

GHL Acquisition Corp.
Form PRER14A
August 27, 2009

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- [X] Preliminary Proxy Statement
 [] Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 [] Definitive Proxy Statement
 [] Definitive Additional Materials
 [] Soliciting Material Pursuant to § 240.14a-12

GHL ACQUISITION CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [] No fee required.
 [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\$8.92 per share of GHQ common stock based on the average of the high and low prices reported on the NYSE Alternext U.S. on _____

(4) Proposed maximum aggregate value of transaction:

Edgar Filing: GHL Acquisition Corp. - Form PRER14A

(5)

Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1)

Amount previously paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

GHL ACQUISITION CORP.
300 Park Avenue, 23rd Floor
New York, NY 10022

August 31, 2009

Dear Stockholder:

You are cordially invited to attend a special meeting of the stockholders of GHL Acquisition Corp. (“GHQ”) relating to our proposed acquisition of Iridium Holdings LLC (“Iridium Holdings”). The special meeting will be held at 4:00 p.m., Eastern Time, on September 23, 2009, at the Waldorf-Astoria Hotel, 301 Park Avenue, New York, NY.

At the special meeting, you will be asked to consider and vote upon the following proposals:

1. to approve our acquisition of Iridium Holdings (the “acquisition”) pursuant to the Transaction Agreement dated as of September 22, 2008 among GHQ, Iridium Holdings and the sellers listed on the signature pages thereof, as amended on April 28, 2009 (the “transaction agreement”), and the related transactions contemplated by the transaction agreement (the “acquisition proposal”);
2. to approve an amended and restated certificate of incorporation for GHQ (the “proposed certificate”), to be effective upon completion of the acquisition (the “certificate proposal”), to, among other things:
 - change our name to “Iridium Communications Inc.”;
 - permit our continued existence after February 14, 2010;
 - increase the number of our authorized shares of common stock; and
 - eliminate the different classes of our board of directors;
3. to approve the issuance of shares of our common stock in the acquisition and related transactions that would result in an increase in our outstanding common stock by more than 20% (the “share issuance proposal”);
4. to adopt a proposed stock incentive plan, to be effective upon completion of the acquisition (the “stock incentive plan proposal”); and
5. to adopt a proposal to authorize the adjournment of the special meeting to a later date or dates, including, if necessary, to solicit additional proxies in favor of the foregoing proposals if there are not sufficient votes in favor of any of these proposals (the “adjournment proposal”).

The approval of the acquisition proposal is conditioned upon the approval of the certificate proposal, the share issuance proposal and the stock incentive plan proposal, but not the adjournment proposal. The approval of the certificate proposal, the share issuance proposal and the stock incentive plan proposal, but not the adjournment proposal, is conditioned upon the approval of the acquisition proposal. The adjournment proposal does not require the approval of any other proposal to be effective.

Our board of directors has fixed the close of business on August 27, 2009 as the record date for the determination of stockholders entitled to notice of, and to vote at, the special meeting and at any adjournments or postponements thereof. Record holders of GHQ warrants do not have voting rights.

Stockholders holding a majority of our issued and outstanding common stock (whether or not held by public stockholders) at the close of business on the record date must be present, in person or by proxy, to constitute a

quorum, and a quorum is required to approve our proposals. In addition, approval of the acquisition proposal requires that holders of a majority of the common stock voted by all holders of common stock issued in our initial public offering (such holders, the “public stockholders”) must vote, in person or by proxy, in favor of the acquisition proposal, but the acquisition proposal cannot be approved if public stockholders owning 30% or more of the common stock issued in our initial public offering (“IPO”) vote against the acquisition proposal and properly exercise their conversion rights. In connection with the vote on the acquisition proposal and the certificate proposal, Greenhill & Co., Inc. (“Greenhill” or our “founding stockholder”) and GHQ’s directors to whom founding stockholder’s units were transferred (collectively, our “initial stockholders”) have agreed to vote their shares in accordance with the majority of common stock voted by the public stockholders.

Assuming the acquisition proposal is approved by the requisite vote of our stockholders, the affirmative vote of the holders of a majority of the outstanding shares of our common stock is required to approve our certificate proposal, and the affirmative vote of the holders of a majority of the shares of our common stock that are present in person or represented by proxy and entitled to vote at the special meeting is required to approve the share issuance proposal, the stock incentive plan proposal and the adjournment proposal.

