GHL Acquisition Corp.
Form 424B5
September 25, 2009

Table of Contents

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File no. 333-159673

PROSPECTUS SUPPLEMENT
(To prospectus dated August 31, 2009)

16,000,000 Shares

GHL Acquisition Corp.

Common Stock

We are offering 16,000,000 shares of our common stock, par value $0.001 per share. The closing of this offering is conditioned on the completion of our proposed acquisition (the Acquisition) of Iridium Holdings LLC (Iridium Holdings). As a result, any shares you purchase pursuant to this offering will not be entitled to vote in connection with the Acquisition or receive any proceeds from the trust account if we do not consummate an initial business combination by February 14, 2010. We will receive all of the net proceeds from the sale of such shares. Our common stock is listed on the NYSE Amex under the symbol GHQ. We have applied to delist the shares of our common stock from the NYSE Amex and, as a result, the shares of our common stock have been suspended from trading on the NYSE Amex effective as of the date hereof (after the close of trading). The shares of our common stock have been approved for listing on The NASDAQ Stock Market LLC (NASDAQ) and will commence trading on NASDAQ under the symbol IRDM on September 24, 2009.

On September 23, 2009, the reported last sale price of our common stock on the NYSE Amex was $10.10 per share.

If we are unable to complete the Acquisition prior to the scheduled closing of this offering, no shares of common stock will be sold and delivered in this offering. As a result, you are advised not to sell shares of common stock to be acquired in this offering prior to the closing of this offering as secondary trades in the shares of common stock offered hereby will not settle if this offering does not close.

You should consider the risks which we have described in Risk Factors beginning on page S-17 before buying shares of our common stock.

	Per Share	Total
Public offering price	$ 10.00	$ 160,000,000
Underwriting discounts and commissions	$ 0.65	$ 10,400,000
Proceeds, before expenses, to us	$ 9.35	$ 149,600,000

The underwriters may purchase up to an additional 2,400,000 shares from us at the public offering price, less the underwriting discount, within 40 days from the date of this prospectus supplement to cover over-allotments.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares to purchasers on or before September 29, 2009.

RAYMOND JAMES

RBC CAPITAL MARKETS

STIFEL NICOLAUS

The date of this prospectus supplement is September 23, 2009

Table of Contents

You should rely only on the information contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus. Neither we nor the underwriters have authorized anyone to provide you with different information from that contained in this prospectus supplement and the accompanying prospectus. We are not making an offer of the shares of common stock covered by this prospectus supplement in any jurisdiction where the offer is not permitted. You should not assume that the information contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the dates on the front covers of those documents.

Except as otherwise specified, the terms the Company, we, us and our refer to GHL Acquisition Corp. (to be renam Iridium Communications Inc. following the Acquisition), a Delaware corporation, and, except for periods prior to the date of completion of the Acquisition, Iridium Holdings and its subsidiaries. References to GHQ refer to GHL Acquisition Corp. prior to the completion of the Acquisition and references to Iridium Holdings refer to Iridium Holdings LLC and its subsidiaries prior to the completion of the Acquisition. References to Greenhill or our founding stockholder refer to Greenhill & Co., Inc. References to initial stockholders refer to Greenhill and its permitted transferees. References to public stockholders refer to purchasers of shares of our common stock in our initial public offering (IPO) or in the secondary market, including our founding stockholder, officers or directors and their affiliates to the extent they purchased or acquired shares in the IPO or in the secondary market.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of our common stock. The second part, the accompanying prospectus, gives more general information about the securities we may offer from time to time. If there is any inconsistency between the information in this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should carefully read both this prospectus supplement and the accompanying prospectus, together with additional information described under the heading Where You Can Find More Information before deciding to invest in the common stock being offered.

MARKET AND INDUSTRY DATA AND FORECASTS

Information contained in this prospectus supplement and accompanying prospectus concerning the mobile satellite services industry, the domestic and international markets for Iridium Holdings products, services and applications, the historic growth rate and the future of the mobile satellite services market and of Iridium Holdings market share or position in any vertical market is based on Iridium Holdings internal estimates and research as well as on industry and general publications, studies, surveys and forecasts conducted by third parties, including Euroconsult, GSM Association & Europa Technologies, Northern Sky Research and TMF Associates, on assumptions that Iridium Holdings has made that are based on that data and other similar sources as well as its knowledge of the markets for its products, services and applications.

While Iridium Holdings has informed us that it believes each of these publications, studies, surveys and forecasts are reliable, Iridium Holdings has not independently verified the market and industry data provided by third parties or by industry or general publications. Similarly, while Iridium Holdings believes its internal estimates and research are reliable and the market definitions are appropriate, neither such research nor these definitions have been verified by any independent source, and neither we nor Iridium Holdings make any representation or warranty as to the accuracy and completeness of such estimates and information.

For purposes of this prospectus supplement and accompanying prospectus, when we discuss Iridium Holdings position in the market for mobile satellite services, its market position is based on its total revenues in relation to the revenues of the principal industry players in 2008. For purposes of this prospectus supplement and accompanying prospectus, principal industry players are defined as Iridium Holdings, Inmarsat plc. (Inmarsat), Globalstar, Inc. (Globalstar), Thuraya Satellite Telecommunications Company (Thuraya), SkyTerra Communications (SkyTerra), Orbcomm Inc. (Orbcomm), ICO Global Communication (Holdings) Limited (ICO) and TerreStar Networks, Inc. (TerreStar).

Table of Contents

INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In some cases you can identify these statements by forward-looking words such as may, might, will, will likely result, should, anticipates, expects, intends, plans, seeks, es continue, believes and similar expressions, although some forward-looking statements are expressed differently.

These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties that may cause our actual results, performance or achievements to differ materially from any expected future results, performance or achievements expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. These risks and uncertainties include, but are not limited to:

- whether the closing conditions of the Acquisition and this offering will be satisfied;
- the level and type of demand for Iridium Holdings products and services;
- Iridium Holdings ability to maintain the health, capacity, control and level of service of its satellite network;
- Iridium Holdings ability to cost-effectively design, construct and launch Iridium NEXT;
- Iridium Holdings ability to obtain capital to meet its future capital requirements, in particular the funding for Iridium NEXT and related ground infrastructure, products and services;
- changes in general economic, business and industry conditions;
- Iridium Holdings and its distributors ability to introduce innovative products, services and applications that satisfy market demand;
- the ability of Iridium Holdings distributors to market and sell Iridium Holdings products, services and applications effectively;
- the ability of Iridium Holdings competitors to develop and offer similar services and products;
- Iridium Holdings ability to maintain its relationship with U.S. government customers, particularly the Department of Defense (DoD);
- denials or delays in receipt of regulatory approvals or non-compliance with conditions imposed by regulatory authorities;
- legal, regulatory and tax developments, including additional requirements imposed by changes in domestic and foreign laws and regulations; and
- rapid and significant technological changes in the telecommunications industry.

There is no assurance that our expectations will be realized. If one or more of these risks or uncertainties materialize, or if our underlying assumptions prove incorrect, actual results may vary materially from those expected, estimated or projected. Such risks and uncertainties also include those set forth under Risk Factors starting on page S-17 and those described under Risk Factors in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2008, as amended, and incorporated herein by reference. Our forward-looking statements speak only as of the time they are made and do not necessarily reflect our outlook at any other point in time. Except as required by law or regulation, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or for any other reason.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. It does not contain all of the information you should consider before making an investment decision. You should read the entire prospectus supplement, the accompanying prospectus, the documents incorporated by reference and the other documents to which we refer for a more complete understanding of this offering. Please read the information set forth under the heading Risk Factors on page S-17 and the information set forth under Risk Factors in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2008, as amended, incorporated by reference in this prospectus supplement, for more information about important factors that you should consider before buying our common stock in this offering.

For purposes of Iridium Holdings LLC in this summary, the terms we, us and our refer to Iridium Holdings LLC a its subsidiaries.

Iridium Holdings LLC

Our Business

We are the second largest provider of mobile voice and data communications services via satellite, and the only provider of mobile satellite communications services offering 100% global coverage. Our satellite network provides communications services to regions of the world where existing wireless or wireline networks do not exist or are impaired, including extremely remote or rural land areas, open ocean, the Polar Regions (defined as those regions at or above 70 degrees latitude) and regions where the telecommunications infrastructure has been affected by political conflicts or natural disasters. Demand for our mobile satellite services and products is growing as a result of the increasing need for reliable communications services in all locations.

We offer voice and data communications services to the U.S. and foreign governments, businesses, non-governmental organizations and consumers via our constellation of 66 in-orbit satellites, seven in-orbit spares and related ground infrastructure, including a primary commercial gateway. We utilize an interlinked mesh architecture to route traffic across our satellite constellation using radio frequency crosslinks. This unique architecture minimizes the need for ground facilities to support the constellation, which facilitates the global reach of our services and allows us to offer services in countries and regions where we have no physical presence.

The U.S. government, directly and indirectly, has been and continues to be our largest customer, generating $67.8 million, or 21.1%, of our total revenues for the year ended December 31, 2008, and $36.6 million, or 23.1%, of our total revenues for the six months ended June 30, 2009. The Department of Defense (DoD) owns and operates a dedicated gateway that is only compatible with our satellite network. The U.S. Army, Navy, Air Force and Marines, as well as other nations military forces, use our voice and data services for a variety of mission-critical applications, including for combat, training and daily operations. In addition to voice and data products used by soldiers for primary and backup communications solutions, our products and related applications are installed in ground vehicles, unmanned aerial vehicles, helicopters and aircraft and used for command and control and situational awareness purposes. Our satellite network provides the DoD with a secure communication system because traffic is routed across our satellite constellation before being brought down to earth via the dedicated, secure DoD gateway, thus reducing the risk of electronic jamming and eavesdropping. Since our inception, the DoD has made significant investments to build a dedicated gateway in Hawaii and to purchase our handsets and devices, all of which are only compatible with our satellite network. The DoD would have to incur significant time and expense to replicate our network architecture and replace our voice and data services with a competing service provider.

Our commercial end-user base, which we view as our primary growth engine, is very diverse and includes the emergency services, maritime, government, utilities, oil and gas, mining, leisure, forestry, construction and transportation markets. Many of our end-users increasingly view our

Table of Contents

products and services as critical to their daily operations and integral to their communications and business infrastructure. For example, multinational corporations in various sectors use our services for business telephony, email and data transfer services and to provide pay telephony services for employees in communities inadequately served by terrestrial networks. Ship crews and passengers use our services to send and receive email and data files as well as facsimiles, and to receive electronic newspapers, weather reports, emergency bulletins and electronic charts. Shipping operators use our services to manage inventory on board ships and to transmit data, such as course, speed and fuel stock. Aviation-based end-users use our services for air-to-ground telephony and data communications.

We sell our products and services to commercial end-users exclusively through a wholesale distribution network, encompassing approximately 65 service providers, 110 value-added resellers and 45 value-added manufacturers, who either sell directly to the end-user or indirectly through other service providers, value-added resellers or dealers. These distributors often integrate our products and services with other complementary hardware and software and have developed over 200 unique applications for our products and services targeting specific vertical markets. We expect that demand for our services will increase as more applications are developed for our products and services.

We and our partners have a history of developing innovative products, services and applications to expand our markets. These innovations have driven our market expansion and increased service revenue. For example, in 2005 we introduced the Iridium 9601 short burst data modem, which is typically used in tracking, sensor and data applications and systems. In October 2008, we began offering the Iridium OpenPort terminal, specifically engineered for maritime voice and data use, including high bandwidth and flexible configuration options. We believe that the relatively low cost and high functionality of the Iridium OpenPort terminal will allow us to expand and further penetrate the maritime market. In addition, pursuant to a DoD funded research and development contract, we are also developing new services, such as Netted Iridium, which provides push-to-talk capability and is being used today by soldiers in the field for improved over-the-horizon tactical communications capability. We and our partners also design innovative applications for our products and services which are tailored to the specific needs of end-users in various industries. For example, oil-field service companies, like Schlumberger Limited, use our services to run applications that allow remote monitoring and operation of equipment and facilities, such as oil pipelines and offshore drilling platforms.

At December 31, 2008 and June 30, 2009, we had approximately 320,000 and 347,000 subscribers worldwide, respectively, representing a 36.6% and 23.9% increase compared to December 31, 2007 and June 30, 2008, respectively. Over the five-year period from December 31, 2003 to December 31, 2008, our subscriber base grew from 94,000 to 320,000, a compound annual growth rate of 27.8%. Total revenues increased from $260.9 million in 2007 to $320.9 million in 2008.

Market Opportunity

Northern Sky Research estimated that in 2008, the total market for mobile satellite services was $1.7 billion, of which 58% was derived from land-based applications, 33% was derived from maritime applications, and 9% was derived from aviation-related applications. Northern Sky Research indicated at that time that it expected mobile satellite services wholesale revenues to grow at a compound annual growth rate of 12% over the five-year period from 2010 to 2015. Growth in demand for mobile satellite services is driven by the increasing demand for global coverage, the declining cost of satellite voice and data communications devices and services, the smaller size of handsets and the introduction of new applications tailored to the specific needs of end-users.

Table of Contents

We believe that the rapid growth of the terrestrial wireless industry over the last decade is evidence of the increasing demand for mobile communication services and believe our network offers solutions for satisfying such demand in situations where terrestrial-based service is unavailable. Despite significant penetration and competition, terrestrial wireless systems cover only a small fraction of the earth s surface and are mainly focused on populated areas. Terrestrial wireless coverage is limited or non-existent over oceans, many rural areas and other remote regions where ships, airplanes and other assets are located and/or travel. By offering mobile communications services with global voice and data coverage, mobile satellite service providers address the demand for reliable voice and data connectivity in locations not served by wireline and wireless terrestrial networks.

Demand for machine-to-machine products and services has been growing rapidly as they enable enterprise end-users to maintain contact with remote assets. This connectivity provides a wide range of potential benefits including increasing supply chain efficiency, increasing productivity, diagnosing equipment breakdowns and reducing the risk of theft. We believe there is a significant growth opportunity for cost-effective mobile satellite services in this market and anticipate that the increased adoption of existing machine-to-machine applications and the development of new ones will foster increased demand.

In addition, we believe increased demand for higher-speed, low-cost data services, continued development of innovative cost-effective applications and regulatory mandates will drive increased demand in the maritime and aviation markets. For example, we believe the recent introduction of Iridium OpenPort presents a cost-effective, high speed communication alternative to end-users in the maritime market which we expect will increase our market share in the maritime communications sector.

There are significant barriers to entry to the mobile satellite services industry, including the cost and difficulty associated with obtaining spectrum licenses, successfully building and launching a satellite network and establishing a distribution network. There is also significant lead-time associated with obtaining the required spectrum licenses, building the satellite constellation, deploying the ground network technology, developing a network of strategic partners and establishing an end-user base. Another barrier to entry is that mobile satellite service products typically only work with a single network and as a result it is expensive and difficult for end-users to switch satellite service providers. For example, we believe that the owners of business aircraft who have installed our voice equipment are less likely to switch to a competing provider due to the inconvenience and expense of replacing our equipment.

Our Competitive Strengths

Only provider with 100% global coverage. Our satellite network operates in a low earth orbit, or LEO, and offers 100% global coverage. In contrast, geosynchronous, or GEO, satellite systems are only able to cover approximately 70% of the earth s surface as they are generally positioned at the Equator. In addition, none of our LEO competitors offer 100% global coverage. Our satellite network relies on an interlinked mesh architecture to transmit signals, which reduces the need for multiple ground stations and facilitates the global reach of our services. Other satellite service providers use a bent pipe architecture that requires voice and data transmissions to be immediately routed to nearby ground stations, which limits their ability to provide global coverage. As a result, we believe that we are well-positioned to capture the growth in our industry from end-users who require reliable communications service in all locations.

High quality and reliable voice and data services. We believe we offer high quality and reliable voice and data services. The LEO design of our satellite constellation produces minimal transmission delays relative to GEO systems due to its relatively close proximity

Table of Contents

to earth and the shorter distance our signals have to travel. Additionally, LEO systems have smaller handset antenna requirements and are less prone to signal blockage caused by terrain than GEO satellite networks. Our primary LEO-based competitor has publicly announced that it has experienced satellite failures and other problems impacting its constellation that are affecting and will continue to affect its ability to provide commercially acceptable two-way voice and data service for the foreseeable future.

Solutions for a broad range of vertical markets. We have created additional demand for our products and services and expanded our target market by partnering with our distributors to develop new products, services and applications. The specialized needs of our global end-users span many markets, including emergency services, maritime, government, utilities, oil and gas, mining, leisure, forestry, construction and transportation. Our communication solutions have become an integral part of the communications and business infrastructure of many of our end-users. In many cases, our service provides the only connectivity solution for these applications, and our products are often integrated by the original manufacturers or in the aftermarket into expensive machinery, such as military equipment and sophisticated monitoring devices.

Strategic relationship with the DoD. The U.S. government is our largest customer, and we have had a strategic relationship with the DoD since our inception in late 2000. We provide the DoD, as well as other U.S. government agencies, with mission-critical mobile satellite products and services. Our satellite handsets are one of the few commercial handsets available on the market that are capable of Type I encryption accredited by the United States National Security Agency for Top Secret communications. In addition, the DoD has made significant investments to build a dedicated gateway in Hawaii to allow DoD users to access our network on a secure basis. This gateway is only compatible with our satellite network.

Large, value-added wholesale distribution network. We sell our products and services to commercial end-users exclusively through a wholesale distribution network of approximately 65 service providers, 110 value-added resellers and 45 value-added manufacturers. By relying on distributors to manage end-user sales, we believe that our model leverages their expertise in marketing to their target customers while lowering overall customer acquisition costs and mitigating certain risks such as consumer credit risk. Our distributors further support our growth by developing new applications and solutions for our products and services, often combining our products with other technologies, such as GPS and terrestrial wireless technology, to provide integrated communications solutions for their target customers.

