



DIVISION OF  
CORPORATION FINANCE

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

April 15, 2019

Morgan E. OBrien  
Chief Executive Officer  
pdvWireless, Inc.  
3 Garret Mountain Plaza  
Suite 401  
Woodland Park, NJ 07424

**Re: pdvWireless, Inc.**  
**Registration Statement on Form S-3**  
**Filed April 12, 2019**  
**File No. 333-230847**

Dear Mr. OBrien:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Joshua Shainess, Attorney-Adviser, at (202) 551-7951 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Telecommunications