You have the right, subject to the limitation described in the next sentence, to convert any shares that you own that were sold in our IPO into cash if you vote against the acquisition proposal and the acquisition proposal is approved and the acquisition is completed. To the extent you, together with any of your affiliates or any other person with whom you are acting in concert or as a partnership, syndicate or other group for the purpose of acquiring, holding or disposing of your GHQ securities, you and they will be limited to seeking conversion rights for only up to 10% of the IPO shares. If you properly exercise your conversion rights, you will be entitled to receive a conversion price per share equal to the aggregate amount then on deposit in our trust account (before payment of deferred underwriting discounts and commissions and including interest earned on their pro rata portion of our trust account, net of income taxes payable on such interest, net of franchise taxes and net of interest income of up to \$5.0 million, subject to certain adjustments, on the trust account balance previously released to us to fund our working capital requirements), calculated as of two business days prior to the proposed completion of the acquisition, divided by the number of shares sold in our IPO. As of June 30, 2009, the per-share conversion price would have been approximately \$10.02 without taking into account any interest or expenses accrued after such date, but we estimate that the pro rata amount to be received by holders of the IPO shares who vote against the acquisition and properly exercise their conversion right will be approximately \$10.00 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 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.

You may request conversion of your shares at any time after the mailing of this proxy statement by following the procedures described in this proxy statement, but the request will not be granted unless you vote against the acquisition proposal and the acquisition proposal is approved and the acquisition is completed. Voting against the acquisition proposal alone will not result in the conversion of your shares into a pro rata share of the trust account; to convert your shares, you must also follow the specific procedures for conversion set forth in this proxy statement. See “The Special Meeting — Conversion Rights” on page 119. Prior to exercising your conversion rights, you should verify the market price of GHQ’s common stock, as you may receive higher proceeds from the sale of your common stock in the public market than from exercising your conversion rights if the market price per share is higher than the conversion price.

GHQ units, common shares and warrants are listed and traded on the NYSE Alternext US LLC (“NYSE Alternext U.S.”) under the trading symbol GHQ.U, GHQ and GHQ.WS, respectively. On August 24, 2009, the closing price of GHQ units, common stock and warrants were, respectively, \$12.75, \$9.98 and \$2.88.

AFTER CAREFUL CONSIDERATION OF THE TERMS AND CONDITIONS OF ALL OF THE PROPOSALS, OUR BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED ALL OF THE PROPOSALS AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” EACH OF THE PROPOSALS.

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE PROMPTLY VOTE YOUR SHARES AND SUBMIT YOUR PROXY BY COMPLETING, SIGNING, DATING AND RETURNING YOUR PROXY FORM IN THE ENCLOSED

ENVELOPE. IF YOU RETURN A PROXY WITH YOUR SIGNATURE BUT WITHOUT AN INDICATION OF HOW YOU WISH TO VOTE ON ANY PROPOSAL, YOUR PROXY WILL BE VOTED "FOR" EACH SUCH PROPOSAL. EVEN IF YOU RETURN THE PROXY, YOU MAY ATTEND THE SPECIAL MEETING AND VOTE YOUR SHARES IN PERSON.

The accompanying proxy statement contains detailed information regarding the acquisition and related transactions, including each of our proposals. The proxy statement also provides detailed information about Iridium Holdings because, upon completion of the acquisition, Iridium Holdings will become a subsidiary of GHQ.

WE ENCOURAGE YOU TO READ THIS ENTIRE PROXY STATEMENT CAREFULLY, INCLUDING THE SECTION DISCUSSING "RISK FACTORS," FOR A DISCUSSION OF VARIOUS FACTORS THAT YOU SHOULD CONSIDER IN CONNECTION WITH OUR PROPOSED ACQUISITION.