Our Business and Growth Strategies

Develop new products and services for commercial markets to further expand and penetrate our target markets. We expect to continue to develop, together with our partners, tailor-made products, services and applications targeted to the maritime, aviation, land-based handset, and machine-to-machine markets. We believe these markets represent an attractive opportunity for subscriber growth and increased airtime usage. We expect the development of a netted (push-to-talk) application to provide us in the future with potential new commercial applications in public safety, fishing and field worker communications. The high integrity GPS service (iGPS) technology we have developed with a partner is expected to enable new commercial applications in enhanced navigation services such as precision farming, high accuracy navigation for oil and gas exploration and construction services. In addition, our partners regularly develop specialized end-user applications targeted at specific markets.

Table of Contents

Develop new services for the DoD. We are developing additional capabilities for our network to enhance its utility to the DoD. In conjunction with the Marine Corps Warfighting Lab, we are currently expanding the capabilities of our satellite handsets to permit netted (push-to-talk) group calling radio services, providing over-the-horizon user-defined tactical radio networks to DoD users. We are also developing capabilities that will enable iGPS service, which is expected to be used as an embedded component in several DoD applications. These and other services in development provide us with opportunities to increase revenue from the DoD, our anchor customer. In addition, we expect that our Iridium NEXT satellite constellation will incorporate unique features and capabilities tailored to meet the specific needs of the DoD.

Leverage our fixed cost infrastructure by growing our service revenues. Our business model is characterized by high fixed costs, primarily costs associated with designing, building, launching and maintaining our satellite constellation. However, the incremental cost of providing service to additional end-users is relatively low. We believe that service revenues will be our largest source of future growth and profits and intend to focus on growing both our commercial and government service revenues in order to leverage our fixed cost infrastructure.

Expand our geographic sales reach. Our products and services are offered in over 100 countries. While our network can be used throughout the world, we are not currently licensed to sell our products and services directly in certain countries, including Russia, China, Mexico, South Africa and India. We are currently in discussions with regulatory officials in these and other countries to obtain licenses and, to the extent we are successful in obtaining such licenses, we believe the expanded reach of our product and service distribution platform will accelerate our growth.

Develop Iridium NEXT constellation. We are developing our next-generation satellite constellation, Iridium NEXT, which we expect to begin launching in 2014. Iridium NEXT will be backward compatible with our current system and will replace the existing constellation with a more powerful satellite network, which we anticipate will have more than twice the capacity. Iridium NEXT will maintain our current system s unique attributes, including the capability to upload new software, while providing new and enhanced capabilities, such as higher data speeds and increased capacity. In addition, Iridium NEXT will be designed to host secondary payloads which we expect to defray a portion of the capital expenditures related to Iridium NEXT as well as to generate recurring revenues. We believe Iridium NEXT s increased capabilities will expand our target markets by enabling us to offer a broader range of products and services, including a wider array of broadband data services.

The Acquisition

General

We expect to acquire Iridium Holdings pursuant to a transaction agreement dated as of September 22, 2008 among GHQ, Iridium Holdings and the holders of Iridium Holdings units, as amended on April 28, 2009 (the Transaction Agreement) to which 100% of the holders of outstanding units of Iridium Holdings are now a party, with Iridium Holdings continuing as our subsidiary. Following the Acquisition, we plan to rename ourselves Iridium Communications Inc.

Stockholder Approval of Initial Business Combination and Other Closing Conditions

On September 23, 2009, our stockholders approved the Acquisition. Stockholders holding approximately 23.0% of the shares sold in our IPO voted against the Acquisition and elected to

S-7

Table of Contents

convert their shares into a pro rata portion of the trust account, resulting in a total payment to converting stockholders of approximately $92.1 million.

The closing of the Acquisition is subject to a number of conditions set forth in the Transaction Agreement. For more information about the closing conditions to the Acquisition, please see the section entitled The Transaction Agreement Conditions to the Closing of the Acquisition in our Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (the SEC) on August 28, 2009.

Founders Securities Forfeiture, Deferred Underwriting Commission, Forward Purchases and Warrant Repurchases and Exchanges

On September 22, 2008, we entered into a letter agreement with Greenhill whereby Greenhill agreed to forfeit at the closing of the Acquisition the following securities which it currently owns: (1) 1,441,176 shares of our common stock purchased as part of the unit purchase on November 31, 2007; (2) 8,369,563 warrants purchased as part of the unit purchase on November 31, 2007; and (3) 2,000,000 warrants purchased in a private placement on February 21, 2008. On April 28, 2009, we entered into a second letter agreement with Greenhill whereby Greenhill has agreed to forfeit at the closing of the Acquisition an additional 2,000,000 warrants purchased in a private placement on February 21, 2008.

On June 2, 2009, we entered into an agreement with Banc of America Securities LLC (Banc of America), the underwriter of our IPO, and its affiliate, pursuant to which Banc of America Securities LLC has agreed to reduce the deferred underwriting commission payable upon the closing of the Acquisition by approximately $8.2 million (the Deferred Underwriting Commission Forfeiture). The deferred underwriting commissions payable upon the closing of the Acquisition by us to Banc of America and other underwriters in connection with our IPO will be approximately $4.3 million after giving effect to the conversion of 9,214,167 IPO shares into a pro rata portion of the trust account. In addition, Banc of America or its affiliate agreed to sell to us, immediately after the closing of the Acquisition, approximately 3.7 million of our warrants for approximately $1.8 million (the Banc of America Warrant Repurchase).

We recently initiated discussions with a limited number of stockholders about their willingness to enter into agreements to allow us to repurchase from them, subject to the closing of the Acquisition, specified amounts of our outstanding common stock (Forward Purchases). We believe the stockholders we have approached have invested in our common stock based on investment strategies that are focused on fixed income like returns rather than our underlying business and growth prospects following completion of the Acquisition. We expect these investors, based on their investment strategies, would seek to exit their investment in us in connection with or shortly following the closing of the Acquisition. We believe it is important for us to develop a stockholder base with a longer term view, interested in and knowledgeable about our underlying business and growth prospects and believe that the combination of Forward Purchases and this offering will permit us to accelerate this transition.

On September 14, 2009, we announced that we had entered into agreements with certain of our stockholders as a result of which 16,325,196 shares of our common stock in the aggregate will be repurchased upon closing of the Acquisition. The agreements provide that the shares will be repurchased for a price per share equal to $10.10 per share. The sellers of the shares also granted us a proxy over the shares to be repurchased, and we voted the repurchased shares in favor of the Acquisition at the special meeting of shareholders on September 23, 2009. The shares subject to these agreements represented approximately 40.8% of the 40.0 million shares of common stock that were eligible to vote on the Acquisition proposal at the special meeting. We intend to use a portion of the net proceeds from this offering to effect the Forward Purchases.

Table of Contents

On July 29, 2009, we entered into agreements (the Warrant Purchase Agreements) to repurchase and/or restructure approximately 26.8 million warrants issued in our IPO in privately negotiated transactions (the Exchanges) from certain of our warrant holders (the Warrantholders), subject to the closing of the Acquisition. We negotiated to repurchase and/or restructure these warrants to reduce significantly the magnitude of the potential dilution to our stockholders and potential short selling in connection with and following the consummation of the Acquisition. As part of the Exchanges, we have agreed to:

Purchase approximately 12.4 million existing warrants issued in our IPO for a total of approximately $3.1 million of cash and approximately $12.4 million of our common stock.

Restructure approximately 14.4 million existing warrants issued in our IPO to (i) increase their exercise price to $11.50 per share, (ii) extend their exercise period by two years to February 2015 and (iii) increase the price of our common stock at which we can redeem the restructured warrants to $18.00.

Enter into a new warrant agreement for the restructured warrants with terms substantially similar to the terms set forth in the warrant agreement with respect to the existing warrants issued in our IPO, except as set forth above.

File with the SEC, as soon as practicable following the issuance of the restructured warrants, but in no event later than 15 business days following the issuance of the restructured warrants, a resale registration statement to allow for the resale of shares of our common stock issued in connection with the Exchanges, the restructured warrants and the shares of our common stock underlying such restructured warrants (Resale Registration Statement). If the Resale Registration Statement is not declared effective by the SEC within 30 business days following the issuance of the restructured warrants, the Warrantholders have the right to sell to us, for cash, the restructured warrants for a price equal to the difference between the weighted average price of the shares of our common stock during a certain period over the exercise price of the restructured warrants.

In connection with the restructuring of the warrants, Greenhill has agreed to exchange 4.0 million warrants held by it into the restructured warrants described above. Our current chairman, Scott L. Bok, and our current chief executive officer, Robert H. Niehaus, have also agreed to exchange 0.4 million warrants purchased by them in our IPO into the restructured warrants described above.

GHL Acquisition Corp.

General

We are a blank check company formed on November 2, 2007 for the purpose of effecting an acquisition, through a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses or assets, which we refer to as our initial business combination.

We completed our IPO on February 21, 2008 of 40,000,000 units and recorded gross proceeds of approximately $408.0 million, consisting of $400.0 million from the IPO and $8.0 million from the sale of private placement warrants to our founding stockholder Greenhill. Upon the closing of the IPO, we paid $6.9 million of underwriting fees and placed $400.0 million of the total proceeds into a trust account. The remaining approximately $1.1 million was used to pay offering costs. Each unit consists of one share of common stock, $0.001 par value per share, and one warrant to purchase one share of our common stock at an initial exercise price of $7.00 per share, subject to adjustment. The units were sold at an offering price of $10.00 per unit.

Table of Contents

We are not presently engaged in, and will not engage in, any substantive commercial business until the completion of our initial business combination. We intend to utilize the funds held in our trust account and our common stock in effecting the Acquisition.

Liquidation if No Business Combination

Our amended and restated certificate of incorporation provides that we will continue in existence only until February 14, 2010. If we complete the Acquisition, we will amend this provision in order to permit for our continued existence. If we do not complete an initial business combination by February 14, 2010, our corporate existence will cease except for the purpose of winding up our affairs and liquidating pursuant to Section 278 of Delaware General Corporation Law.

Additional Information

Our principal executive offices are located at 300 Park Avenue, 23rd Floor, New York, New York 10022 and our telephone number is (212) 372-4180. Following the Acquisition, our principal executive offices will be located at 6707 Democracy Boulevard, Suite 300, Bethesda, Maryland 20817 and our telephone number will be (301) 571-6200.

Table of Contents

THE OFFERING

Shares offered by the Company	16,000,000 shares.
Over-allotment option	2,400,000 shares.
Shares outstanding after this offering (1)	68,207,884 shares of common stock (70,607,884 shares if the underwriters option to purchase additional shares is exercised in full).
Use of proceeds	We expect to receive $148,600,000 in net proceeds from this offering, or $171,040,000 if the underwriters exercise their over-allotment option in full. We intend to use the net proceeds from this offering to effect the Forward Purchases, the Exchanges and for general corporate purposes. See Use of Proceeds on page S-47.
Condition to closing	The closing of this offering is contingent upon the completion of the Acquisition.
Listing symbol	The shares of our common stock have been approved for listing on NASDAQ and will commence trading on NASDAQ under the symbol IRDM on September 24, 2009. The shares of our common stock have been suspended from trading on the NYSE Amex effective as of the date hereof (after the close of trading).

(1) The number of shares of our common stock to be outstanding after this offering gives effect to the conversion of 9,214,167 IPO shares into a pro rata portion of the trust account. This number is based on 48,500,000 shares of our common stock outstanding as of September 23, 2009 and includes (i) the issuance of approximately 30,688,431 shares of our common stock in connection with the Acquisition and the Exchanges, including 1,244,923 shares of our common stock to be issued in the Exchanges, (ii) the forfeiture of 1,441,176 shares of our common stock by Greenhill at the closing of the Acquisition and (iii) the Forward Purchases of 16,325,196 shares of our common stock in the aggregate pursuant to the agreements we announced on September 14, 2009. This number excludes (i) the conversion of the $22.9 million note held by Greenhill & Co. Europe Holdings Limited (Greenhill Europe), a subsidiary of Greenhill, into 1,946,500 shares of our common stock, (ii) the issue of approximately 28,025,629 shares of our common stock upon exercise of 28,025,629 warrants outstanding after the Acquisition and the Exchanges and (iii) the potential issue of 1.5 million shares of our common stock to Motorola Inc. (Motorola).

Table of Contents

SUMMARY FINANCIAL DATA OF IRIDIUM HOLDINGS

The following summary historical financial data for each of the three years in the period ended December 31, 2008 was derived from Iridium Holdings audited financial statements and the financial information for the six months ended June 30, 2008 and 2009 was derived from Iridium Holdings unaudited condensed consolidated financial statements. Iridium Holdings unaudited condensed consolidated financial statements reflect all adjustments necessary to state fairly its financial position at June 30, 2008 and 2009 and its income and cash flows for the six months ended June 30, 2008 and 2009. The information for the years ended December 31, 2004 and 2005 was derived from Iridium Holdings audited financial statements. As described in footnote (a) below, the consolidated balance sheet as of December 31, 2008 and the consolidated statements of income for the years ended December 31, 2008 and 2007 have been restated to give effect to certain reclassification adjustments. Interim results are not necessarily indicative of results for the full year and historical results are not necessarily indicative of results to be expected in any future period. The summary financial data below should be read in conjunction with Iridium Holdings financial statements and related notes beginning on page F-33 of our Proxy Statement on Schedule 14A filed with the SEC on August 28, 2009 and Management s Discussion and Analysis of Financial Condition and Results of Operations for Iridium Holdings included in this prospectus supplement. The summary financial data is historical data for Iridium Holdings on a stand alone basis. The following summary financial data below is not necessarily indicative of future results and should be read in conjunction with the Unaudited Pro Forma Condensed Combined Financial Data included in this prospectus supplement.

For financial data of GHQ, please see Selected Historical Financial Data of GHQ in GHQ s Proxy Statement on Schedule 14A filed with the SEC on August 28, 2009.

	Years Ended December 31,					Six Months Ended June 30,	
Statement of Operations Data:	**2004**	**2005**	**2006**	**2007 As Restated (see note (a))**	**2008 As Restated (see note (a))**	**2008**	**2009**
				(In thousands)			
Revenue:							
Government Services	$ 45,069	$ 48,347	$ 50,807	$ 57,850	$ 67,759	$ 29,867	$ 36,628
Commercial Services	49,611	60,690	77,661	101,172	133,247	61,846	76,777
Subscriber Equipment	26,811	78,663	83,944	101,879	119,938	64,266	45,089
Total revenue	$ 121,491	$ 187,700	$ 212,412	$ 260,901	$ 320,944	$ 155,979	$ 158,494
Operating expenses:							
Cost of subscriber equipment sales	26,463	62,802	60,068	62,439	67,570	36,780	22,916
Cost of services (exclusive of depreciation and amortization) (b)	50,248	56,909	60,685	63,614	69,882	32,114	37,861
Selling, general and administrative	32,487	30,135	33,468	46,350	55,105	25,433	28,139
Research and development	9,044	4,334	4,419	13,944	32,774	10,880	13,269
Depreciation and amortization	7,132	7,722	8,541	11,380	12,535	5,861	7,249

Transaction costs					7,959	556	1,972
Satellite system development refund		(14,000)					
Total operating expenses	$ 125,374	$ 147,902	$ 167,181	$ 197,727	$ 245,825	$ 111,624	$ 111,406
Operating (loss) profit	$ (3,883)	$ 39,798	$ 45,231	$ 63,174	$ 75,119	$ 44,355	$ 47,088

Table of Contents

tatement of Operations Data:	Years Ended December 31, 2004	2005	2006	2007 As Restated (see note (a))	2008 As Restated (see note (a))	Six Months Ended June 30, 2008	2009
				(In thousands)			
ther (expense) income:							
terest expense, net of apitalized interest	(9,122)	(5,106)	(15,179)	(21,771)	(21,094)	(9,759)	(9,219
terest expense recovered		2,526					
terest and other income	483	2,377	1,762	2,370	(146)	801	449
otal other (expense) income, net	$ (8,639)	$ (203)	$ (13,417)	$ (19,401)	$ (21,240)	$ (8,958)	$ (8,770
et (loss) income	$ (12,522)	$ 39,595	$ 31,814	$ 43,773	$ 53,879	$ 35,397	$ 38,318
BITDA (c)	3,554	49,595	54,243	74,732	86,163	50,299	54,671
ertain other items included in BITDA (d)				1,777	22,072	3,973	9,597

alance Sheet Data:	12/31/04	12/31/05	12/31/06	12/31/07	12/31/08 As Restated (see note (a))	6/30/08	6/30/09
				(In thousands)			
otal current assets	$ 59,921	$ 65,385	$ 84,035	$ 80,342	$ 101,355	$ 109,613	$ 114,424
otal assets	150,514	129,397	161,525	167,581	190,569	195,909	199,484
otal long term obligations (e)	(119,781)	(53,848)	(208,225)	(178,324)	(155,845)	(162,020)	(142,050
otal members deficit	(90,008)	(57,262)	(121,189)	(78,447)	(62,230)	(45,339)	(21,605

ther Data:	Years Ended December 31, 2004	2005	2006	2007	2008	Six Months Ended June 30, 2008	2009
				(In thousands)			
ash provided by (used in):							
perating activities	$ 10,107	$ 30,742	$ 39,499	$ 36,560	$ 61,438	$ 33,517	$ 37,426
vesting activities	(1,608)	(9,661)	(9,467)	(19,787)	(13,913)	(5,936)	(4,784
nancing activities	(5,542)	(18,887)	(8,032)	(26,526)	(44,820)	(7,819)	(16,977

(a)

For the year ended December 31, 2008, the balance sheet has been restated to reclassify as prepaid expenses and other current assets a $1.4 million receivable from an insurer that was previously classified as a reduction of the related claim liability included in accrued expenses and other current liabilities. In addition, in the restated consolidated statements of income for the years ended December 31, 2008 and 2007, Iridium Holdings has reclassified $6.0 million and $3.4 million, respectively, of research and development costs related to government funded research and development service contracts as cost of services (exclusive of depreciation and amortization). These reclassifications have no impact on income from operations or net income.

