

GHL Acquisition Corp.  
Form DEFA14A  
September 14, 2009

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

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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 11, 2009

GHL ACQUISITION CORP.  
(Exact name of registrant  
as specified in charter)

|   |                                       |   |
|---|---------------------------------------|---|
| DELAWARE<br>(State or other jurisdiction of<br>incorporation) | 001-33963<br>(Commission File Number) | 22-1344998<br>(IRS Employer Identification No.) |
|---|---------------------------------------|---|

300 Park Avenue, 23rd Floor, New York, NY 10022  
(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 389-1500

Not Applicable  
(Former name or former address, if changed since last report)

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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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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TABLE OF CONTENTS

Additional Information and Where to Find It

Participants in the Solicitation

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

Item 8.01 Other Events

Item 9.01 Financial Statements and Exhibits

1

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INFORMATION TO BE INCLUDED IN THIS REPORT

ADDITIONAL INFORMATION AND WHERE TO FIND IT

THIS CURRENT REPORT ON FORM 8-K IS BEING MADE IN CONNECTION WITH THE PROPOSED ACQUISITION (THE "ACQUISITION") AND RELATED TRANSACTIONS INVOLVING GHL ACQUISITION CORP. ("GHQ") AND IRIDIUM HOLDINGS LLC ("IRIDIUM HOLDINGS"). IN CONNECTION WITH THE ACQUISITION, GHQ FILED WITH THE SECURITIES EXCHANGE COMMISSION ("SEC") A DEFINITIVE PROXY STATEMENT AND HAS MAILED A DEFINITIVE PROXY STATEMENT AND OTHER RELEVANT DOCUMENTS TO GHQ'S STOCKHOLDERS. THE INFORMATION CONTAINED IN THIS COMMUNICATION IS NOT COMPLETE AND MAY BE CHANGED. BEFORE MAKING ANY VOTING OR INVESTMENT DECISIONS, GHQ'S STOCKHOLDERS AND OTHER INTERESTED PERSONS ARE URGED TO READ GHQ'S DEFINITIVE PROXY STATEMENT, AND ANY AMENDMENTS THERETO, IN CONNECTION WITH GHQ'S SOLICITATION OF PROXIES FOR THE SPECIAL MEETING TO BE HELD TO APPROVE THE ACQUISITION AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT IRIDIUM HOLDINGS, GHQ AND THE PROPOSED ACQUISITION. THE DEFINITIVE PROXY STATEMENT WAS MAILED TO GHQ STOCKHOLDERS OF RECORD AS OF AUGUST 27, 2009. STOCKHOLDERS AND OTHER INTERESTED PERSONS WILL ALSO BE ABLE TO OBTAIN A COPY OF THE DEFINITIVE PROXY STATEMENT, WITHOUT CHARGE, AT THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov) OR BY DIRECTING A REQUEST TO: MACKENZIE PARTNERS, INC. BY CALLING 800-322-2885.

PARTICIPANTS IN THE SOLICITATION

GHQ AND ITS DIRECTORS AND OFFICERS MAY BE DEEMED TO BE PARTICIPANTS IN THE SOLICITATION OF PROXIES TO GHQ'S STOCKHOLDERS IN CONNECTION WITH THE ACQUISITION. A LIST OF THE NAMES OF THOSE DIRECTORS AND OFFICERS AND A DESCRIPTION OF THEIR INTERESTS IN GHQ IS CONTAINED IN GHQ'S REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008, AND GHQ'S DEFINITIVE PROXY STATEMENT WHICH ARE FILED WITH THE SEC. GHQ'S STOCKHOLDERS MAY OBTAIN ADDITIONAL INFORMATION ABOUT THE DIRECT AND INDIRECT INTERESTS OF THE PARTICIPANTS IN THE ACQUISITION, BY SECURITY HOLDINGS OR OTHERWISE, BY READING GHQ'S DEFINITIVE PROXY STATEMENT AND OTHER MATERIALS FILED OR TO BE FILED WITH THE SEC WHEN SUCH INFORMATION BECOMES AVAILABLE.

NOTHING IN THIS COMMUNICATION SHOULD BE CONSTRUED AS, OR IS INTENDED TO BE, A SOLICITATION FOR OR AN OFFER TO PROVIDE INVESTMENT ADVISORY SERVICES.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On September 11, 2009, GHL Acquisition Corp. (“GHQ”) issued a press release announcing that it has submitted an application to list its common stock, warrants and units, on the NASDAQ Stock Market (“Nasdaq”), and expects to begin trading on Nasdaq on September 24, 2009, under the symbols “IRDM,” “IRDMW” and “IRDMU,” respectively. On September 11, 2009, GHQ provided written notice to NYSE Alternext US LLC (“NYSE Amex”) that GHQ expects to voluntarily suspend trading of its common stock, warrants and units on the NYSE Amex under the symbols “GHQ,” “GHQ.WS” and “GHQ.U,” respectively, on or about September 23, 2009 (after the close of trading) and intends to transfer its listing to Nasdaq, subject to the approval for listing on Nasdaq and the approval of the acquisition of Iridium Holdings LLC by GHQ’s stockholders at its special stockholder meeting currently scheduled for September 23, 2009. GHQ’s Board of Directors has approved the transfer to Nasdaq.

A copy of the press release dated September 11, 2009 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01 Other Events

See Item 3.01.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release dated September 11, 2009 on Delisting from NYSE Amex

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 hereunto duly authorized.

GHL Acquisition Corp.

Date: September 14, 2009

By: /s/ Harold J. Rodriguez, Jr.  
Name: Harold J.  
Rodriguez, Jr.  
Title: Chief Financial  
Officer

EXHIBIT INDEX

| Exhibit Number | Description   |
|----------------|---|
| EX-99.1        | Press Release, dated September 11, 2009 on Delisting from NYSE Amex |

5

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