Sincerely,

Scott L. Bok
Chairman and Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES REGULATORY AGENCY HAS APPROVED OR DISAPPROVED THE TRANSACTIONS DESCRIBED IN THIS PROXY STATEMENT OR ANY OF THE SECURITIES TO BE ISSUED IN THE ACQUISITION, PASSED UPON THE MERITS OR FAIRNESS OF THE ACQUISITION OR RELATED TRANSACTIONS OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURE IN THIS PROXY STATEMENT. ANY REPRESENTATION TO THE CONTRARY CONSTITUTES A CRIMINAL OFFENSE.

This proxy statement is dated August , 2009 and is first being mailed to GHQ stockholders on or about August 31, 2009.

GHL ACQUISITION CORP.
300 Park Avenue, 23rd Floor
New York, NY 10022

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON SEPTEMBER 23, 2009

To the Stockholders of GHL Acquisition Corp.:

You are cordially invited to attend a special meeting of the stockholders of GHL Acquisition Corp. (“GHQ”) relating to our proposed acquisition of Iridium Holdings LLC (“Iridium Holdings”). The special meeting will be held at 4:00 p.m., Eastern Time, on September 23, 2009, at the Waldorf-Astoria Hotel, 301 Park Avenue, New York, NY.

At the special meeting, you will be asked to consider and vote upon the following proposals:

1. to approve our acquisition of Iridium Holdings (the “acquisition”) pursuant to the Transaction Agreement dated as of September 22, 2008 among GHQ, Iridium Holdings and the sellers listed on the signature pages thereof, as amended on April 28, 2009 (the “transaction agreement”), and the related transactions contemplated by the transaction agreement (the “acquisition proposal”);
2. to approve an amended and restated certificate of incorporation for GHQ (the “proposed certificate”), to be effective upon completion of the acquisition (the “certificate proposal”), to, among other things:
 - change our name to “Iridium Communications Inc.”;
 - permit our continued existence after February 14, 2010;
 - increase the number of our authorized shares of common stock; and
 - eliminate the different classes of our board of directors;
3. to approve the issuance of shares of our common stock in the acquisition and related transactions that would result in an increase in our outstanding common stock by more than 20% (the “share issuance proposal”);
4. to adopt a proposed stock incentive plan, to be effective upon completion of the acquisition (the “stock incentive plan proposal”); and
5. to adopt a proposal to authorize the adjournment of the special meeting to a later date or dates, including, if necessary, to solicit additional proxies in favor of the foregoing proposals if there are not sufficient votes in favor of any of these proposals (the “adjournment proposal”).

The approval of the acquisition proposal is conditioned upon the approval of the certificate proposal, the share issuance proposal and the stock incentive plan proposal, but not the adjournment proposal. The approval of the certificate proposal, the share issuance proposal and the stock incentive plan proposal, but not the adjournment

proposal, is conditioned upon the approval of the acquisition proposal. The adjournment proposal does not require the approval of any other proposal to be effective.

Our board of directors has fixed the close of business on August 27, 2009 as the record date for the determination of stockholders entitled to notice of, and to vote at, the special meeting and at any adjournments or postponements thereof. Record holders of GHQ warrants do not have voting rights.

Your vote is important. Whether or not you plan to attend the special meeting, please complete, sign, date and return your proxy card as soon as possible to ensure that your shares are represented at the special meeting or, if

you are a stockholder of record of our common stock on the record date, you may cast your vote in person at the special meeting. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank on how to vote your shares. If you do not vote or do not instruct your broker or bank how to vote, it will have the same effect as voting against the acquisition proposal and the certificate proposal.

Any proxy may be revoked at any time prior to its exercise by delivery of a later dated proxy. By authorizing your proxy promptly, you can help us avoid the expense of further proxy solicitations.

Your attention is directed to the proxy statement accompanying this notice (including the annexes thereto) for a more complete description of the proposed acquisition and related transactions and each of our proposals. We encourage you to read this proxy statement carefully. If you have any questions or need assistance voting your shares, please call our proxy solicitor, MacKenzie Partners, Inc. at (800) 322-2885 or by email at proxy@mackenziepartners.com.