(b) Iridium Holdings summary historical financial data for the year ended December 31, 2004 does not include a reclassification of operating expenses between cost of sales and services and selling, general and administrative. Therefore, Iridium Holdings summary historical financial data for the operating expenses described above for the year ended December 31, 2004 is not directly comparable to the summary historical financial data for subsequent periods.

(c) EBITDA represents net income before interest expense, interest income, income tax provision and depreciation and amortization. EBITDA does not represent and should not be considered as an alternative to net income or cash flow from operations, as determined in accordance with GAAP and Iridium Holdings calculations thereof may not be comparable to similarly entitled measures reported by other companies. Iridium Holdings presents EBITDA because it believes it is a useful indicator of its profitability. Iridium Holdings management uses EBITDA principally as a measure of its operating performance and believes that EBITDA is useful to investors because it is frequently used by securities analysts, investors and other interested parties in their evaluation of companies in industries similar to its own. Iridium Holdings also believes EBITDA is useful to its management and investors as a measure of comparative operating performance between time periods and among companies as it is reflective of changes in pricing decisions, cost controls and other factors that affect operating performance. Iridium Holdings management also uses EBITDA for planning purposes, including the preparation of its annual operating budget, financial projections and compensation plans.

EBITDA does not represent and should not be considered as an alternative to results of operations under GAAP and has significant limitations as an analytical tool. Although Iridium Holdings uses EBITDA as a measure to assess the performance of its business, the use of EBITDA is limited because it excludes certain material costs. For example, it does

Table of Contents

not include interest expense, which is a necessary element of its costs and ability to generate revenue, because Iridium Holdings has borrowed money in order to finance its operations. Because Iridium Holdings uses capital assets, depreciation expense is a necessary element of its costs and ability to generate revenue. Because EBITDA does not account for these expenses, its utility as a measure of Iridium Holdings operating performance has material limitations. As a limited liability company that is treated as a partnership for federal income tax purposes, Iridium Holdings is generally not subject to federal income tax directly and therefore no adjustment is required for income taxes. Because of these limitations, Iridium Holdings management does not view EBITDA in isolation or as a primary performance measure and also uses other measures, such as net income, revenue and operating profit, to measure operating performance.

The following is a reconciliation of EBITDA to net income:

	Years Ended December 31,					Six Months Ended June 30,	
	2004	2005	2006	2007	2008	2008	2009
	(In thousands)						
Net (loss) income	$ (12,522)	$ 39,595	$ 31,814	$ 43,773	$ 53,879	$ 35,397	$ 38,318
Interest expense	9,122	5,106	15,179	21,771	21,094	9,758	9,219
Interest expense recovered		(2,526)					
Interest income	(178)	(302)	(1,291)	(2,192)	(1,345)	(717)	(115)
Depreciation and amortization	7,132	7,722	8,541	11,380	12,535	5,861	7,249
EBITDA	$ 3,554	$ 49,595	$ 54,243	$ 74,732	$ 86,163	$ 50,299	$ 54,671

(d) The following table details certain items, which are included in EBITDA: non-recurring expenses relating the Acquisition and expenses incurred in the development of Iridium Holdings second generation constellation, Iridium NEXT. This table does not represent and should not be considered as an alternative to net income or cash flow from operations, as determined in accordance with GAAP and Iridium Holdings calculations thereof may not be comparable to similarly entitled measures reported by other companies. Iridium Holdings believes this table, when reviewed in connection with its presentation of EBITDA provides another useful tool to investors and its management for measuring comparative operating performance between time periods and among companies as it is further reflective of cost controls and other factors that affect operating performance. In addition to EBITDA, Iridium Holdings management assesses the adjustments presented in this table when preparing its annual operating budget, financial projections and compensation plans. Because of the significant expenses resulting from the above mentioned Acquisition and Iridium NEXT, Iridium Holdings believes that the presentation of the adjustments relating to acquisition and Iridium NEXT expenses enables its management and investors to assess the impact of such expenses on its operating performance and provides a consistent measure of its operating performance for periods subsequent to the Acquisition and the full deployment of Iridium NEXT.

This table is not intended to comply with GAAP and has significant limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of Iridium Holdings results of operations as calculated under GAAP. Although Iridium Holdings uses this table as a financial measure to assess the performance of its business, the use of this table is limited because, in addition to the costs excluded in its presentation of EBITDA, it excludes certain material costs that Iridium Holdings has incurred over the periods presented. Because this table does not account for these expenses, its utility as a measure of Iridium Holdings operating performance has material limitations.

EBITDA, as defined above, was decreased by the following non-recurring and certain other items, each of which is further discussed below:

	Years Ended December 31,					Six Months Ended June 30,	
	2004	2005	2006	2007	2008	2008	2009
	(In thousands)						
Non-recurring transaction expenses (1)	$	$	$	$	$ 7,959	$ 556	$ 1,972
Iridium NEXT expenses (2)				1,777	14,113	3,417	7,625
Total	$	$	$	$ 1,777	$ 22,072	$ 3,973	$ 9,597

(1) Consists of non-recurring legal, regulatory and accounting expenses resulting from the Acquisition.

(2) Consist of expenses, net of customer revenues, incurred in connection with the design, manufacture and deployment of Iridium NEXT, including certain milestone payments paid to the two companies vying to serve as the prime system contractor. Iridium Holdings expects to incur such expenses through 2016 until the deployment of the new constellation, with the majority of these expenses incurred during the capital intensive launch phase between 2013 and 2016. In the future, Iridium Holdings may capitalize a portion of these costs.

(e) Long-term obligations are presented net of an unamortized discount associated with a commitment fee to Motorola in connection with the transition services, products and assets agreement. The balance of the unamortized discount was \$3.0 million at December 31, 2004, \$2.7 million at December 31, 2005, \$2.3 million at December 31, 2006, \$1.8 million at December 31, 2007, \$1.3 million at December 31, 2008, \$1.5 million at June 30, 2008, and \$1.0 million at June 30, 2009.

Table of Contents

SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

The following summary of the unaudited pro forma condensed combined financial information is intended to provide you with a picture of what our business might have looked like had the Acquisition been completed on June 30, 2009 (in the case of the pro forma condensed combined balance sheets) or as of January 1, 2008 (in the case of the pro forma condensed statements of operations for the year ended December 31, 2008 and for the six-month period ended June 30, 2009). However, you should not rely on the summary unaudited pro forma combined financial information as being indicative of the historical results that would have occurred had the Acquisition occurred or the future results that may be achieved after the Acquisition. The following summary of the unaudited condensed combined financial information has been derived from and should be read in conjunction with, the Unaudited Pro Forma Condensed Combined Financial Data and related notes appearing elsewhere in this document.

At the special meeting of GHQ stockholders held September 23, 2009, stockholders holding 9,214,167 IPO shares, or 23.0% of the total IPO shares, voted against the acquisition proposal and elected to convert their shares into a pro rata portion of the trust account, which is approximately $10.00 per share. Therefore, a total of approximately $92.1 million from the trust account will be used to pay these converting stockholders.

Statement of Operations Data:		**Year Ended December 31, 2008**		**Six Months Ended June 30, 2009**
		(In thousands, except per share amounts)		
Revenue:				
Government Services	$	67,759	$	36,628
Commercial Services		133,247		76,777
Subscriber Equipment		119,938		45,089
Total revenue	$	320,944	$	158,494
Operating expenses:				
Cost of subscriber equipment sales	$	67,570	$	22,916
Cost of services (exclusive of depreciation and amortization)		69,882		37,861
Selling, general and administrative		57,697		28,930
Depreciation and amortization		91,136		46,549
Research and development		32,774		13,269
Transaction costs		7,959		1,972
Total operating expenses	$	327,018	$	151,497
Operating (loss) profit	$	(6,074)	$	6,997
Interest (expense), net; other income		(12,155)		(5,573)
Provision (benefit) for income taxes		(2,671)		889
Net (loss) income	$	(15,558)	$	535
Weighted average shares outstanding basic		69,700		69,700

Weighted average shares outstanding diluted		69,700		75,700
Earnings per share basic	$	(0.20)	$	0.01
Earnings per share diluted	$	(0.20)	$	0.01

Other Data:

EBITDA (a)	$	83,571	$	53,880
Certain other items included in EBITDA (b)		22,072		9,597

(a) EBITDA represents net income before interest expense, interest income, income tax provision and depreciation and amortization. EBITDA does not represent and should not be considered as an alternative to net income or cash flow from operations, as determined in accordance with GAAP and Iridium Holdings calculations thereof may not be comparable to similarly entitled measures reported by other companies. Iridium Holdings presents EBITDA because it believes it is a useful indicator of its profitability. Iridium Holdings management uses EBITDA principally as a measure of its operating performance and believes that EBITDA is useful to investors because it is frequently used by securities analysts, investors and other interested parties in their evaluation of companies in industries similar to its own. Iridium Holdings also believes EBITDA is useful to its management and investors as a measure of comparative

Table of Contents

operating performance between time periods and among companies as it is reflective of changes in pricing decisions, cost controls and other factors that affect operating performance. Iridium Holdings management also uses EBITDA for planning purposes, including the preparation of its annual operating budget, financial projections and compensation plans.

EBITDA does not represent and should not be considered as an alternative to results of operations under GAAP and has significant limitations as an analytical tool. Although Iridium Holdings uses EBITDA as a measure to assess the performance of its business, the use of EBITDA is limited because it excludes certain material costs. For example, it does not include interest expense, which is a necessary element of its costs and ability to generate revenue, because Iridium Holdings has borrowed money in order to finance its operations. Because Iridium Holdings uses capital assets, depreciation expense is a necessary element of its costs and ability to generate revenue. Because EBITDA does not account for these expenses, its utility as a measure of Iridium Holdings operating performance has material limitations. Because of these limitations, Iridium Holdings management does not view EBITDA in isolation or as a primary performance measure and also uses other measures, such as net income, revenue and operating profit, to measure operating performance. As a corporation, however, Iridium Communications Inc. will be subject to federal income tax and therefore an adjustment is made for income taxes.

The following is a reconciliation of net (loss) income to EBITDA:

Statement of Operations Data:	**Year Ended December 31, 2008**	**Six Months Ended June 30, 2009**
	(In thousands)	
Net (loss) income	$ (15,558)	$ 535
Interest expense, net	10,664	5,907
Depreciation and amortization	91,136	46,549
Provision (benefit) for income taxes	(2,671)	889
EBITDA	$ 83,571	$ 53,880

(b) The following table details certain items, which are included in EBITDA: non-recurring expenses relating to the Acquisition and expenses incurred in the development of Iridium NEXT. This table does not represent and should not be considered as an alternative to net income or cash flow from operations, as determined in accordance with GAAP and Iridium Holdings calculations thereof may not be comparable to similarly entitled measures reported by other companies. Iridium Holdings believes this table, when reviewed in connection with its presentation of EBITDA provides another useful tool to investors and its management for measuring comparative operating performance between time periods and among companies as it is further reflective of cost controls and other factors that affect operating performance. In addition to EBITDA, Iridium Holdings management assesses the adjustments presented in this table when preparing its annual operating budget, financial projections and compensation plans. Because of the significant expenses resulting from the above mentioned Acquisition and Iridium NEXT, Iridium Holdings believes that the presentation of the adjustments relating to acquisition and Iridium NEXT expenses enables its management and investors to assess the impact of such expenses on its operating performance and provides a consistent measure of its operating performance for periods subsequent to the Acquisition and the full deployment of Iridium NEXT.

This table is not intended to comply with GAAP and has significant limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of Iridium Holdings results of operations as calculated under GAAP. Although Iridium Holdings uses this table as a financial measure to assess the performance of its business, the use of this table is limited because, in addition to the costs excluded in its presentation of EBITDA, it excludes certain material costs that Iridium Holdings has incurred over the periods presented. Because this table does not account for these expenses, its utility as a measure of Iridium Holdings operating performance has material limitations.

EBITDA, as defined above, was decreased by the following non-recurring and certain other items, each of which is further discussed below:

	Year Ended December 31, 2008	Six Months Ended June 30, 2009
	(In thousands)	
Non-recurring transaction expenses (1)	$ 7,959	$ 1,972
Iridium NEXT expenses (2)	14,113	7,626
Total	$ 22,072	$ 9,597

(1) Consists of non-recurring legal, regulatory and accounting expenses resulting from the Acquisition.

(2) Consist of expenses, net of customer revenues, incurred in connection with the design, manufacture and deployment of Iridium NEXT, including certain milestone payments paid to the two companies vying to serve as the prime system contractor. Iridium Holdings expects to incur such expenses through 2016 until the deployment of the new constellation, with the majority of these expenses incurred during the capital intensive launch phase between 2013 and 2016. In the future, Iridium Holdings may capitalize a portion of these costs.

RISK FACTORS

An investment in our common stock involves certain risks. You should carefully consider the risks described below and the risks disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2008, as amended, as well as the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision. If any of the following events occur, our business, financial condition and operating results may be materially adversely affected. In that event, the market or trading price of our common stock could decline and you could lose all or part of your investment. This prospectus supplement also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of specific factors, including the risks described below.

Risks Associated with this Offering

This offering is conditioned upon the closing of the Acquisition, and we may be unable to complete the Acquisition.

Completion of the Acquisition is subject to the satisfaction of a number of conditions set forth in the Transaction Agreement. Accordingly, we may be unable to complete the Acquisition when we expect to or at all.

If we are unable to complete the Acquisition prior to the scheduled closing of this offering, no shares of common stock will be sold and delivered in this offering. As a result, investors are advised not to sell shares of common stock to be acquired in this offering prior to the closing of this offering as secondary trades in the shares of common stock offered hereby will not settle if this offering does not close.

Registration rights may have an adverse effect on the market price of our common stock.

We have granted registration rights in connection with the restructured warrants and shares of our common stock to be issued in the Exchanges, which require us to file a shelf registration statement as soon as practicable following the issuance of the restructured warrants, but in no event later than 15 business days following the issuance of the restructured warrants. This shelf registration statement will be required to cover the exercise and resale of 14,368,525 restructured warrants, the resale of 14,368,525 shares of our common stock underlying such restructured warrants and the resale of 1,244,923 shares of our common stock issued in the Exchanges. We expect to issue the restructured warrants immediately following the closing of the Acquisition. If the shelf registration statement is not declared effective by the SEC within 30 business days following the issuance of the restructured warrants, the Warrantholders have the right to sell to us, for cash, the restructured warrants for a price equal to the difference between the weighted average price of the shares of our common stock during a certain period over the exercise price of the restructured warrants.

In addition, as soon as practicable following closing of Acquisition, we intend to file a shelf registration statement to permit holders of 13,526,667 warrants to convert such warrants and receive 13,526,667 shares of our common stock.

At the closing of the Acquisition, we will also enter into a registration rights agreement with each seller of Iridium Holdings units, our founding stockholder and our other initial stockholders. Greenhill Europe has agreed to become a party to this registration rights agreement upon its conversion of the $22.9 million note it holds into shares of our common stock, which may occur no earlier than October 24, 2009. Pursuant to this registration rights agreement, such persons will be granted certain registration rights with respect to the registration of

S-17

Table of Contents

38,448,824 shares of common stock and 130,437 warrants, which includes shares of our common stock received by holders of Iridium Holdings units in the Acquisition, shares of our common stock and warrants held by our founding and initial stockholders and the common stock issuable upon conversion of the note held by Greenhill Europe. Under this registration rights agreement, we will be required to file a shelf registration statement as soon as reasonably practicable after the closing of the Acquisition and related transactions, with a view to such registration statement becoming effective six months from the date of the closing of the Acquisition. However, pursuant to an underwriting agreement dated September 23, 2009, we have agreed not to file this registration statement for a period of 90 days after the date of this prospectus supplement.

Certain holders of the registration rights, subject to certain limitations, may exercise a demand registration right in order to permit such holders to sell their registrable shares of common stock in an underwritten public offering under the shelf registration statement. Whenever we propose to register any of our securities under the Securities Act, holders of registration rights will have the right to request the inclusion of their registrable shares of common stock in such registration.

Each seller of Iridium Holdings units who receives shares of our common stock at the closing of the Acquisition, our founding stockholder and our other initial stockholders have agreed to a one-year lock-up for the shares of our common stock they will hold following the closing of the Acquisition, except for underwritten secondary offerings approved by our Board of Directors anytime after six months from the closing of the Acquisition. Greenhill Europe has agreed to enter into a similar one-year lock-up, also subject to the exception described above, commencing on the date it converts the $22.9 million note it holds into shares of our common stock and enters into the registration rights agreement described above. In addition, we, each of our directors and our executive officers, and certain of our stockholders, have agreed to a lock-up for a period of 90 days after the date of this prospectus supplement. These lock-ups limit, to an extent, the volume of our shares available for public trading, which may have an adverse effect on the market for our common stock.

The resale of shares of our common stock in the public market upon exercise of these registration rights could adversely affect the market price of our common stock or impact our ability to raise additional equity capital.

The price of our common stock after the Acquisition might be less than what you agreed to pay for your shares of common stock prior to the Acquisition.

