Touche LLP to serve as the Company's independent auditor for the fiscal year ending December 31, 2011. Set forth below are the voting results for these proposals:

Proposal 1 Election of Directors.

| Director Nominee | For | Withheld | Broker Non-Votes |
|--------------------|-------------|------------|------------------|
| Richard P. Emerson | 651,087,262 | 780,975 | 17,250,276 |
| Richard P. Fox | 651,082,895 | 785,342 | 17,250,276 |
| Nicolas Kauser | 651,012,784 | 855,453 | 17,250,276 |
| Craig O. McCaw | 589,193,177 | 62,675,060 | 17,250,276 |
| R. Gerard Salemmé | 641,356,359 | 10,511,878 | 17,250,276 |
| Stuart M. Sloan | 651,082,895 | 785,342 | 17,250,276 |
| H. Brian Thompson | 650,804,520 | 1,063,717 | 17,250,276 |
| Benjamin G. Wolff | 641,356,414 | 10,511,823 | 17,250,276 |

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

| For | Against | Abstain |
|-------------|------------|---------|
| 603,615,369 | 48,177,779 | 75,089 |

Proposal 3 Advisory (non-binding) vote on the frequency of future advisory votes on executive compensation, as required by section 14A(a)(2) of the Securities Exchange Act of 1934 (15 U.S.C. 78n-1) and §240.14a-21(b).

| 1 Year | 2 Years | 3 Years | Abstain |
|-------------|---------|-----------|---------|
| 649,215,247 | 15,864 | 2,580,385 | 56,741 |

The Board of Directors of the Company (the Board), at its meeting on June 14, 2011, accepted the recommendation of the stockholders and voted to conduct future advisory votes on executive compensation every year.

Proposal 4 Ratification of the selection of the independent registered public accounting firm of Deloitte & Touche LLP as independent auditor of the Company for its fiscal year ending December 31, 2011.

| For | Against | Abstain |
|-------------|---------|---------|
| 669,066,847 | 9,806 | 41,860 |

Upon the recommendation of the Board, the holders of a majority of the votes entitled to be cast by the holders of the Company's Class A Common Stock and Class B Common Stock approved, by written consent on June 15, 2011, an amendment to the Restated Certificate of Incorporation of the Company (the Amendment). The Amendment changes the name of the Company to Pendrell Corporation. A preliminary information statement on Schedule 14C has been filed with the Securities and Exchange Commission in accordance with Regulation 14C promulgated under the Securities Exchange Act of 1934. We anticipate that a definitive information statement on Schedule 14C will be sent to all stockholders of record, as of the record date of April 18, 2011, on or about June 27, 2011. At least twenty days thereafter, the Company will file the Amendment with the Delaware Secretary of State, at which time the name change will become effective.

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.

ICO GLOBAL COMMUNICATIONS

(HOLDINGS) LIMITED

(Registrant)

June 16, 2011

By: /s/ Timothy M. Dozois
Timothy M. Dozois

General Counsel and Acting Secretary