

SKYTERRA COMMUNICATIONS INC

Form 4

May 19, 2006

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**HARBINGER CAPITAL
PARTNERS MASTER FUND I,
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)
04/28/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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. Code	4. Securities Acquired 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 Beneficial Ownership (Instr. 4)
Common Stock	04/28/2006		J ⁽¹⁾	65,305 D	\$ 0 0 ⁽²⁾	I	By Alpha US Sub Fund VI, LLC
Common Stock	05/17/2006		P	12,500 A	\$ 16.17 2,064,995 ⁽³⁾	D	
Common Stock	05/17/2006		P	0 A	\$ 0 2,064,995 ⁽⁴⁾	I	By Harbinger Capital Partners

Master
Fund I,
Ltd.

Common Stock	05/18/2006	P	5,700	A	\$ 17.87	2,070,695 ⁽³⁾	D
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By
Harbinger
Capital
Partners
Master
Fund I,
Ltd.

Common Stock	05/18/2006	P	0	A	\$ 0	2,070,695 ⁽⁴⁾	I
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Following Transaction (Instr. 3 and 4)
				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

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.
C/O INTERNATIONAL FUND SERVICES
THIRD FL BISHOP SQUARE REDMONDS HILL
DUBLIN IRELAND, L2 00000

X

HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C.
ONE RIVERCHASE PARKWAY SOUTH

X

BIRMINGHAM, AL 35244

HMC INVESTORS LLC

ONE RIVERCHASE PARKWAY SOUTH

BIRMINGHAM, AL 35244

X

FALCONE PHILIP

555 MADISON AVE

16TH FLOOR

NEW YORK, NY 10022

X

HARBERT RAYMOND J

ONE RIVERCHASE PARKWAY SOUTH

BIRMINGHAM, AL 35244

X

LUCE MICHAEL D

ONE RIVERCHASE PARKWAY SOUTH

BIRMINGHAM, AL 35244

X

Signatures

Harbinger Capital Partners Master Fund I, Ltd. Harbinger Capital Partners Offshore Manager, L.L.C. By: HMC Investors, L.L.C., Managing Member By: /s/Joel B. Piassick

05/19/2006

__Signature of Reporting Person

Date

Harbinger Capital Partners Offshore Manager, L.L.C. By: HMC Investors, L.L.C., Managing Member By: /s/Joel Piassick

05/19/2006

__Signature of Reporting Person

Date

HMC Investors, L.L.C. By: /s/Joel Piassick

05/19/2006

__Signature of Reporting Person

Date

/s/ Philip Falcone

05/19/2006

__Signature of Reporting Person

Date

/s/ Raymond J. Harbert

05/19/2006

__Signature of Reporting Person

Date

/s/ Michael D. Luce

05/19/2006

__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) The investment management agreement between Alpha US Sub Fund VI, LLC and Harbert Fund Advisors, Inc. was terminated. As a result, the securities are no longer deemed to be beneficially owned by the Reporting Persons.

These securities may be deemed to be beneficially owned by HMC Investors, L.L.C. ("HMC Investors"), Philip Falcone, who is the portfolio manager of Alpha US Sub Fund VI, LLC, 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 are owned by Harbinger Capital Partners Master Fund I, Ltd., which is a Reporting Person.

(4) These securities may be deemed to be beneficially owned by Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Management"), the investment manager of Harbinger Capital Partners Master Fund I, Ltd., HMC Investors, its managing member, Philip Falcone, the portfolio manager of Harbinger Capital Partners Master Fund I, Ltd., Raymond J. Harbert and Michael D. Luce. Each such

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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.

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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