The market price of our common stock may decline as a result of the Acquisition if, among other things:

- the market for common shares of companies in the satellite industry is volatile;
- we do not perform as expected;
- there are mergers, consolidations or strategic alliances in the satellite industry;
- the market valuations of our industry peers decline;
- market conditions in the satellite industry fluctuate;
- there are adverse actual or anticipated changes in economic, political or market conditions;
- we do not achieve the perceived benefits of the Acquisition as rapidly as, or to the extent anticipated by, financial or industry analysts;

S-18

the effect of the Acquisition on our financial results is not consistent with the expectations of financial or industry analysts;

the capital markets are in a distressed state; or

stockholders with registration rights exercise such registration rights and sell a large number of shares of our common stock.

The market price of our common stock may decline in reaction to events that affect other companies in our industry even if those events do not directly affect us. If the market price of our common stock declines, our stockholders may experience a loss and we may not be able to raise additional capital in the future, if necessary, in the equity markets.

If the Acquisition s benefits do not meet the expectations of the marketplace, investors, financial analysts or industry analysts, the market price of our securities may decline.

The market price of our common stock may decline as a result of the Acquisition if we do not perform as expected or if we do not otherwise achieve the perceived benefits of the Acquisition as rapidly as, or to the extent anticipated by, the marketplace, investors, financial analysts or industry analysts. If the market price of our common stock declines, our stockholders may experience a loss and we may not be able to raise future capital, if necessary, in the equity markets.

Risks Related to Iridium Holdings Business

Iridium Holdings business plan depends on both increased demand for mobile satellite services and its ability to successfully implement it.

The business plan of Iridium Holdings is predicated on growth in demand for mobile satellite services. Demand for mobile satellite services may not grow, or may even contract, either generally or in particular geographic markets, for particular types of services or during particular time periods. A lack of demand could impair Iridium Holdings ability to sell its products and services, develop and successfully market new products and services and/or could exert downward pressure on prices. Any such decline would decrease its revenues and profitability and negatively affect its ability to generate cash for investments and other working capital needs.

The ability of Iridium Holdings to successfully implement its business plan will also depend on a number of other factors, including:

its ability to maintain the health, capacity and control of its existing satellite network;

its ability to contract for the design, construction, delivery and launch of Iridium NEXT and related ground infrastructure, products and services, and, once launched, its ability to maintain the health, capacity and control of such satellite constellation;

the level of market acceptance and demand for its products and services;

its ability to introduce innovative new products and services that satisfy market demand;

its ability to obtain additional business using its existing spectrum resources both in the United States and internationally;

its ability to sell its products and services in additional countries;

its ability to maintain its relationship with U.S. government customers, particularly the DoD;

Table of Contents

the ability of Iridium Holdings distributors to market and distribute its products, services and applications effectively and their continued development of innovative and improved solutions and applications for its products and services;

the effectiveness of Iridium Holdings competitors in developing and offering similar services and products; and

its ability to maintain competitive prices for Iridium Holdings products and services and control costs.

Iridium Holdings will need additional capital to develop, manufacture and launch Iridium NEXT and related ground infrastructure, products and services, and pursue additional growth opportunities. If Iridium Holdings fails to obtain sufficient capital, it will not be able to successfully implement its business plan.

Iridium Holdings business plan calls for the development of Iridium NEXT, the development of new product and service offerings, upgrades to its current services, hardware and software upgrades to maintain its ground infrastructure and upgrades to its business systems. Iridium Holdings estimates the gross costs associated with designing, building and launching Iridium NEXT and related infrastructure upgrades to be approximately $2.7 billion. Iridium Holdings expects to fund a majority of these costs from internally generated cash flows, revenues from secondary payloads and proceeds from debt and equity offerings as well as the Acquisition. However, there can be no assurance that Iridium Holdings will be able to obtain sufficient capital to implement its business plan, due to increased costs, lower revenues or inability to obtain additional financing. If Iridium Holdings does not obtain such funds, its ability to maintain its network, develop, manufacture and launch Iridium NEXT and related ground infrastructure, products and services, and pursue additional growth opportunities will be impaired, which would adversely affect its business, results of operations and financial condition.

The recent global economic crisis and related tightening of credit markets has also made it more difficult and expensive to raise capital. Iridium Holdings ability to obtain additional capital to finance Iridium NEXT and related ground infrastructure, products and services, and other capital requirements may be adversely impacted by the continuation of these market conditions. If Iridium Holdings is unable to obtain additional capital on acceptable terms or at all, it may not be able to fully implement its business plan, which would limit the development of its business and its future growth and have a material adverse effect on Iridium Holdings business, financial condition, results of operations and liquidity.

Iridium Holdings satellites have a limited life and may fail prematurely, which would cause its network to be compromised and materially and adversely affect its business, prospects and profitability.

Since Iridium Holdings reintroduced commercial services in 2001, six of its satellites have failed in orbit which have resulted in either the complete loss of the affected satellites or the loss of the ability of the satellite to carry traffic on the network, and one satellite was lost as a result of a collision with a non-operational Russian satellite. While Iridium Holdings expects its current constellation to provide a commercially-acceptable level of service through 2014, it cannot guarantee it will be able to provide such level of service through 2014 or through the transition period to Iridium NEXT. Also, Iridium Holdings satellites have so far exceeded their original design lives and the actual useful lives of its satellites may be shorter than Iridium Holdings expects. In addition, additional satellites may fail or collide with space debris or other satellites in the future, and Iridium Holdings cannot assure you that its seven in-orbit spares will be sufficient to replace such satellites or that it will be able to replace them in a timely manner.

In-orbit failure may result from various causes, including component failure, loss of power or fuel, inability to control positioning of the satellite, solar or other astronomical events, including solar radiation and flares and space debris. Other factors that could affect the useful lives of its satellites include the quality of construction, gradual degradation of solar panels and the durability of components. Radiation induced failure of satellite components may result in damage to or loss of a satellite before the end of its expected life. As a result, fewer than 66 of its in-orbit satellites may be fully functioning at any time. As Iridium Holdings constellation has aged, some of its satellites have experienced individual component failures affecting their coverage and/or transmission capacity and other satellites may experience such failures in the future, adversely affecting the reliability of its service, which may adversely affect Iridium Holdings business, financial condition, results of operations and liquidity. Although Iridium Holdings does not incur any direct cash costs related to the failure of a satellite, if a satellite fails, Iridium Holdings records an impairment charge reflecting its net book value.

Iridium Holdings has categorized three types of anomalies among the satellites in its constellation that, if they materialize throughout the satellite constellation, have the potential for a significant operational impact. These include: (i) a non-recoverable anomalous short circuit in a satellite s Integrated Bus Electronics (IBE); (ii) excessive power subsystem degradation resulting from satellite battery wear-out or excessive loss of solar array power output; and (iii) failures in critical payload electronic parts arising from accumulated radiation exposure.

Iridium Holdings experienced its first satellite failure in July 2003. This failure was attributed to a non-recoverable anomalous short circuit in the satellite s IBE. Two additional satellites failed as a result of this anomaly in August 2005 and December 2006. In part, as a response to this anomaly, Iridium Holdings has implemented several procedures across its constellation to attempt to mitigate the severity of a similar anomaly in the future and/or prevent it from resulting in mission-critical failures of its other satellites. These procedures include reducing the peak operating temperature of the IBE during portions of the solar season, as well as modifying the on-board software of its satellites to immediately carry out certain autonomous actions upon detecting future occurrences of this type of anomaly. However, there can be no assurance such procedures will be effective.

Iridium Holdings has experienced three additional satellite failures unrelated to IBE short circuits. In April 2005, one of its satellites failed as a result of a radiation-induced single event upset anomaly, which corrupted the satellite s on-board time reference. Accurate time reference is critical to determine a satellite s ephemeris (its orbital location with respect to the earth), attitude (its pointing direction) and the sun s position. In December 2005, Iridium Holdings was unable to remedy a failure in the crosslink digital reference oscillator of another of its satellites, resulting in the satellite s failure. Failure of the digital reference oscillator disables the affected satellite s crosslinks and, thus, its ability to communicate with the rest of the satellite constellation. More recently, in July 2008, another of Iridium Holdings satellites experienced an attitude control anomaly as a result of sudden loss of communications between its IBE and its primary space vehicle and routing computer. The nature of this anomaly coupled with the software state of the vehicle at the time (resulting from an on-board software fault response to a prior anomaly) resulted in the inability of the on-board software to correct the computer communications anomaly and control of the satellite was lost.

Iridium Holdings has been occasionally advised by its customers and end-users of temporary intermittent losses of signal cutting off calls in progress, preventing completions of calls when made or disrupting the transmission of data. If the magnitude or frequency of such problems increase and Iridium Holdings is no longer able to provide a commercially-acceptable level of service, its business and its ability to complete its business plan would be materially and adversely affected.

Table of Contents

Iridium Holdings may be required in the future to make further changes to its constellation to maintain or improve its performance. Any such changes may require prior FCC approval and the FCC might not give such approval or may subject the approval to other conditions that will have a material adverse effect on Iridium Holdings business. In addition, from time to time Iridium Holdings may reposition its satellites within the constellation in order to optimize its service, which could result in degraded service during the repositioning period. Although there are some remote tools Iridium Holdings uses to remedy certain types of problems affecting the performance of its satellites, the physical repair of its satellites in space is not feasible.

Additional Iridium Holdings satellites may collide with space debris or another spacecraft, which could adversely affect the performance of its constellation and business.

On February 10, 2009, Iridium Holdings lost an operational satellite (SV33) as a result of a collision with a non-operational Russian satellite (Cosmos 2251). Although Iridium Holdings has some ability to actively maneuver its satellites to avoid potential collisions with space debris or other spacecraft, this ability is limited by, among other factors, insufficient and unreliable data to predict potential collisions and the inaccuracy of conjunction assessments. If Iridium Holdings constellation experiences additional satellite collisions with space debris or other spacecrafts, its ability to operate its constellation may be impaired and its business may suffer.

The space debris created by the recent satellite collision may cause damage to other spacecraft positioned in a similar orbital altitude.

The collision of an Iridium Holdings satellite with a non-operational Russian satellite created a space debris field in the orbital altitude where the collision occurred, and thus increased the risk of space debris damaging or interfering with the operation of Iridium Holdings satellites which travel in this orbital altitude and satellites owned by third parties, such as U.S. or foreign governments or agencies and other satellite operators. Although there are tools used by Iridium Holdings and providers of tracking services (such as the U.S. Joint Space Operations Center) to detect, track and identify space debris, Iridium Holdings or third parties may not be able to maneuver their satellites away from such debris in a timely manner. Any such collision could potentially expose Iridium Holdings to significant losses and liability.

If Iridium Holdings experiences operational disruptions with respect to its commercial gateway or operations center, Iridium Holdings may not be able to provide service to its customers.

Iridium Holdings commercial satellite network traffic is supported by a primary ground station gateway in Tempe, Arizona. In addition, Iridium Holdings operates its satellite constellation from its satellite network operations center in Leesburg, Virginia. Currently, Iridium Holdings back-up facilities would not be able to quickly and fully replace its Arizona gateway and Virginia operations center if either experienced a catastrophic failure. Both facilities are subject to the risk of significant malfunctions or catastrophic loss due to unanticipated events and would be difficult to replace or repair and could require substantial lead-time to do so. Material changes in the operation of these facilities may be subject to prior FCC approval and the FCC might not give such approval or may subject the approval to other conditions that will have a material adverse effect on Iridium Holdings business. Iridium Holdings may also experience service shutdowns or periods of reduced service in the future as a result of regulatory issues, equipment failure or delays in deliveries. Any such failure would impede its ability to provide service to its customers, which would have a material adverse effect on its business, financial condition and results of operations.

Table of Contents

If Iridium Holdings is unable to effectively develop and deploy Iridium NEXT before its current satellite constellation ceases to provide a commercially acceptable level of service, Iridium Holdings business will suffer.

Iridium Holdings is currently developing Iridium NEXT which Iridium Holdings expects to commence launching in 2014. While Iridium Holdings expects its current constellation to provide a commercially acceptable level of service through 2014, Iridium Holdings cannot guarantee it will provide a commercially acceptable level of service through 2014 or through the transition period to Iridium NEXT. If Iridium Holdings is unable, for any reason, including manufacturing or launch delays, launch failures, in-orbit satellite failures, inability to achieve and/or maintain orbital placement, delays in receiving regulatory approvals or insufficient funds, to deploy Iridium NEXT before its current constellation ceases to provide a commercially acceptable level of service or if Iridium Holdings experiences backward compatibility problems with its new constellation once deployed, Iridium Holdings will likely lose customers and business opportunities to its competitors, resulting in a decline in revenues and profitability as its ability to provide a commercially acceptable level of service is impaired.

Iridium NEXT may not be completed on time, and the costs associated with it may be greater than expected.

Iridium Holdings estimates the gross costs associated with designing, building and launching Iridium NEXT and related infrastructure upgrades to be approximately $2.7 billion. Iridium Holdings may not complete Iridium NEXT and related infrastructure, products and services on time, on budget or at all. Design, manufacture and launch of satellite systems are highly complex and historically have been subject to delays and cost over-runs. Development of Iridium NEXT may suffer from delays, interruptions or increased costs due to many factors, some of which may be beyond its control, including:

- lower than anticipated demand for mobile satellite services;
- lower than expected secondary payload funding;
- its inability to obtain capital to finance Iridium NEXT and related ground infrastructure, products and services on acceptable terms or at all;
- engineering and/or manufacturing performance falling below expected levels of output or efficiency;
- denial or delays in receipt of regulatory approvals or non-compliance with conditions imposed by regulatory authorities;
- the breakdown or failure of equipment or systems;
- non-performance by third-party contractors, including the prime system contractor;
- the inability to license necessary technology on commercially reasonable terms or at all;
- launch delays or failures or in-orbit satellite failures once launched;
- labor disputes or disruptions in labor productivity or the unavailability of skilled labor;
- increases in the costs of materials;
- changes in project scope;

S-23

Table of Contents

additional requirements imposed by changes in laws; or

severe weather or catastrophic events such as fires, earthquakes, storms or explosions.

While Iridium Holdings expects to fund a majority of the costs associated with Iridium NEXT from internally generated cash flows and secondary payload funding as well as proceeds from the Acquisition, Iridium Holdings will need to raise additional debt or equity to finance the rest of such costs, including amounts arising from cost-overruns or if internally generated funds or secondary payloads funding are less than anticipated. Such capital may not be available to Iridium Holdings on acceptable terms or at all.

If any of the above events occur, they could have a material adverse effect on Iridium Holdings ability to continue to develop Iridium NEXT and related infrastructure, products and services, which would materially adversely affect its business, financial condition and results of operations.

Loss of any second-generation satellite during launch could delay or impair Iridium Holdings ability to offer its services, and launch insurance, to the extent available, will not fully cover this risk.

The launch of Iridium Holdings second-generation satellites could be subject to delays and risks (See If Iridium Holdings is unable to effectively develop and deploy Iridium NEXT before its current satellite constellation ceases to provide a commercially acceptable level of service, Iridium Holdings business will suffer above for more information). Iridium Holdings expects to insure a portion of the launch of its second-generation satellites and self-insure the remaining portion. Launch insurance currently costs approximately 10% to 20% of the insured value of the satellites launched (including launch costs), but may vary depending on market conditions and the safety record of the launch vehicle. In addition, Iridium Holdings expects any launch insurance policies that it obtains to include specified exclusions, deductibles and material change limitations. Typically, these insurance policies exclude coverage for damage arising from acts of war, lasers and other similar potential risks for which exclusions are customary in the industry. If launch insurance rates were to rise substantially, Iridium Holdings future launch costs could increase. It is also possible that insurance could become unavailable or prohibitively expensive, either generally or for a specific launch vehicle or that new insurance could be subject to broader exclusions on coverage or limitations on losses, in which event Iridium Holdings would bear the risk of launch failures. Even if a lost satellite is fully insured, acquiring a replacement satellite may be difficult and time consuming and could delay the deployment of Iridium NEXT. Furthermore, launch insurance typically does not cover lost revenue.

Iridium Holdings may be unable to obtain and maintain in-orbit liability insurance, and the insurance Iridium Holdings obtains may not cover all liabilities to which Iridium Holdings may become subject.

Pursuant to Iridium Holdings and Iridium Satellite LLC s transition services, products and asset agreement with Motorola, and the agreement between Iridium Satellite LLC (Iridium Satellite), The Boeing Company (Boeing), Motorola and the U.S. government, Iridium Satellite is required to maintain an in-orbit liability insurance policy with a de-orbiting endorsement. The current policy (together with the de-orbiting endorsement) covers amounts that Iridium Satellite and certain other named parties may become liable to pay for bodily injury and/or property damages to third parties related to processing, maintaining and operating its satellite constellation and, in the case of the de-orbiting endorsement, de-orbiting its satellite constellation. The current policy has a one-year term, which expires December 12, 2009. The price, terms and availability of insurance have fluctuated significantly since Iridium Holdings began offering commercial satellite services. The cost of obtaining insurance can vary as a result of either satellite failures or general conditions in the insurance industry. Higher premiums on

Table of Contents

insurance policies would increase its cost. In-orbit liability insurance policies on satellites may not continue to be available on commercially reasonable terms or at all. In addition to higher premiums, insurance policies may provide for higher deductibles, shorter coverage periods and additional policy exclusions. Iridium Holdings failure to renew its current in-orbit liability insurance policy or obtain a replacement policy would trigger certain de-orbit rights held by the U.S. government, Motorola and Boeing, adversely affecting its ability to provide commercially-acceptable level of services. See The U.S. government, Motorola and Boeing may unilaterally require Iridium Holdings to de-orbit its constellation upon the occurrence of certain events below for more information. In addition, even if Iridium Satellite continues to maintain any in-orbit liability insurance policy, the coverage may not protect it against all third-party losses, materially and adversely affecting its financial condition and results of operations if any such third-party losses were to occur.

