

SKYTERRA COMMUNICATIONS INC
 Form 4
 November 01, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARBERT DISTRESSED INVESTMENT MASTER FUND LTD

(Last) (First) (Middle)

C/O INTERNATIONAL FUND SERVICES, THIRD FL BISHOP SQUARE REDMONDS HILL

(Street)

DUBLIN IRELAND, L2 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SKYTERRA COMMUNICATIONS INC [SKYT]

3. Date of Earliest Transaction (Month/Day/Year)
 10/28/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/28/2005		P	A	24,120 \$ 31	1,495,650 ⁽¹⁾	D
Common Stock	10/28/2005		P	A	0 \$ 0	1,495,650 ⁽²⁾	I
Common Stock	10/28/2005		P	A	880 \$ 31	54,250 ⁽³⁾	I

By Harbert Distressed Investment Master Fund, Ltd.

By Alpha US Sub Fund VI,

							LLC		
Common Stock	10/31/2005		P	19,300	A	\$ 31.1	1,514,950 ⁽¹⁾	D	
Common Stock	10/31/2005		P	0	A	\$ 0	1,514,950 ⁽²⁾	I	By Harbert Distressed Investment Master Fund, Ltd.
Common Stock	10/31/2005		P	700	A	\$ 31.1	54,950 ⁽³⁾	I	By Alpha US Sub Fund VI, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARBERT DISTRESSED INVESTMENT MASTER FUND LTD
C/O INTERNATIONAL FUND SERVICES
THIRD FL BISHOP SQUARE REDMONDS HILL
DUBLIN IRELAND, L2 00000

X

HMC DISTRESSED INVESTMENT OFFSHORE MANAGER LLC
ONE RIVERCHASE PARKWAY SOUTH

X

BIRMINGHAM, AL 35244

HMC INVESTORS LLC
 ONE RIVERCHASE PARKWAY SOUTH X
 BIRMINGHAM, AL 35244

FALCONE PHILIP
 555 MADISON AVE X
 16TH FLOOR
 NEW YORK, NY 10022

HARBERT RAYMOND J
 ONE RIVERCHASE PARKWAY SOUTH X
 BIRMINGHAM, AL 35244

LUCE MICHAEL D
 ONE RIVERCHASE PARKWAY SOUTH X
 BIRMINGHAM, AL 35244

Signatures

Harbert Distressed Investment Master Fund, Ltd., HMC Distressed Investment Offshore
 Manager, LLC, By: HMC Investors, LLC, Managing Member By: /s/ Joel B. Piassick 11/01/2005
 __Signature of Reporting Person Date

HMC Distressed Investment Offshore Manager, LLC By: HMC Investors, LLC, Managing
 Member by: /s/ Joel Piassick 11/01/2005
 __Signature of Reporting Person Date

HMC Investors, LLC By: /s/ Joel Piassick 11/01/2005
 __Signature of Reporting Person Date

By: /s/ Philip Falcone 11/01/2005
 __Signature of Reporting Person Date

By: /s/ Raymnd J. Harbert 11/01/2005
 __Signature of Reporting Person Date

By: /s/ Michael D. Luce 11/01/2005
 __Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities are owned by Harbert Distressed Investment Master Fund, Ltd., which is a Reporting Person.

These securities may be deemed to be beneficially owned by HMC Distressed Investment Offshore Manager, L.L.C. ("HMC Management"), the investment manager of Harbert Distressed Investment Master Fund, Ltd., HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Management and the portfolio manager of Harbert Distressed Investment

(2) Master Fund, Ltd., Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) These securities may be deemed to be beneficially owned by HMC Investors, Philip Falcone, who is the portfolio manager of Alpha US Sub Fund VI, LLC, Raymond J. Harbert and Michael D. Luce. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended,

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or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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