By Order of the Board of Directors,

Jodi B. Ganz
Secretary

TABLE OF CONTENTS

	Page
<u>SUMMARY TERM SHEET</u>	1
<u>QUESTIONS AND ANSWERS ABOUT THE ACQUISITION</u>	4
<u>WHO CAN HELP ANSWER YOUR QUESTIONS</u>	10
<u>SUMMARY OF PROXY STATEMENT</u>	11
<u>SELECTED HISTORICAL FINANCIAL DATA OF GHQ</u>	24
<u>SELECTED HISTORICAL FINANCIAL DATA OF IRIDIUM HOLDINGS</u>	25
<u>SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA</u>	28
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS.</u>	38
<u>RISK FACTORS</u>	39
<u>PROPOSAL I – APPROVAL OF THE ACQUISITION</u>	66
<u>General</u>	66
<u>Background of the Acquisition</u>	66
<u>Factors Considered by the Iridium Holdings Board in Approving the Acquisition</u>	74
<u>Factors Considered by the GHQ Board in Approving the Acquisition</u>	75
<u>GHQ Senior Management Team and Board of Directors</u>	80
<u>Recommendation of the GHQ Board; Additional Considerations of the GHQ Board</u>	81
<u>Accounting Treatment</u>	82
<u>Material U.S. Federal Income Tax Considerations for Holders Exercising Conversion Rights</u>	82
<u>Regulatory Matters</u>	84
<u>No Appraisal or Dissenters’ Rights</u>	85
<u>Consequences if Acquisition Proposal Is Not Approved</u>	85
<u>Necessity of Stockholder Approval</u>	86
<u>Required Vote</u>	86
<u>Recommendation of GHQ’s Board of Directors</u>	86
<u>Federal Securities Laws Consequences</u>	86
<u>Stock Transfer Restrictions</u>	86
<u>PROPOSAL II – APPROVAL OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION</u>	88
<u>Necessity of Stockholder Approval</u>	89
<u>Required Vote</u>	89
<u>Recommendation</u>	89
<u>PROPOSAL III – APPROVAL OF THE SHARE ISSUANCE PROPOSAL</u>	90
<u>Share Issuance Proposal</u>	90
<u>Necessity of Stockholder Approval</u>	90
<u>Required Vote</u>	90
<u>Recommendation</u>	90
<u>PROPOSAL IV – ADOPTION OF THE STOCK INCENTIVE PLAN</u>	91
<u>Summary of the Iridium Communications Inc. 2009 Stock Incentive Plan</u>	91
<u>U.S. Federal Income Tax Consequences</u>	94
<u>New Plan Benefits</u>	95
<u>Necessity of Stockholder Approval</u>	95
<u>Required Vote</u>	95
<u>Recommendation</u>	96
<u>PROPOSAL V – ADOPTION OF THE ADJOURNMENT PROPOSAL</u>	97

<u>Adjournment Proposal</u>	97
<u>Required Vote</u>	97
<u>Recommendation</u>	97
<u>MARKET PRICE OF GHQ COMMON STOCK</u>	98
<u>INTERESTS OF CERTAIN PERSONS IN THE ACQUISITION</u>	99
<u>THE TRANSACTION AGREEMENT</u>	100
<u>OTHER TRANSACTION AGREEMENTS</u>	114
<u>Note Purchase Agreement</u>	114
<u>Registration Rights Agreement</u>	114
<u>Pledge Agreements</u>	115
<u>Letter Agreements</u>	115
<u>THE SPECIAL MEETING</u>	116
<u>General</u>	116
<u>Date, Time and Place</u>	116
<u>Purpose of the Special Meeting</u>	116
<u>Recommendation of the GHQ Board</u>	116
<u>Record Date; Who Is Entitled to Vote</u>	117
<u>Quorum</u>	117
<u>Voting Your Shares</u>	117
<u>Who Can Answer Your Questions About Voting Your Shares</u>	117
<u>No Additional Matters May Be Presented at the Special Meeting</u>	117
<u>Revoking Your Proxy</u>	118
<u>Vote Required of GHQ's Stockholders</u>	118
<u>Abstentions and Broker Non-Votes</u>	118
<u>Conversion Rights</u>	119
<u>Solicitation Costs</u>	120
<u>Stock Ownership of Directors and Executive Officers</u>	120
<u>Other Business; Adjournments</u>	121
<u>Householding</u>	121
<u>INFORMATION ABOUT GHQ</u>	122
<u>GHQ MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	124
<u>INFORMATION ABOUT IRIDIUM HOLDINGS</u>	128