Iridium Satellite s current in-orbit liability insurance policies contain, and any future policies are expected to contain, specified exclusions and material change limitations customary in the industry. These exclusions may relate to, among other things, losses resulting from acts of war, insurrection, terrorism or military action, government confiscation, strikes, riots, civil commotions, labor disturbances, sabotage, unauthorized use of the satellites and nuclear or radioactive contamination, as well as claims directly or indirectly occasioned as a result of noise, pollution, electrical and electromagnetic interference and interference with the use of property.

In addition to Iridium Satellite s in-orbit liability insurance policy, Motorola maintains product liability insurance to cover its potential liability as manufacturer of the satellites. Motorola may not in the future be able to renew its product liability coverage on reasonable terms and conditions, or at all. Any failure to maintain such insurance could expose Iridium Holdings to third-party damages that may be caused by any of its satellites.

Iridium Holdings does not maintain in-orbit insurance covering losses from satellite failures or other operational problems affecting its constellation.

Iridium Holdings does not maintain in-orbit insurance covering losses that might arise as a result of a satellite failure or other operational problems affecting its constellation. Even if Iridium Holdings obtains in-orbit insurance in the future, the coverage may not be sufficient to compensate Iridium Holdings for satellite failures and other operational problems affecting its satellites. As a result, a failure of one or more if Iridium Holdings satellites or the occurrence of equipment failures and other related problems would constitute an uninsured loss and could have a material adverse effect on its financial condition and results of operations.

Iridium Holdings may be negatively affected by current global economic conditions.

Iridium Holdings operations and performance depend significantly on worldwide economic conditions. Uncertainty about current global economic conditions poses a risk as individual consumers, businesses and governments may postpone spending in response to tighter credit, negative financial news, declines in income or asset values and/or budgetary constraints. Reduced demand for Iridium Holdings products and services would adversely affect its business, financial condition and results of operations. While Iridium Holdings expects the number of its subscribers and revenues to continue to grow, it expects the future growth rate will be slower than its historical growth. Iridium Holdings expects its future growth rate will be impacted by the current economic slowdown, increased competition, maturation of the satellite communications industry and the difficulty in sustaining high growth rates as Iridium Holdings increases in size. The recent appreciation of the U.S. dollar may also negatively impact its growth by increasing the cost of its products and services in foreign countries.

Table of Contents

Iridium Holdings could lose market share and revenues as a result of increasing competition from companies in the wireless communications industry, including cellular and other satellite operators, and from the extension of land-based communication services.

Iridium Holdings faces intense competition in all of its markets, which could result in a loss of customers and lower revenues and make it more difficult for Iridium Holdings to enter new markets. Iridium Holdings competes primarily on the basis of coverage, quality, portability and pricing of services and products.

There are currently six other satellite operators providing services similar to Iridium Holdings on a global or regional basis: Inmarsat, Globalstar, Orbcomm, SkyTerra, Thuraya and Asia Cellular Satellites. In addition, several regional mobile satellite services companies, including ICO, TerreStar and SkyTerra are attempting to exploit their spectrum positions into a U.S. consumer mobile satellite services business. The provision of satellite-based services and products is subject to downward price pressure when capacity exceeds demand or as a result of aggressive discounting by certain operators under financial pressure to expand their respective market share. Certain satellite operators, for example, subsidize the prices of their products, such as satellite handsets. In addition, Iridium Holdings may face competition from new competitors or new technologies, which may materially adversely affect its business plan. For example, Iridium Holdings may face competition for its land-based services in the United States from incipient Ancillary Terrestrial Component (ATC) service providers who are currently raising capital and designing a satellite operating business and a terrestrial component around their spectrum holdings. As a result of competition, Iridium Holdings may not be able to successfully retain its existing customers and attract new customers.

In addition to its satellite-based competitors, terrestrial voice and data service providers, both wireline and wireless, are expanding into rural and remote areas and providing the same general types of services and products that Iridium Holdings provides through its satellite-based system. Although satellite communications services and terrestrial communications services are not perfect substitutes, the two compete in certain markets and for certain services. Consumers generally perceive terrestrial wireless voice communication products and services as cheaper and more convenient than satellite-based ones. Many of its terrestrial competitors have greater resources, wider name recognition and newer technologies than Iridium Holdings does. In addition, industry consolidation could adversely affect Iridium Holdings by increasing the scale or scope of its competitors and thereby making it more difficult for Iridium Holdings to compete.

Rapid and significant technological changes in the satellite communications industry may impair Iridium Holdings competitive position and require Iridium Holdings to make significant additional capital expenditures.

Much of the hardware and software utilized in operating Iridium Holdings gateway was designed and manufactured over ten years ago and portions are becoming obsolete. As they continue to age, they may become less reliable and will be more difficult and expensive to service, upgrade or replace. Although Iridium Holdings maintains inventories of certain spare parts, it nonetheless may be difficult or impossible to obtain all necessary replacement parts for the hardware. Its business plan contemplates updating or replacing certain hardware and software in its network, but Iridium Holdings may not be successful in these efforts, and the cost may exceed its estimates. The space and communications industries are subject to rapid advances and innovations in technology. Iridium Holdings may face competition in the future from companies using new technologies and new satellite systems. New technology could render its system obsolete or less competitive by satisfying customer demand in more attractive ways or through the introduction of incompatible standards. Particular technological developments that could adversely affect Iridium Holdings include the deployment by its competitors of new satellites with greater power, flexibility, efficiency or capabilities than Iridium Holdings current

Table of Contents

constellation and Iridium NEXT, as well as continuing improvements in terrestrial wireless technologies. For Iridium Holdings to keep up with technological changes and remain competitive, it may need to make significant capital expenditures. Customer acceptance of the products and services that Iridium Holdings offers will continually be affected by technology-based differences in its product and service offerings compared to those of its competitors. New technologies may be protected by patents or other intellectual property laws and therefore may not be available to Iridium Holdings. Any failure by Iridium Holdings to implement new technology within its system may have a material adverse effect on its business, results of operations and financial condition.

Use by Iridium Holdings competitors of L-band spectrum for terrestrial services could interfere with its services.

In February 2003, the FCC, adopted rules that permit satellite service providers to establish ATC networks. ATC frequencies are designated in previously satellite-only bands at 1.5 GHz, 1.6 GHz, 2 GHz and 2.5 GHz. The implementation of ATC services by satellite service providers in the United States or other countries may result in increased competition for the right to use L-band spectrum, which Iridium Holdings uses to provide its services, and such competition may make it difficult for Iridium Holdings to obtain or retain the spectrum resources Iridium Holdings requires for its existing and future services. In addition, the FCC s decision to permit ATC services was based on certain assumptions, particularly relating to the level of interference that the provision of ATC services would likely cause to other satellite service providers, which use the L-band spectrum. If the FCC s assumptions prove inaccurate, or the level of ATC services provided exceeds those estimated by the FCC, ATC services could interfere with Iridium Holdings satellites and devices, which may adversely impact its services. Outside the United States, other countries are actively considering implementing regulations to facilitate ATC services.

Iridium Holdings networks and those of its third-party service providers may be vulnerable to security risks.

Iridium Holdings expects the secure transmission of confidential information over public networks to continue to be a critical element of its operations. Iridium Holdings network and those of its third-party service providers and its customers may be vulnerable to unauthorized access, computer viruses and other security problems. Persons who circumvent security measures could wrongfully obtain or use information on the network or cause interruptions, delays or malfunctions in its operations, any of which could have a material adverse effect on Iridium Holdings business, financial condition and results of operations. Iridium Holdings may be required to expend significant resources to protect against the threat of security breaches or to alleviate problems, including reputational harm and litigation, caused by any breaches. In addition, Iridium Holdings customer contracts, in general, do not contain provisions which would protect it against liability to third-parties with whom its customers conduct business. Although Iridium Holdings has implemented and intends to continue to implement industry-standard security measures, these measures may prove to be inadequate and result in system failures and delays that could lower network operations center availability and have a material adverse effect on Iridium Holdings business, financial condition and results of operations.

Sales to U.S. government customers, particularly the DoD, represent a significant portion of Iridium Holdings revenues.

The U.S. government, through a dedicated gateway owned and operated by the DoD, has been and continues to be, directly and indirectly, Iridium Holdings largest customer, representing approximately 21.1% and 23.1% of Iridium Holdings revenues for the year ended December 31, 2008 and the six months ended June 30, 2009, respectively. Iridium Holdings provides the

Table of Contents

majority of its services to the U.S. government pursuant to two one-year agreements, both of which are renewable for three additional one-year terms. The U.S. government may terminate these agreements, in whole or in part, at any time. If the U.S. government terminates its agreements with Iridium Holdings or fails to renew such agreements, Iridium Holdings business, financial condition and results of operations could be materially and adversely affected.

Iridium Holdings relationship with the U.S. government is subject to the overall U.S. government budget and appropriation decisions and processes. U.S. government budget decisions, including with respect to defense spending, are based on changing government priorities and objectives, which are driven by numerous factors, including geopolitical events and macroeconomic conditions, and are beyond Iridium Holdings control. Significant changes to U.S. defense spending, including as a result of the resolution of the conflicts in Iraq and Afghanistan, could negatively impact Iridium Holdings business, financial condition and results of operations.

Iridium Holdings is dependent on third parties to market and sell its products and services.

Iridium Holdings relies on third-party distributors to market and sell its products and services to end-users and to determine the prices end-users pay. Iridium Holdings also depends on its distributors to develop innovative and improved solutions and applications integrating its product and service offerings. As a result of these arrangements, Iridium Holdings is dependent on the performance of its distributors to generate substantially all of its revenues. Its distributors operate independently of Iridium Holdings, and Iridium Holdings has limited control over their operations, which exposes Iridium Holdings to significant risks. Distributors may not commit the necessary resources to market and sell Iridium Holdings products and services and may also market and sell competitive products and services. In addition, its distributors may not comply with the laws and regulatory requirements in their local jurisdictions, which may limit their ability to market or sell Iridium Holdings products and services. If current or future distributors do not perform adequately, or if Iridium Holdings is unable to locate competent distributors in particular countries and secure their services on favorable terms, or at all, Iridium Holdings may be unable to increase or maintain its revenues in these markets or enter new markets, and Iridium Holdings may not realize its expected growth, adversely affecting its profitability, liquidity and brand image.

In addition, Iridium Holdings may lose distributors due to competition, consolidation, regulatory developments, business developments affecting its partners or their customers or for other reasons. Any future consolidation of its distributors or the acquisition of a distributor by a competitor, such as the acquisition of Stratos Global Corporation, one of Iridium Holdings largest distributors, by Inmarsat, one of Iridium Holdings main competitors, also increases its reliance on a few key distributors of its services and the amount of volume discounts that Iridium Holdings may have to give such distributors. Iridium Holdings top ten distributors for the year ended December 31, 2008 and the six months ended June 30, 2009, accounted for, in the aggregate, approximately 52.0% and 47.2% of its total revenues, respectively. The loss of any of these distributors could reduce the distribution of Iridium Holdings products and services as well the development of new product solutions and applications, which may have a material adverse effect on Iridium Holdings business, financial condition and results of operations.

Iridium Holdings relies on a limited number of key vendors for timely supply of equipment and services.

Celestica Corporation (Celestica) is the manufacturer of all of Iridium Holdings current and next generation devices, including its mobile handsets, L-Band transceivers and short burst data modems. Celestica may choose to terminate its business relationship with Iridium Holdings when its current contractual obligations are completed in January 1, 2010. If Celestica terminates this relationship, Iridium Holdings may not be able to find a replacement supplier. In addition, as its sole supplier, Iridium Holdings is very dependent on Celestica s performance. If Celestica has difficulty manufacturing or obtaining the necessary parts or material to manufacture Iridium Holdings products, its business would be materially affected. Although Iridium Holdings may replace Celestica with another supplier, there could be a substantial period of time in which its products are not available and any new relationship may involve a significantly different cost structure, development schedule and delivery times.

In addition, Iridium Holdings depends on Boeing to provide operations and maintenance services with respect to its satellite network (including engineering, systems analysis and operations and maintenance services) from Iridium Holdings technical support center in Chandler, Arizona and its satellite network operations center in Leesburg, Virginia. Boeing provides these services pursuant to a long-term agreement that is concurrent with the expected useful life of Iridium Holdings constellation. Technological competence is critical to Iridium Holdings business and depends, to a significant degree, on the work of technically skilled employees, such as its Boeing contractors. If Boeing s performance falls below expected levels or if Boeing has difficulties retaining the employees or contractors servicing Iridium Holdings network, Iridium Holdings business would be materially, adversely affected. In addition, if Boeing terminates its agreement with Iridium Holdings, Iridium Holdings may not be able to find a replacement provider on favorable terms or at all, which could materially and adversely affect the operations and performance of its network. A replacement of Boeing as the operator of Iridium Holdings satellite system could also trigger certain de-orbit rights held by the U.S. government, adversely affecting Iridium Holdings ability to offer satellite communications services. See The U.S. government, Motorola and Boeing may unilaterally require Iridium Holdings to de-orbit its constellation upon the occurrence of certain events below for more information.

Iridium Holdings agreements with Motorola contain potential payment provisions which may apply to the Acquisition; and Iridium Holdings and Motorola are in discussions with respect to such provisions, the outcome of which is uncertain.

The Transition Services, Products and Asset Agreement (TSA) with Motorola provides for the payment to Motorola of $7.25 million plus certain accrued interest upon the occurrence of a triggering event. A triggering event means the first to occur of: (a) a change of control, (b) the consummation of an initial public offering by Iridium Holdings, (c) a sale of all or a material portion of the assets of Iridium Holdings or (d) December 11, 2010. A change of control means, subject to certain exceptions, the occurrence of any of the following events: (a) any initial investor, together with such person s affiliates, shall have acquired beneficial ownership of interests entitling the holders thereof to more than 50% of the income of, or the liquidation proceeds from, Iridium Holdings; (b) any person who is not an initial investor, together with such person s affiliates and with other persons constituting a group (within the meaning of Section 13(d) or 14(d) of the Securities Exchange Act of 1934, as amended) shall have acquired beneficial ownership of interests entitling the holders thereof to more than 50% of the income of, or the liquidation proceeds from, Iridium Holdings; or (c) Iridium Holdings shall cease to own 100% of the equity interests of Iridium Satellite. Iridium Holdings has been accruing this future payment obligation in its historical financial statements.

The Senior Subordinated Term Loan Agreement (the Note Agreement) with Motorola also has certain future payment obligations. Under the Note Agreement, Iridium Holdings is required to pay Motorola a commitment fee of $5.0 million upon the earlier of December 11, 2010 and the occurrence of a triggering event. Iridium Holdings has been accruing this future payment obligation in its historical financial statements.

Table of Contents

Furthermore, in the event of a distribution event, Iridium Holdings is required to pay Motorola a loan success fee equal to the amount that a holder of Class B units in Iridium Holdings constituting 5% of the total number of issued and outstanding units (both Class A and B) would have received in the distribution event. A distribution event means the (a) direct or indirect (i) payment of any dividend or other distribution (in the form of cash or otherwise) in respect of the equity interests of Iridium Holdings or (ii) purchase, conversion, redemption or other acquisition for value or otherwise by Iridium Holdings of any equity interest in Iridium Holdings or (b) initial public or any secondary offering by Iridium Holdings in which any holders of equity interests in Iridium Holdings are afforded the opportunity to participate as a selling equity holder in such offering.

In addition to the above obligations, upon the first to occur of (a) any change of control or (b) the sale of all or a material portion of the assets of Iridium Holdings, Iridium Holdings is required to pay a cash amount equal to the lesser of (i) an amount to be determined based on a multiple of earnings before interest, taxes, depreciation, and amortization less capital contributions not returned to Class A Unit holders and the amount of the $5.0 million commitment fee discussed above which has been or is concurrently being paid and (ii) the value of the consideration that a holder of Class B Units in Iridium Holdings constituting 5% of the total number of issued and outstanding units (both Class A and B) would receive in the transaction.

Iridium Holdings believes that it is unclear whether and how any of the foregoing provisions were intended to apply to a transaction such as the Acquisition. As a result, Iridium Holdings contacted Motorola to discuss deleting these provisions and Motorola has responded that it believes that pursuant to these provisions, it should receive at closing approximately $3.9 million in cash and 1.5 million shares of our common stock and acceleration of the $12.3 million outstanding payment obligations (plus $1.9 million of accrued interest and $1.3 million of certain other potential fees) under the TSA and Note Agreement. Iridium Holdings and Motorola are continuing to discuss an appropriate resolution under these provisions of the TSA and Note Agreement, but there can be no assurances as to whether these provisions will be deleted and how much consideration will be paid to Motorola.

Iridium Holdings is dependent on intellectual property licensed from Motorola and other third parties.

Iridium Holdings licenses substantially all system technology, including software and systems to operate and maintain its network as well as technical information for the design and manufacture of its devices, from Motorola. Iridium Holdings maintains its licenses with Motorola pursuant to several long-term agreements. These agreements can be terminated by Motorola upon: (i) any material change to certain portions of the certificate of formation and operating agreement of the Iridium Holdings subsidiary that is party to the agreements; (ii) any change of control (as defined in the TSA); (iii) the commencement by Iridium Holdings of any voluntary bankruptcy proceeding; or (iv) the material failure of Iridium Holdings to perform or comply with any provision of the agreements. Motorola has assigned a portion of the patents comprising these licenses to a third-party. Iridium Holdings also licenses additional system technology from several other third parties. If Motorola or any such third party were to terminate any license agreement or cease to support and service this technology, or if Iridium Holdings is unable to renew such licenses on commercially reasonable terms or at all, it may be difficult, more expensive or impossible to obtain such services from alternative vendors. Any substitute technology may also have lower quality or performance standards, which would adversely affect the quality of Iridium Holdings products and services. For more information, see Risk Factors Iridium Holdings agreements with Motorola contain potential payment provisions which may apply to the Acquisition; and Iridium Holdings and Motorola are in discussions with respect to such provisions, the outcome of which is uncertain.

