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SKYTERRA COMMUNICATIONS INC

Form 425

September 22, 2005

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):  
September 22, 2005 (September 22, 2005)

SkyTerra Communications, Inc.  
(Exact name of registrant as specified in its charter)

Delaware    000-13865    23-2368845  
(State or Other Jurisdiction of    (Commission File Number)                      (IRS Employer  
Incorporation)    Identification Number)

19 West 44th Street, Suite 507, New York, New York 10036  
(Address of principal executive offices, including zip code)

(212) 730-7540  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 8 - Other Events

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Item 8.01 Other Events

On September 22, 2005, SkyTerra Communications, Inc. issued a press release in connection with its entry into a non-binding letter of intent with, among others, Motient Corporation and TMI Communications & Company. A copy of the press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

The exhibits to this Current Report on Form 8-K are listed on the Exhibit Index on page 4 hereof, which is incorporated by reference in this Item 9.01(c).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

Date: September 22, 2005

By: /s/ ROBERT C. LEWIS

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Name: Robert C. Lewis  
Title: Senior Vice President,  
General Counsel and  
Secretary

EXHIBIT INDEX

Number	Description
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99.1	- Press Release of SkyTerra Communications, Inc., dated September 22, 2005.