<u>IRIDIUM HOLDINGS MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	152
<u>BENEFICIAL OWNERSHIP OF SECURITIES</u>	178
<u>DESCRIPTION OF GHQ’S SECURITIES FOLLOWING THE ACQUISITION</u>	181
<u>MANAGEMENT FOLLOWING THE ACQUISITION</u>	185
<u>GHQ COMPENSATION DISCUSSION AND ANALYSIS</u>	189
<u>IRIDIUM HOLDINGS COMPENSATION DISCUSSION AND ANALYSIS</u>	191
<u>IRIDIUM HOLDINGS EXECUTIVE COMPENSATION</u>	196
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	203
<u>TRANSFER AGENT AND REGISTRAR</u>	206
<u>SUBMISSION OF STOCKHOLDER PROPOSALS</u>	206
<u>APPRAISAL RIGHTS</u>	206
<u>INDEPENDENT AUDITORS</u>	206
<u>FUTURE STOCKHOLDER PROPOSALS</u>	206
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	207
<u>INDEX TO FINANCIAL STATEMENTS</u>	F-1
<u>FINANCIAL STATEMENTS</u>	F-2

LIST OF ANNEXES

Annex A	<u>Transaction Agreement and Amendment to Transaction Agreement</u>
Annex B	<u>Amended and Restated Certificate of Incorporation</u>
Annex C	<u>Pledge Agreement</u>
Annex D	<u>Registration Rights Agreement</u>
Annex E	<u>Iridium Communications Inc. 2009 Stock Incentive Plan</u>

Table of Contents

SUMMARY TERM SHEET

This Summary Term Sheet, together with the sections entitled “Questions and Answers About the Acquisition” and “Summary of Proxy Statement,” summarize certain information contained in this proxy statement, but do not contain all of the information that is important to you. You should carefully read this entire proxy statement, including the attached Annexes and the documents to which we refer you, for a more complete understanding of the matters to be considered at the special meeting of stockholders. In this proxy statement, the terms “we”, “us”, “our” and “GHQ” refer to GHL Acquisition Corp., the term “Iridium Holdings” refers to Iridium Holdings LLC and the term “transaction agreement” refers to the Transaction Agreement dated as of September 22, 2008 among GHQ, Iridium Holdings and the sellers named therein (“Sellers” or “sellers”), as amended on April 28, 2009.

- GHQ is a special purpose acquisition company formed for the purpose of acquiring one or more businesses or assets. For more information about GHQ, see the section entitled “Information About GHQ” and “GHQ Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 122 and 124, respectively.
- Iridium Holdings, through its subsidiaries, is a provider of mobile voice and data communications services via satellite. For more information about Iridium Holdings, see the sections entitled “Information About Iridium Holdings,” and “Iridium Holdings Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 128 and 152, respectively.
- Pursuant to a transaction agreement signed on September 22, 2008 (“original agreement”), as amended on April 28, 2009 by GHQ, Iridium Holdings and the sellers’ committee of the Sellers (“amendment”, and together with the original agreement, the “transaction agreement”), GHQ proposes to acquire Iridium Holdings on the terms and subject to the conditions set forth therein. For more information about the acquisition, see the sections entitled “Proposal I—Approval of the Acquisition” beginning on page 66, “The Transaction Agreement” beginning on page 100 and the original agreement and amendment that are attached as Annex A to this proxy statement.
- Under the terms of the transaction agreement, GHQ agreed to pay for the purchase of 100% of Iridium Holdings’ equity, \$77.1 million in cash, subject to certain adjustments, issue to the sellers 29,443,500 shares of GHQ common stock (valued at \$271.8 million based on a price per share of \$9.23 on September 22, 2008, the last trading day before the acquisition was announced and at \$293.8 million based on a price per share of \$9.98 on August 24, 2009 on the NYSE Alternext U.S.) and assume approximately \$113.8 million net debt of Iridium Holdings, as of June 30, 2009. In addition, 90 days following the closing of the acquisition, if Iridium Holdings has in effect a valid election under Section 754 of the Internal Revenue Code of 1986, as amended (the “Code”), with respect to the taxable year in which the closing of the acquisition occurs, GHQ will make a tax benefit payment of up to \$25.5 million in aggregate to sellers (other than the sellers of the equity of Baralonco and Syncom) to compensate them for the tax basis step-up. For more information about the transaction agreement and the other transaction agreements, see the sections entitled “The Transaction Agreement” and “Other Transaction Agreements” beginning on pages 100 and 114 respectively.
- Following the acquisition, the current stockholders of GHQ are expected to own approximately 60.6% of the outstanding shares of common stock of GHQ. The current owners of Iridium Holdings are expected to own approximately 37.0% of the outstanding common stock of GHQ and Greenhill & Co. Europe Holdings Limited (“Greenhill Europe”) is expected to own approximately 2.4% as a result of a \$22.9 million convertible subordinated promissory note of Iridium Holdings (the “note”) convertible into 1,946,500 shares of common stock of GHQ. The single-largest stockholder of GHQ, following the acquisition, is expected to be Baralonco Limited with