In connection with the design, manufacture and operation of Iridium NEXT and related ground infrastructure, products and services**,** Iridium Holdings may be required to obtain certain additional intellectual property rights from Motorola and other third parties, including, potentially, a third party to whom Motorola has advised Iridium Holdings that it has transferred certain patents rights associated with the existing Iridium network. There can be no assurance that Iridium Holdings will be able to obtain such intellectual property rights on commercially reasonable terms or at all. If Iridium Holdings is unable to obtain such intellectual property rights or is unable to obtain such rights on commercially reasonable terms, Iridium Holdings may not complete Iridium NEXT and related ground infrastructure, products and services on budget or at all.

Iridium Holdings has been and may in the future become subject to claims that its products violate the patent or intellectual property rights of others, which could be costly and disruptive to Iridium Holdings.

Iridium Holdings operates in an industry that is susceptible to significant intellectual property litigation. As a result, Iridium Holdings or its products may become subject to intellectual property infringement claims or litigation. The defense of intellectual property suits, even if frivolous, is both costly and time consuming and may divert management s attention from other business concerns. An adverse determination in litigation to which Iridium Holdings may become a party could, among other things:

- subject Iridium Holdings to significant liabilities to third parties, including treble damages;
- require disputed rights to be licensed from a third party for royalties that may be substantial;
- require Iridium Holdings to cease using such technology; or
- prohibit Iridium Holdings from selling certain of its products or offering certain of its services.

Any of these outcomes may have a material adverse effect on Iridium Holdings business, financial condition and results of operations.

Conducting and expanding its operations outside the United States involves special challenges that Iridium Holdings may not be able to meet which may adversely affect its business.

Iridium Holdings determines the country in which it earns its revenues based on where it invoices its distributors. These distributors sell services directly or indirectly to end-users, who may be located or use Iridium Holdings products and services elsewhere. Iridium Holdings cannot provide the geographical distribution of end-users, because it does not contract directly with them. According to Iridium Holdings estimates, commercial data traffic originating outside the U.S. accounted for 74.7% of its total data traffic for the year ended December 31, 2008 and 69.9% of its total data traffic for the six months ended June 30, 2009, while commercial voice traffic originating outside the U.S. accounted for 90.1% of its total voice traffic for the year ended December 31, 2008 and 90.6% of its total voice traffic for the six months ended June 30, 2009. Iridium Holdings is also seeking authorization to offer to sell its services in China, Russia, Mexico, India and South Africa. While expanding its international operations would advance Iridium Holdings growth, it would also increase numerous risks, including:

- difficulties in penetrating new markets due to established and entrenched competitors;

Table of Contents

- difficulties in developing products and services that are tailored to the needs of local customers;
- lack of local acceptance or knowledge of its products and services;
- lack of recognition of its products and services;
- unavailability of or difficulties in establishing relationships with distributors;
- significant investments, including the development and deployment of dedicated gateways as certain countries require physical gateways within their jurisdiction to connect the traffic coming to and from their territory;
- instability of international economies and governments;
- changes in laws and policies affecting trade and investment in other jurisdictions;
- exposure to varying legal standards, including intellectual property protection and foreign state ownership laws, in other jurisdictions;
- difficulties in obtaining required regulatory authorizations;
- difficulties in enforcing legal rights in other jurisdictions;
- changing and conflicting national and local regulatory requirements; and
- foreign currency exchange rates and exchange controls.

These risks could affect Iridium Holdings ability to successfully compete and expand internationally, which may adversely affect its business, financial condition and results of operations.

The prices for most of its products and services are denominated in U.S. dollars. Any appreciation of the U.S. dollar against other currencies will increase the cost of its products and services to its international customers and, as a result, may reduce the competitiveness of its international offerings and its international growth.

Iridium Holdings currently is unable to offer service in important regions of the world due to regulatory requirements, which is limiting its growth and its ability to compete.

Iridium Holdings ability to provide service in certain regions is limited by local regulations as certain countries, such as China, Russia and India, have specific regulatory requirements such as local ownership requirements and/or requiring physical gateways within their jurisdiction to connect traffic coming to and from their territory. While Iridium Holdings is currently in discussions with parties in such countries to satisfy these regulatory requirements, Iridium Holdings may not be able find an acceptable local partner or reach an agreement to develop additional gateways or the cost of developing and deploying such gateways may be prohibitive, which could impair its ability to expand its product and service offerings in such areas and undermine its value for potential users who require service in these areas. The inability to offer to sell its products and services in all major international markets may have a material adverse effect on its business, financial condition and results of operations. In addition, the construction of such gateways in foreign countries may require Iridium Holdings to comply with certain U.S. regulatory requirements which may contravene the laws or regulations of the local jurisdiction.

The U.S. government, Motorola and Boeing may unilaterally require Iridium Holdings to de-orbit its constellation upon the occurrence of certain events.

When Iridium Satellite purchased the assets of Iridium LLC out of bankruptcy, Boeing, Motorola and the US government insisted on having certain de-orbit rights as a way to control potential liability risk arising from future operation of the constellation, and provide for the U.S. government s obligation to indemnify Motorola. As a result, an agreement was entered into among Iridium Satellite, Boeing, Motorola and the U.S. government, the U.S. government obtained the right to, in its sole discretion, require Iridium Holdings to de-orbit its constellation upon the occurrence of any of the following with respect to Iridium Satellite: (a) its failure to pay certain insurance premiums or maintain insurance; (b) its bankruptcy; (c) its sale or the sale of any major asset in Iridium Holdings satellite system; (d) Boeing s replacement as the operator of Iridium Holdings satellite system; (e) its failure to provide certain notices as contemplated by the agreement; or (f) at any time after June 5, 2009, unless extended by the U.S. government. The U.S. government also has the right to require Iridium Holdings to de-orbit any of its individual functioning satellites (including in-orbit spares) that have been in orbit for more than seven years, unless the U.S. government grants a postponement. As of August 2009, all of Iridium Holdings functioning satellites have been on orbit for more than seven years. Iridium Holdings is currently in discussion with the U.S. government to extend the 2009 deadline.

Motorola also has the right to de-orbit Iridium Holdings constellation pursuant to its transition services, products and asset agreement with Iridium Holdings and Iridium Satellite and pursuant to the operations and maintenance agreement between Iridium Constellation LLC (Iridium Constellation) and Boeing. Under these agreements, Motorola may require the de-orbit of the Iridium Holdings constellation upon the occurrence of any of the following: (a) the bankruptcy of Iridium Holdings, Iridium Constellation or Iridium Satellite; (b) Iridium Satellite s breach of the transition services, products and asset agreement; (c) Boeing s breach of its operations and maintenance agreement and other related agreements with Iridium Constellation or its affiliates; (d) an order from the U.S. government requiring the de-orbiting of Iridium Holdings satellites; (e) Motorola s determination that changes in law or regulation that may require it to incur certain costs relating to the operation, maintenance, re-orbiting or de-orbiting of Iridium Holdings constellation; or (f) Motorola s failure to obtain on commercially reasonable terms, product liability insurance to cover its position as manufacturer of the satellites, provided the U.S. government has not agreed to cover what would have otherwise been paid by such policy.

Pursuant to Iridium Constellation s operations and maintenance agreement with Boeing, Boeing similarly has the unilateral right to de-orbit Iridium Holdings constellation upon the occurrence of any of the following events: (a) Iridium Constellation s or Iridium Satellite s bankruptcy; (b) the existence of reasonable grounds for Boeing to question the financial stability of Iridium Constellation; (c) Iridium Constellation s failure to maintain certain insurance policies; (d) Iridium Constellation s failure to provide Boeing certain quarterly financial statements; (e) Iridium Constellation s breach of the operations and maintenance agreement, including its payment obligation thereunder; or (f) changes in law or regulation that may increase the risks or costs associated with the operation and/or re-orbit process or the cost of operation and/or re-orbit of the constellation.

Iridium Holdings cannot guarantee that the U.S. government, Motorola and/or Boeing will not unilaterally exercise such de-orbiting rights upon the occurrence of any of the above events. A decision by any of the U.S. government, Motorola or Boeing to de-orbit Iridium Holdings constellation would affect its ability to provide satellite communications services, materially and adversely affecting its business, prospects and profitability.

Table of Contents

Wireless devices may pose health and safety risks and, as a result, Iridium Holdings may be subject to new regulations, demand for its services may decrease and Iridium Holdings could face liability based on alleged health risks.

There has been adverse publicity concerning alleged health risks associated with radio frequency transmissions from portable hand-held telephones that have transmitting antennae. Lawsuits have been filed against participants in the wireless industry alleging various adverse health consequences, including cancer, as a result of wireless phone usage. Although Iridium Holdings has not been party to any such lawsuits, Iridium Holdings may be exposed to such litigation in the future. While Iridium Holdings complies with applicable standards for radio frequency emissions and power and does not believe that there is valid scientific evidence that use of its phones poses a health risk, courts or governmental agencies could find otherwise. Any such finding could reduce its revenues and profitability and expose Iridium Holdings and other wireless providers to litigation, which, even if frivolous or unsuccessful, could be costly to defend.

If consumers health concerns over radio frequency emissions increase, they may be discouraged from using wireless handsets. Further, government authorities might increase regulation of wireless handsets as a result of these health concerns. The actual or perceived risk of radio frequency emissions could reduce the number of Iridium Holdings subscribers and demand for its products and services, which may have a material adverse effect on its business, financial condition and results of operations.

Iridium Holdings business is subject to extensive government regulation, which mandates how Iridium Holdings may operate its business and may increase its cost of providing services, slow its expansion into new markets and subject its services to additional competitive pressures or regulatory requirements.

Iridium Holdings ownership and operation of a satellite communication system is subject to significant regulation in the United States by the FCC and in foreign jurisdictions by similar local authorities. The rules and regulations of the FCC or these foreign authorities may change and such authorities may adopt regulations that limit or restrict Iridium Holdings operations as presently conducted or as Iridium Holdings plans to conduct such operations. Such authorities may also make changes in the licenses of Iridium Holdings competitors that impact Iridium Holdings spectrum. Failure to provide services in accordance with the terms of its licenses or failure to operate its satellites or ground stations as required by its licenses and applicable laws and government regulations could result in the imposition of government sanctions on Iridium Holdings, including the suspension or cancellation of its licenses.

Iridium Holdings and its affiliates must pay FCC filing and annual filing fees in connection with their licenses. One of Iridium Holdings subsidiaries, Iridium Carrier Services LLC, holds a common carrier radio license and is thus subject to regulation as a common carrier, including limitations and prior approval requirements with respect to direct or indirect foreign ownership. This subsidiary currently qualifies for exemptions from certain common carrier regulations, such as being required to file certain reports or pay certain fees. A change in the manner in which Iridium Holdings provides service or a failure to comply with common carrier regulation or pay required fees can result in sanctions including fines, loss of authorizations, or the denial of applications for new authorizations or the renewal of existing authorizations.

Iridium Holdings system must be authorized in each of the markets in which it provides its services. Iridium Holdings may not be able to obtain or retain all regulatory approvals needed for its operations. Regulatory changes, such as those resulting from judicial decisions or adoption of treaties, legislation or regulation in countries where Iridium Holdings currently offers products and services or intends to offer products and services, including the United States, may also

significantly affect its business. Because regulations in each country are different, Iridium Holdings may not be aware if some of its distribution partners and/or persons with which Iridium Holdings or they do business do not hold the requisite licenses and approvals.

Iridium Holdings current regulatory approvals could now be, or could become, insufficient in the view of domestic or foreign regulatory authorities, any additional necessary approvals may not be granted on a timely basis, or at all, in jurisdictions in which Iridium Holdings currently plans to offer products and services, and applicable restrictions in those jurisdictions could become unduly burdensome, which may have a material adverse effect on its business, financial condition and results of operations.

Iridium Holdings operations are subject to certain regulations of the U.S. State Department s Office of Defense Trade Controls (i.e., the export of satellites and related technical data), U.S. Treasury Department s Office of Foreign Assets Control (i.e., financial transactions) and the U.S. Commerce Department s Bureau of Industry and Security (i.e., its phones). Iridium Holdings is also required to provide certain U.S. and foreign government law enforcement and security agencies with call interception services. In the course of seeking regulatory approval of the Acquisition, Iridium Holdings discussed with the U.S. Department of Justice (DOJ) certain procedures used by Iridium Holdings to satisfy its respective call interception obligations under licenses issued by the Australian and Canadian authorities. Iridium Holdings has informed the DOJ and notified the Australian and Canadian authorities that Iridium Holdings has discontinued such procedures until such time as the DOJ expressly authorizes their use. There can be no assurance that the discontinued procedures will be permitted to be reinstated or will not result in legal liability for Iridium Holdings. Iridium Holdings is currently in discussions with the Australian and Canadian authorities to obtain amendments or waivers to its licenses in those countries. Neither Australia nor Canada is obligated to grant such amendments or waivers and there can be no assurance that Australian and Canadian authorities will not suspend or revoke Iridium Holdings licenses or take other legal actions.

The above-cited U.S. and foreign obligations and regulations may limit or delay Iridium Holdings ability to offer products and services in a particular country. As new laws and regulations are issued, Iridium Holdings may be required to modify its business plans or operations. If Iridium Holdings fails to comply with these regulations in the United States or any other country, Iridium Holdings could be subject to sanctions that could affect, materially and adversely, its ability to operate in the United States or such other country. In addition, changing and conflicting national and local regulatory requirements may cause Iridium Holdings to be in compliance with local requirements in one country, while not being in compliance with the laws and regulations of another. Imposition of sanctions, losses of licenses and failure to obtain the authorizations necessary to use its assigned radio frequency spectrum and to distribute its products in certain countries could have a material adverse effect on Iridium Holdings business, financial condition and results of operations.

Iridium Holdings business would be negatively impacted if the FCC revokes, modifies or fails to renew or amend its licenses.

FCC licenses held by Iridium Holdings and its affiliates a license for the satellite constellation, licenses for its U.S. gateways and blanket earth station licenses for U.S. government customers and commercial subscribers are subject to revocation if Iridium Holdings and its affiliates fail to satisfy certain conditions or to meet certain prescribed milestones. The FCC licenses are also subject to modification by the FCC. While the FCC satellite constellation license is valid until 2013, Iridium Holdings and its affiliates are required, slightly more than three years prior to the expiration of the FCC satellite constellation license, to apply for a license renewal with the FCC. The U.S. gateway earth station licenses expire between 2011 and 2022 and the U.S. government customer and commercial subscribers earth station licenses will expire in 2021.

Table of Contents

Renewal applications for earth station licenses must be filed between 30 and 90 days prior to expiration. There can be no assurance that the FCC will renew Iridium Holdings and its affiliates FCC licenses. If the FCC revokes, modifies or fails to renew FCC licenses held by Iridium Holdings and its affiliates, or if Iridium Holdings and its affiliates fail to satisfy any of the conditions of their respective FCC licenses, Iridium Holdings may not be able to continue to provide satellite communications services.

Pursuing strategic transactions may cause Iridium Holdings to incur additional risks.

Iridium Holdings may pursue acquisitions, joint ventures or other strategic transactions, although no such transactions that would be financially significant to Iridium Holdings are probable at this time. Iridium Holdings may face costs and risks arising from any such transactions, including integrating a new business into its business or managing a joint venture. These risks may include legal, organizational, financial, loss of key customers and distributors and diversion of management s time.

In addition, if Iridium Holdings were to choose to engage in any major business combination or similar strategic transaction, Iridium Holdings may require significant external financing in connection with the transaction. Depending on market conditions, investor perceptions of Iridium Holdings and other factors, Iridium Holdings may not be able to obtain capital on acceptable terms, in acceptable amounts or at appropriate times to implement any such transaction. Any such financing, if obtained, may further dilute existing stockholders.

Iridium Holdings future indebtedness could impair its ability to react to changes in its business and may limit its ability to use debt to fund future capital needs.

As of June 30, 2009, Iridium Holdings had $154.3 million of indebtedness (including $120.0 million outstanding under its credit agreements). Iridium Holdings intends to use a portion of the funds in our trust account at the closing of the Acquisition to prepay all of Iridium Holdings outstanding indebtedness under its credit agreements of approximately $120.0 million (including the $65.0 million required to be repaid at closing pursuant to the terms of the credit agreements). In the future, Iridium Holdings may still incur significant amounts of debt and other obligations. For example, Iridium Holdings may need to incur a significant amount of debt to finance the development of Iridium NEXT and related ground infrastructure, products and services. If Iridium Holdings incurs other indebtedness following the closing of the Acquisition, such indebtedness could adversely affect its financial condition by, among others:

- requiring Iridium Holdings to dedicate a substantial portion of its cash flow from operations to principal and interest payments on its debt, thereby reducing the availability of its cash flow to fund working capital, capital expenditures and other general corporate expenditures;

- potentially exposing Iridium Holdings to increased interest costs with respect to its floating rate debt;

- resulting in an event of default if Iridium Holdings fails to comply with the restrictive covenants contained in its debt agreements, which event of default could result in all of its debt becoming immediately due and payable;

- increasing its vulnerability to adverse general economic or industry conditions because its debt could mature at a time when those conditions make it difficult to refinance and its cash flow is insufficient to repay the debt in full, forcing Iridium Holdings to sell assets at disadvantageous prices or to default on the debt, and because a decline in its profitability could cause Iridium Holdings to be unable to comply with financial covenants, resulting in a default on, and acceleration of, its debt;

Table of Contents

limiting its flexibility in planning for, or reacting to, competition and/or changes in its business or its industry by limiting its ability to incur additional debt, to make acquisitions and divestitures or to engage in transactions that could be beneficial to Iridium Holdings;

restricting Iridium Holdings from making strategic acquisitions, introducing new products or services or exploiting business opportunities; and

placing Iridium Holdings at a competitive disadvantage relative to competitors that have less debt or greater financial resources.

To the extent additional debt or other obligations are incurred, the risks described above would increase.

Furthermore, if an event of default were to occur with respect to its credit agreements or other indebtedness, its creditors could accelerate the maturity of its indebtedness. Iridium Holdings indebtedness under its future debt agreements may be secured by a lien on substantially all of its assets and the lenders could foreclose on these assets to repay the indebtedness.

Iridium Holdings ability to make scheduled payments on or to refinance indebtedness obligations depends on its financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond its control. Iridium Holdings may not be able to maintain a level of cash flows from operating activities sufficient to permit Iridium Holdings to pay the principal, premium, if any, and interest on its indebtedness. If its cash flows and capital resources are insufficient to fund its debt service obligations, Iridium Holdings could face substantial liquidity problems and could be forced to sell assets, seek additional capital or seek to restructure or refinance its indebtedness. These alternative measures may not be successful or feasible. Its future debt agreements may restrict its ability to sell assets. Even if Iridium Holdings could consummate those sales, the proceeds that Iridium Holdings realizes from them may not be adequate to meet any debt service obligations then due.

Restrictive covenants in Iridium Holdings future agreements governing its indebtedness may impose restrictions that may limit its operating and financial flexibility.

Iridium Holdings future agreements governing its indebtedness may contain a number of significant restrictions and covenants that limit its ability to, among other things:

incur or guarantee additional indebtedness;

pay dividends or make distributions to its unitholders;

make investments, acquisitions or capital expenditures;

grant liens on its assets;

enter into transactions with its affiliates;

merge or consolidate with other entities or transfer all or substantially all of its assets; and

transfer or sell assets.

In addition, Iridium Holdings may be required to maintain compliance with specified financial covenants. Complying with these restrictive covenants may impair Iridium Holdings ability to finance its operations or capital needs or to take advantage of other favorable business opportunities. Iridium Holdings ability to comply with these restrictive covenants will depend on its future performance, which may be affected by events beyond its control. If Iridium Holdings violates any of these covenants and is unable to obtain waivers, Iridium Holdings would be in default under the agreement and payment of the indebtedness could be accelerated. The acceleration of its indebtedness under one agreement may permit acceleration of indebtedness under other agreements that contain cross-default or cross-acceleration provisions. If its indebtedness is accelerated, Iridium Holdings may not be able to repay its indebtedness or borrow sufficient funds to refinance it. Even if Iridium Holdings is able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to Iridium Holdings. If its indebtedness is in default for any reason, Iridium Holdings business, financial condition and results of operations may be materially and adversely affected. In addition, complying with these covenants may cause Iridium Holdings to take actions that are not favorable to holders of its securities and may make it more difficult for Iridium Holdings to successfully execute its business plan and compete against companies who are not subject to such restrictions.

Spectrum values historically have been volatile, which could cause the value of Iridium Holdings to fluctuate.

Iridium Holdings business plan is evolving and it may in the future include forming strategic partnerships to maximize value for its spectrum, network assets and combined service offerings in the United States and internationally. Values that Iridium Holdings may be able to realize from such partnerships will depend in part on the value ascribed to its spectrum. Valuations of spectrum in other frequency bands historically have been volatile, and Iridium Holdings cannot predict at what amount a future partner may be willing to value its spectrum and other assets. In addition, to the extent that the FCC takes action that makes additional spectrum available or promotes the more flexible use or greater availability (e.g., via spectrum leasing or new spectrum sales) of existing satellite or terrestrial spectrum allocations, the availability of such additional spectrum could reduce the value of Iridium Holdings spectrum authorizations and the value of its business.

Iridium Holdings ability to operate its company effectively could be impaired if Iridium Holdings loses members of its senior management team or key technical personnel.

Iridium Holdings depends on the continued service of key managerial and technical personnel, as well as its ability to continue to attract and retain highly qualified personnel. Following the closing of the Acquisition, Iridium Holdings expects to maintain its current executive management team. The success of the Acquisition will be dependent upon the continued service of a relatively small group of key executives. Iridium Holdings competes for such personnel with other companies, academic institutions, government entities and other organizations. The unexpected loss or interruption of the services of such personnel could adversely affect its ability to effectively manage its operations, execute its business plan and meet its strategic objectives.

Iridium Holdings has never operated as a public company and has not been required to maintain disclosure controls and procedures and internal controls over financial reporting as it will be required as a public company. Fulfilling Iridium Holdings obligations as a public company after the Acquisition will be expensive and time consuming.

Iridium Holdings, as a private company, has not been required to prepare or file periodic and other reports with the SEC under applicable federal securities laws, to comply with the requirements of the federal securities laws applicable to public companies, or to document and assess the effectiveness of its internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley). Although Iridium Holdings has maintained certain disclosure controls and procedures and internal controls over financial reporting with respect to its activities, Iridium Holdings has not been required to establish and maintain such disclosure controls and procedures and internal controls over financial reporting as it will be required under the federal securities laws for a public company. Deficiencies in controls may affect Iridium Holdings ability to close its financial reporting on a timely basis or report accurate numbers, which could adversely affect its financial results or investors confidence and its ability to access external financing.

For the year ended December 31, 2008, the balance sheet has been restated to reclassify as prepaid expenses and other current assets a $1.4 million receivable from an insurer that was previously classified as a reduction of the related claim liability included in accrued expenses and other current liabilities. In addition, in the restated consolidated statements of income for the years ended December 31, 2008 and 2007, Iridium Holdings has reclassified $6.0 million and $3.4 million, respectively, of research and development costs related to government funded research and development service contracts as cost of services (exclusive of depreciation and amortization). These reclassifications have no impact on income from operations or net income.

In addition, under Sarbanes-Oxley and the related rules and regulations of the SEC, Iridium Holdings will be required to implement additional corporate governance practices and adhere to a variety of reporting requirements and accounting rules. Compliance with these obligations will require significant time and resources from Iridium Holdings management, finance and accounting staff and will significantly increase its legal, insurance and financial compliance costs. As a result of the increased costs associated with being a public operating company after the Acquisition, the operating income as a percentage of revenue of Iridium Holdings operations will likely be lower after the Acquisition than if it had remained a private company, which may adversely affect Iridium Holdings business, financial condition, results of operations and liquidity. In addition, our actual operating costs as a public company may exceed our projected operating costs as set forth in our pro forma financial statements. See Unaudited Pro Forma Condensed Combined Financial Data.

If Iridium Holdings becomes subject to unanticipated foreign tax liabilities, it could materially increase its costs.

Iridium Holdings operates in various foreign tax jurisdictions. Iridium Holdings believes that it has complied in all material respects with its obligations to pay taxes in these jurisdictions. However, its position is subject to review and possible challenge by the taxing authorities of these jurisdictions. If the applicable taxing authorities were to challenge successfully Iridium Holdings current tax positions or if there were changes in the manner in which Iridium Holdings conducts its activities, Iridium Holdings could become subject to material unanticipated tax liabilities. Iridium Holdings may also become subject to additional tax liabilities as a result of changes in tax laws, which could in certain circumstances have retroactive effect.

Risks Associated with the Acquisition

A substantial number of new shares of our common stock will be issued in connection with the Acquisition, the Exchanges and related transactions, which will result in substantial dilution of our current stockholders and could have an adverse effect on the market price of our shares.

We expect to issue an aggregate of approximately 29,443,500 shares of our common stock to the current owners of Iridium Holdings in connection with the Acquisition and to issue an additional 1,946,500 shares of our common stock to Greenhill Europe when it exercises its right to convert the convertible subordinated promissory note into shares of our common stock. We also expect to issue 1,244,923 shares of our common stock as part of the consideration for the Exchanges and to repurchase an aggregate of 16,325,196 shares of our common stock in the Forward Purchases. As a result of these transactions, and giving effect to this offering and the conversion of 9,214,167 IPO shares into a pro rata portion of the trust account following the

closing of the Acquisition, the ownership of our existing stockholders is expected to be reduced to approximately 32.4% of the outstanding shares of our common stock, the owners of Iridium Holdings are expected to own approximately 42.0%, Greenhill Europe is expected to own approximately 2.8% as a result of the conversion of the note by Greenhill Europe and investors in this offering are expected to own approximately 22.8% of the outstanding shares of our common stock, in each case assuming (i) no holders of warrants exercise their rights to acquire our shares, and (ii) no shares will be issued to Motorola.

In addition, we issued warrants to purchase 44,130,437 shares of our common stock to our founding stockholder and in our IPO (net of warrants that our founding stockholder has agreed to forfeit upon closing of the Acquisition). In the Exchanges, we will (i) repurchase 12,449,308 of our outstanding warrants, (ii) restructure 14,368,525 of our outstanding warrants and (iii) issue 14,368,525 restructured warrants (including 4,000,000 restructured warrants to our founding stockholder). The remaining 13,657,104 warrants outstanding following these transactions and the 14,368,525 restructured warrants will become exercisable upon the completion of our initial business combination, although the warrants issued in the IPO, the warrants held by GHQ s independent directors and any restructured warrants sold pursuant to a resale registration statement may not be exercised unless we have an effective registration statement covering the shares of common stock issuable upon exercise of the warrants and a current prospectus relating to them is available.

Sales of substantial numbers of shares of our common stock issued upon the exercise of the warrants in the public market could adversely affect the market price of our shares and warrants. All of the sellers named in the Transaction Agreement (Sellers or sellers) and the initial stockholders have agreed to a one-year lock-up for the shares of our common stock they will hold following the closing of the Acquisition, except for underwritten secondary offerings approved by our Board of Directors anytime after six months from the closing of the Acquisition. In addition, we, each of our directors and our executive officers, and certain of our stockholders, have agreed to a lock-up for a period of 90 days after the date of this prospectus supplement. While none of our other stockholders or warrantholders are subject to a lock-up, these lock-ups limit, to an extent, the volume of our shares available for public trading, which may have an adverse effect on the market price of our common stock. Upon the termination, expiration or waiver of the lock-ups, a total of 39,448,824 shares of our common stock will become available to trade on the public markets (including the conversion of the note by Greenhill Europe), which may have a material adverse effect on the market price of our common stock.

Pursuant to our stock incentive plan proposal described in our Proxy Statement on Schedule 14A filed with the SEC on August 28, 2009 and approved by our stockholders at the special meeting of shareholders on September 23, 2009, we will reserve 8.0 million shares of our common stock for the grant of incentive stock options, nonqualified stock options, stock appreciation rights and other stock-based awards (which includes restricted stock, restricted stock units and performance-based awards payable both in cash and in shares of our common stock) to eligible individuals under the plan. Exercise of the stock options and stock rights by the eligible individuals will have a dilutive effect on our current stockholders and may adversely affect the market price of our shares of common stock.

The holders of 9,214,167 shares of our common stock issued in our IPO voted against the Acquisition and exercised their rights to convert their shares to cash, thereby reducing the cash available to fund the Acquisition and related transactions and provide working capital for us after the Acquisition.

The pro rata amount to be received by holders of the IPO shares who voted against the Acquisition and properly exercised their conversion right will be approximately $10.00 per share or an aggregate of $92,141,670 at the time of the closing of the Acquisition. Any additional amounts will only be payable to such holders of IPO shares in the future once GHQ has

Table of Contents

completed the filing of its tax returns in respect of the years 2008 and 2009 and received any refunds which may be due to it for such years.

The cash required to convert the IPO shares will reduce the cash balances available to us to prepay certain Iridium Holdings debt, pay transaction expenses and conduct Iridium Holdings business after completion of the Acquisition, which may have a material adverse effect on our financial condition and results of operation.

Because our initial stockholders and directors will not participate in liquidation distributions if we do not complete a business combination by February 14, 2010, our initial stockholders, directors and management team may have had conflicts of interest in approving the Acquisition.

Our initial stockholders have waived their rights to receive any liquidation proceeds with respect to the founding stockholder s shares if we fail to complete a business combination by February 14, 2010 and thereafter liquidate. Accordingly, their shares of common stock and warrants to purchase common stock will be worthless if we do not complete the Acquisition or another business combination by February 14, 2010. Because Messrs. Bok, Niehaus and Rodriguez have ownership interests in Greenhill and consequently an indirect ownership interest in our founding stockholder and us, they also have a conflict of interest in determining whether Iridium Holdings is an appropriate target business for us and our stockholders. These ownership interests may have influenced their motivation in identifying and selecting Iridium Holdings as an appropriate target business for our initial business combination and in timely completing the Acquisition. The exercise of discretion by our officers and directors in identifying and selecting one or more suitable target businesses may result in a conflict of interest when determining whether the terms, conditions and timing of the Acquisition are appropriate and in our stockholders best interest.

The exercise of our directors and officers discretion in agreeing to changes or waivers in the terms of the Acquisition may result or may have resulted in a conflict of interest when determining whether such changes to the terms of the Acquisition or waivers of conditions are appropriate and in our stockholders best interest.

In the period leading up to the closing of the Acquisition, events may occur that, pursuant to the Transaction Agreement, would require us to agree to further amendments to the Transaction Agreement, to consent to certain actions taken by Iridium Holdings or to waive rights that we are entitled to under the Transaction Agreement. Such events could arise because of changes in the course of Iridium Holdings business or industry, a request by Iridium Holdings to undertake actions that would otherwise be prohibited by the terms of the Transaction Agreement or the occurrence of other events that would have a material adverse effect on Iridium Holdings business and would entitle us to terminate the Transaction Agreement. In any of such circumstances, it would be within our discretion, acting through our board of directors, to grant our consent or waive our rights. The existence of the financial and personal interests of the directors described in the preceding risk factor may result in a conflict of interest on the part of one or more of the directors between what he may believe is best for our company and what he may believe is best for himself in determining whether or not to take the requested action.

If Iridium Holdings has breached any of its representations, warranties or covenants set forth in the Transaction Agreement, we may not have a remedy for losses arising therefrom.

None of Iridium Holdings, its owners or any other persons will indemnify us for any losses we realize as a result of any breach by Iridium Holdings of any of its representations, warranties or covenants set forth in the Transaction Agreement. Moreover, none of representations, warranties or pre-closing covenants of Iridium Holdings contained in the Transaction Agreement will survive the closing of the Acquisition, so our rights to pursue a remedy for breach of any such representations, warranties

or pre-closing covenants will terminate upon the closing of the Acquisition. Any losses realized in connection with the breach of any representation, warranty, or covenant by Iridium Holdings may have a material adverse effect on our financial condition and results of operation.

If any of the Sellers have breached any of their representations, warranties or covenants set forth in the Transaction Agreement, our remedies for losses may be limited and we may be limited in our ability to collect for such losses.

Each Seller has agreed to indemnify us for breaches of its individual representations, warranties and covenants, subject to certain limitations, including that each Seller s maximum liability for all indemnification claims against it will not exceed the sum of (i) the cash consideration received by such Seller and (ii) the product of the number of shares of our common stock received by such Seller and $10.00. Except for the pledge arrangements we have entered into with the sellers of the blocker holding companies (described below), there are no escrow or other similar arrangements with any of the Sellers and, in the event we suffer losses from a breach of a Seller s representations, warranties or covenants, there can be no assurances that such Seller will have the cash consideration or shares of our common stock received by such Seller, or other available assets, to compensate us for our losses. Any losses realized in connection with the breach of any representation, warranty or covenant by any seller may have a material adverse effect on our financial condition and results of operations.

Certain Sellers under the Transaction Agreement hold their interests in Iridium Holdings shares via blocker corporations, and in those circumstances we are purchasing ownership of those blocker corporations (Baralonco and Syncom) instead of directly purchasing the Iridium Holdings units held by such blocker corporations. After the closing of the Acquisition, Baralonco and Syncom will become our wholly-owned subsidiaries. Each of the sellers of Baralonco and Syncom have agreed to indemnify us for the pre-closing tax liabilities of Baralonco and Syncom respectively, subject to certain limitations. The maximum liability for the seller of Syncom shall not exceed $3.0 million and the maximum liability for the seller of Baralonco shall not exceed $15.0 million. In support of their respective indemnity obligations under the Transaction Agreement, the seller of Syncom has agreed to pledge 300,000 shares of our common stock it will receive at closing of the Acquisition for a period of nine months post-closing and the seller of Baralonco has agreed to pledge 1.5 million shares of our common stock it will receive at closing of the Acquisition for a period of two years post-closing. These pledged shares may not fully cover all pre-closing tax liabilities of Baralonco and Syncom. The failure of the pledged shares to fully cover any pre-closing tax liabilities of Baralonco or Syncom may have a material adverse effect on our financial condition and results of operations.

The transaction costs associated with the Acquisition will be substantial, whether or not the Acquisition is completed.

We have already incurred significant costs, and expect to incur significant additional costs, associated with the Acquisition, whether or not the Acquisition is completed. These costs will reduce the amount of cash otherwise available for the payment of Iridium Holdings debt and other corporate purposes. We estimate that we will incur direct transaction costs of approximately $12.3 million associated with the Acquisition and related transactions. There is no assurance that the actual costs may not exceed these estimates. Any actual costs incurred by our company in excess of our estimates may have a material adverse effect on our financial condition and results of operations.

The completion of the Acquisition could result in disruptions in business, loss of clients or contracts or other adverse effects to Iridium Holdings business operations.

The completion of the Acquisition may cause disruptions, including potential loss of clients and other business partners, in the business of Iridium Holdings, which could have material

S-42

Table of Contents

adverse effects on the combined post-closing company s business and operations. Although we believe that Iridium Holdings business relationships are and will remain stable following the Acquisition, Iridium Holdings clients and other business partners, in response to the completion of the Acquisition, may adversely change or terminate their relationships with us following the closing of the Acquisition, which could have a material adverse effect on our business or that of Iridium Holdings following the closing of the Acquisition.

The completion and timing of the Acquisition is subject to the receipt of approvals from government entities.

Completion of the Acquisition is conditioned upon, among other things, the receipt of certain regulatory approvals, including antitrust approval under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, which was obtained on October 10, 2008, and the approval of the FCC, which was received on August 14, 2009. FCC approval was conditioned on compliance by Iridium Holdings, Iridium Carrier Holdings LLC, GHQ, and their respective subsidiaries and affiliates with the commitments and undertakings set forth in the National Security Agreement. The FCC s Order approving the Acquisition was effective immediately upon release, but is subject to reconsideration by the International Bureau and/or review by the FCC. According to available public records of the FCC, no third party sought reconsideration or review and the International Bureau did not act to reconsider the Order on its own motion by September 14, 2009, and the FCC did not act to review the Order on its own motion by September 23, 2009. Therefore, presuming that no reconsideration or review filings or decisions were timely made, the Order became a final order on September 23, 2009 and is no longer subject to reconsideration or review. The FCC also noted in the Order that the record did not contain sufficient information to determine whether a previous investment by Baralonco Limited in Iridium Carrier Services LLC, at the time it was made, fell within the parameters specified in the FCC s order in 2002 authorizing foreign investment in Iridium (the 2002 order). Accordingly, the FCC stated that its grant of the Applications is without prejudice to any enforcement action by the FCC for non-compliance with the Communications Act of 1934, as amended, the FCC s rules and regulations, and the 2002 order. See Iridium Holdings Business Regulatory Matters.

We have entered into agreements to repurchase shares of common stock from a limited number of our stockholders and the purchase price paid may be higher than what other stockholders could receive either by voting against the Acquisition and exercising conversion rights or selling their shares in the market.

On September 14, 2009, we announced that we had entered into agreements through privately negotiated transactions with certain of our stockholders as a result of which 16,325,196 shares of our common stock, in the aggregate, will be repurchased upon closing of the Acquisition. The agreements provide that we will repurchase the shares for a price per share equal to the greater of $10.10 per share and the price per share of our common stock in this offering. Consummation of all Forward Purchases will be subject to the closing of the Acquisition. The Forward Purchases involve the repurchase of specified amounts of our outstanding common stock from a limited number of our stockholders who we believe are focused on fixed income like returns and would seek to exit their investment in us in connection with or shortly following the closing of the Acquisition. The purchase price for the Forward Purchases will be higher than the amount those stockholders could have received by voting against the Acquisition and exercising conversion rights and the purchase price may be higher than what other stockholders could receive either by voting against the Acquisition and exercising conversion rights or selling their shares in the market.

Table of Contents

After we complete the Acquisition, our only material assets will be the units of Iridium Holdings, and we will accordingly be dependent upon distributions from Iridium Holdings to pay our expenses and taxes.

After the completion of the Acquisition, we will be a holding company and will conduct all of our operations through our subsidiary, Iridium Holdings and its subsidiaries. We will have no material assets other than our direct and indirect ownership of Iridium Holdings units, and no independent means of generating revenue. To the extent we need funds and Iridium Holdings is restricted from making distributions under applicable law or regulation or any other agreement, or is otherwise unable to provide such funds, we may have difficulty meeting our corporate obligations, which would materially adversely affect our business, liquidity, financial condition and results of operations.

Risks Associated with Our Securities

An active trading market for our common stock may not develop, and you may not be able to sell your common stock at or above your purchase price.

An active trading market for shares of our common stock may not develop or be sustained following the Acquisition and this offering. The shares of our common stock have been approved for listing on NASDAQ and we expect that they will commence trading on NASDAQ under the symbol IRDM on September 24, 2009. If an active trading market does not develop, you may have difficulty selling your shares of common stock at an attractive price. You may not be able to sell your common stock at or above your purchase price, or at any other price or at the time that you would like to sell.

The market price of our common stock may be volatile.

The trading price of our common stock may be subject to substantial fluctuations. Factors affecting the trading price of our common stock may include:

- failure in the performance of our current or future satellites or a delay in the launch of Iridium NEXT;
- failure to obtain adequate financing in a timely manner;
- actual or anticipated variations in our operating results, including termination or expiration of one or more of our key contracts, or a change in purchasing levels under one or more of our key contracts;
- stockholders with registration rights exercising such registration rights and selling a large number of shares of our common stock;
- changes in financial estimates by industry analysts, or any failure by us to meet or exceed any such estimates, or changes in the recommendations of any industry analysts that elect to follow our common stock or the common stock of our competitors;
- actual or anticipated changes in economic, political or market conditions, such as recessions or international currency fluctuations;
- actual or anticipated changes in the regulatory environment affecting our industry;
- changes in the market valuations of our competitors; and

announcements by our competitors regarding significant new products or services or significant acquisitions, strategic partnerships, divestitures, joint ventures or other strategic initiatives.

Table of Contents

The trading price of our common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. If the market for stocks in our industry, or the stock market in general, experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition or results of operations. In addition, the trading volume for our common stock has been low. Sales of significant amounts of shares of our common stock in the public market could lower the market price of our stock.

We may refuse to sell and deliver securities to a particular investor or investors in order to comply with limitations imposed on us by the FCC.

It is possible that purchases of securities in this offering by certain investors would result in the occurrence of an FCC Limitation (as defined under Notice to Investors). If we determine that the sale of securities to any investor would result in an FCC Limitation, we may exercise our right under our proposed second amended and restated certificate of incorporation to restrict ownership of our common stock by such investor. Our proposed second amended and restated certificate of incorporation also gives us the right to request from our stockholders or proposed stockholders (by transfer of stock or otherwise), certain information, including information relating to such stockholder s or proposed stockholder s citizenship, affiliations and ownership or interest in other companies, if we believe that such stockholder s or proposed stockholder s ownership of our securities may result in an FCC Limitation. If we do not receive the information we request from any stockholder or proposed stockholder or conclude that a person s ownership or proposed ownership or the exercise by any person of any ownership right may result in an FCC Limitation, we will have the right to, and until we determine in our sole discretion that no FCC Limitation will occur: (i) refuse to permit a transfer of stock to a proposed stockholder; (ii) suspend rights of stock or equity ownership which could cause an FCC Limitation; and/or (iii) redeem our common stock or preferred stock held by any person.

Our securities have been suspended from trading on the NYSE Amex and we expect that they will commence trading on NASDAQ under the symbol IRDM on September 24, 2009. The shares of our common stock have been approved for listing on NASDAQ. After listing, NASDAQ may subsequently delist our securities, which could make it more difficult for our stockholders to sell their securities and subject us to additional trading restrictions.

Our securities have been suspended from trading on the NYSE Amex and we expect that they will commence trading on NASDAQ under the symbol IRDM on September 24, 2009. The shares of our common stock have been approved for listing on NASDAQ. We cannot assure you that, after listing, NASDAQ will not subsequently delist our securities.

If we are delisted from NASDAQ, our stockholders may face significant consequences including:

- limited availability for market quotations for our securities; and
- reduced liquidity with respect to our securities.

In addition, we will face a decreased ability to issue additional securities or obtain additional financing in the future, which will have a material adverse effect on our business, financial condition and results of operations.

We do not expect to pay dividends on our common stock in the foreseeable future.

We do not currently pay cash dividends on our common stock. Any future dividend payments are within the discretion of our board of directors and will depend on, among other things, our results of operations, working capital requirements, capital expenditure requirements, financial

Table of Contents

condition, contractual restrictions, business opportunities, anticipated cash needs, provisions of applicable law and other factors that our board of directors may deem relevant. We may not generate sufficient cash from operations in the future to pay dividends on our common stock.

We may issue shares of preferred stock or debt securities with greater rights than our common stock.

Our proposed second amended and restated certificate of incorporation authorizes our board of directors to issue one or more series of preferred stock and set the terms of the preferred stock without seeking any further approval from holders of our common stock. Pursuant to our proposed second amended and restated certificate of incorporation, there are 2.0 million shares of preferred stock authorized but none issued. Any preferred stock that is issued may rank ahead of our common stock in terms of dividends, priority and liquidation premiums and may have greater voting rights than holders of our common stock. In addition, we may issue debt securities that accrue interest and have priority over our common stock with respect to liquidations.

If persons engage in short sales of our common stock, the price of our common stock may decline.

Selling short is a technique used by a stockholder to take advantage of an anticipated decline in the price of a security. A significant number of short sales or a large volume of other sales within a relatively short period of time can create downward pressure on the market price of a security. There are a significant number of warrants outstanding and holders of warrants also may engage in short sales. Further sales of common stock could cause even greater declines in the price of our common stock due to the number of additional shares available in the market, which could encourage short sales that could further undermine the value of our common stock. Holders of our securities could, therefore, experience a decline in the value of their investment as a result of short sales of our common stock.

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about us after the Acquisition, our stock price and trading volume could decline.

After the Acquisition, the trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us, including securities analysts employed by our underwriters who are currently prohibited under rules of FINRA from publishing research about us, Iridium Holdings or its business for a limited period of time. If no analysts elect to provide research coverage about us, or if one or more of the analysts who elect to cover us, if any, downgrades our stock or publishes inaccurate or unfavorable research about us our stock price would likely decline. If one or more of the analysts who elect to cover us, if any, ceases coverage of our company or fails to publish reports on us regularly, demand for our stock could decrease, which could cause our stock price and trading volume to decline.

Provisions in our proposed second amended and restated certificate of incorporation and amended and restated bylaws may discourage takeovers, which could affect the rights of holders of our common stock.

Provisions of our proposed second amended and restated certificate of incorporation and amended and restated bylaws could hamper a third party s acquisition of our company or discourage a third party from attempting to acquire control of our company. These provisions include the ability of our board of directors to issue preferred stock with voting rights or with rights senior to those of the common stock without any further vote or action by the holders of our common stock. In addition, our amended and restated bylaws do not authorize our stockholders to call special meetings of stockholders or to fill vacancies on our board of directors. These provisions also could make it more difficult for any of our stockholders to elect directors and take other corporate actions, and could limit the price that investors might be willing to pay in the future for shares of our common stock.

USE OF PROCEEDS

We expect the net proceeds from the sale of our common stock to be approximately $148,600,000, or $171,040,000 if the underwriters exercise in full their option to purchase additional shares of common stock, after deducting the underwriting discounts and the estimated expenses of the offering payable by us.

We intend to use the net proceeds from this offering to effect the Forward Purchases, in connection with the Exchanges and for general corporate purposes.

PRICE RANGE OF COMMON STOCK

The following table sets forth, for the quarters shown, the range of high and low composite prices of our common stock as reported on the NYSE Amex since our common stock commenced public trading on March 20, 2008. The last reported sales price of our common stock on the NYSE Amex on September 23, 2009 was $10.10 per share.

	High	Low
2009		
Third quarter (through September 23, 2009)	$ 10.10	$ 9.71
Second quarter	9.83	9.38
First quarter	9.42	9.00
2008		
Fourth quarter	$ 9.19	$ 8.60
Third quarter	9.41	9.15
Second quarter	9.35	9.05
First quarter (from March 20, 2008)	9.10	9.05

As of September 23, 2009, there was one holder of record of our common stock. We have applied to delist the shares of our common stock from the NYSE Amex and, as a result, the shares of our common stock have been suspended from trading on the NYSE Amex effective as of the date hereof (after close of trading). The shares of our common stock have been approved for listing on NASDAQ and will commence trading on NASDAQ under the symbol IRDM on September 24, 2009.

DIVIDEND POLICY

Since our IPO and the listing of our shares on the NYSE Amex, we have not paid dividends on our common stock and do not intend to pay any dividends prior to the completion of the Acquisition. After we complete the Acquisition, the payment of dividends will depend on our revenues and earnings, if any, our capital requirements and our general financial condition. The payment of dividends after the Acquisition will be within the discretion of our board of directors at that time. Our board of directors currently intends to retain any earnings for use in our business operations and, accordingly, we do not anticipate that our board of directors will declare any dividends in the foreseeable future. In addition, our ability to pay dividends may be limited by restrictions contained in our debt agreements.

Table of Contents

CAPITALIZATION

The following table sets forth our capitalization as of June 30, 2009 on an actual basis and as adjusted to give effect to (i) the issuance of approximately 30,688,423 shares of our common stock in connection with the Acquisition and the Exchanges, including 1,244,923 shares of our common stock to be issued in the Exchanges, (ii) the forfeiture of 1,441,176 founding stockholder s shares, 8,369,563 founder warrants and 4,000,000 private placement warrants, (iii) the Deferred Underwriting Commission Forfeiture, (iv) the Banc of America Warrant Repurchase, (v) the conversion of 9,214,167 IPO shares into a pro rata portion of the trust account, (vi) the prepayment in full upon closing of the Acquisition of approximately $120.0 million of indebtedness is currently outstanding under Iridium Holdings credit agreements and (vii) the potential payment to Motorola of approximately $3.9 million, the potential issue of 1.5 million shares of our common stock to Motorola and the potential acceleration of $12.3 million of outstanding payment obligations to Motorola (plus $1.9 million of accrued interest and $1.3 million of certain other fees) (collectively, the Transactions) and as further adjusted to give effect to this offering and the Forward Purchases of 16,325,196 shares of our common stock in the aggregate pursuant to the agreements we announced on September 14, 2009. For purposes of calculating this information, we have assumed no exercise of our current warrants and restructured warrants and have not given effect to the conversion of the $22.9 million note held by Greenhill Europe into 1,946,500 shares of our common stock.

See Prospectus Supplement Summary The Acquisition Stockholder Approval of Initial Business Combination and Other Closing Conditions.

You should read the information set forth in the table below in conjunction with our Unaudited Pro Forma Condensed Combined Financial Data and Management s Discussion and Analysis of Financial Condition and Results of Operations for Iridium Holdings included elsewhere in this prospectus supplement, Management s Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto set forth in GHQ s Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as amended, and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, as amended, and Iridium Holdings financial statements and related notes beginning on page F-33 of our Proxy Statement on Schedule 14A filed with the SEC on August 28, 2009.

	As of June 30, 2009		
	Actual	**As Adjusted for the Transactions**	**As Further Adjusted for this Offering and the Forward Purchases (a)**
	(In thousands)		
Total cash and cash equivalents	$ 118	$ 87,052	$ 70,768
Total debt (b)		22,900	22,900
Stockholders equity:			
Preferred stock, $0.0001 par value, 1.0 million shares authorized; none issued or outstanding (c)			

Common stock, $0.001 par value, 200.0 million shares authorized; 48.5 million shares issued and outstanding (c)		49		70		70
Additional paid-in capital		274,911		572,306		556,022
Retained earnings		1,668		1,668		1,668
Total stockholders equity		276,628		574,044		557,760
Total capitalization	$	276,628	$	596,944	$	580,660

(a) Reflects an underwriting discount of 6.5% and estimated expenses of the offering payable by us of $1.0 million.

(b) This includes the $22.9 million note held by Greenhill Europe, which is convertible into 1,946,500 shares of our common stock. The earliest date that Greenhill Europe can convert the convertible note is October 24, 2009.

(c) Following the Acquisition, our proposed second amended and restated certificate will become effective, which authorizes the issuance of 300.0 million shares of common stock, par value $0.001, and 2.0 million shares of preferred stock, par value $0.0001.

Table of Contents

SELECTED HISTORICAL FINANCIAL DATA OF IRIDIUM HOLDINGS

The following selected historical financial data for each of the three years in the period ended December 31, 2008 was derived from Iridium Holdings audited financial statements and the financial information for the six months ended June 30, 2008 and 2009 was derived from Iridium Holdings unaudited condensed consolidated financial statements. Iridium Holdings unaudited condensed consolidated financial statements reflect all adjustments necessary to state fairly its financial position at June 30, 2008 and 2009 and its income and cash flows for the six months ended June 30, 2008 and 2009. The information for the years ended December 31, 2004 and 2005 was derived from Iridium Holdings audited financial statements. As described in footnote (a) below, the consolidated balance sheet as of December 31, 2008 and the consolidated statements of income for the years ended December 31, 2008 and 2007 have been restated to give effect to certain reclassification adjustments. Interim results are not necessarily indicative of results for the full year and historical results are not necessarily indicative of results to be expected in any future period. The selected financial data below should be read in conjunction with Iridium Holdings financial statements and related notes beginning on page F-33 of GHQ s Proxy Statement on Schedule 14A filed with the SEC on August 28, 2009 and Management s Discussion and Analysis of Financial Condition and Results of Operations for Iridium Holdings included in this prospectus supplement. The selected financial data is historical data for Iridium Holdings on a stand alone basis. The following selected financial data below is not necessarily indicative of future results and should be read in conjunction with the Unaudited Pro Forma Condensed Combined Financial Data included in this prospectus supplement.

For financial data of GHQ, please see Selected Historical Financial Data of GHQ in GHQ s Proxy Statement on Schedule 14A filed with the SEC on August 28, 2009.

	Years Ended December 31,					Six Months Ended June 30,	
Statement of Operations Data:	**2004**	**2005**	**2006**	**2007 As Restated (see note (a))**	**2008 As Restated (see note (a))**	**2008**	**2009**
				(In thousands)			
Revenue:							
Government Services	$ 45,069	$ 48,347	$ 50,807	$ 57,850	$ 67,759	$ 29,867	$ 36,628
Commercial Services	49,611	60,690	77,661	101,172	133,247	61,846	76,777
Subscriber Equipment	26,811	78,663	83,944	101,879	119,938	64,266	45,089
Total revenue	$ 121,491	$ 187,700	$ 212,412	$ 260,901	$ 320,944	$ 155,979	$ 158,494
Operating expenses:							
Cost of subscriber equipment sales	26,463	62,802	60,068	62,439	67,570	36,780	22,916
Cost of services (exclusive of depreciation and amortization) (b)	50,248	56,909	60,685	63,614	69,882	32,114	37,861
Selling, general and administrative	32,487	30,135	33,468	46,350			