approximately 13.4% ownership and the second-largest stockholder of GHQ is expected to be Greenhill with approximately 11.1% ownership, including Greenhill Europe's approximately 2.4% ownership. These ownership percentages are calculated on an outstanding basis and assumes (i) no holders of shares of our common stock issued in our IPO ("IPO shares") vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) no holders of warrants exercise their rights to acquire GHQ shares, (iii) the conversion of the note by Greenhill Europe into 1,946,500 shares of common stock, in accordance with its terms, and (iv) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements (as such term is defined below)

Table of Contents

following the closing of the acquisition is 1,244,931. Assuming the maximum number of GHQ stockholders holding IPO shares (30% minus one share) vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, the current stockholders of GHQ are expected to own approximately 53.6% of the outstanding shares of common stock of GHQ, the current owners of Iridium Holdings are expected to own approximately 43.4% of the outstanding common stock of GHQ and Greenhill Europe is expected to own approximately 3.0% of the outstanding common stock of GHQ. For more information, see section entitled “Proposal I – Approval of the Acquisition” beginning on page 66.

- GHQ’s management and board of directors considered various factors in determining whether to acquire Iridium Holdings and to approve the transaction agreement, including the fact that Iridium Holdings has a fair market value equal to at least 80% of the balance in GHQ’s trust account (excluding deferred underwriting discounts and commissions). For more information about our decision-making process, see the section entitled “Proposal I—Approval of the Acquisition—Factors Considered by the GHQ Board in Approving the Acquisition” beginning on page 75.
- Each holder of IPO shares has a right to convert its IPO shares into cash if such holder votes against the acquisition proposal, the acquisition is completed and the holder properly exercises its conversion rights as described below. Such IPO shares would then be converted into cash at a per-share conversion price on the closing date of the acquisition. To exercise conversion rights, a holder of IPO shares, whether being a record holder or holding the IPO shares in “street name,” must tender its IPO shares to our transfer agent, American Stock Transfer & Trust Company, by 12:00 p.m. Eastern Time on the day of the special meeting (or any adjournment or postponement thereof), and deliver written instructions to our transfer agent: (i) stating that the holder wishes to convert the IPO shares into a pro rata share of the trust account and (ii) confirming that the holder has held the IPO shares since the record date and will continue to hold them through the special meeting and the completion of the acquisition.
- In addition to voting on the acquisition proposal at the special meeting, the stockholders of GHQ will vote on proposals to approve a second amended and restated certificate of incorporation for GHQ, a share issuance proposal, a stock incentive plan proposal and a proposal to adjourn the special meeting, if necessary to permit further solicitation of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the acquisition proposal and the transactions contemplated thereby. See the sections entitled “Proposal II—Approval of the Amended and Restated Certificate of Incorporation,” “Proposal III—Approval of the Share Issuance Proposal,” “Proposal IV— Adoption of the Stock Incentive Plan,” “Proposal V—Adoption of the Adjournment Proposal” and the “The Special Meeting” on pages 88, 90, 91, 97 and 116, respectively.
- Upon the closing of the acquisition, our board of directors will be expanded to ten directors and six new individuals will be appointed to our board of directors. All of our existing board members, with the exception of Kevin P. Clarke, will remain members of our board of directors. See the sections entitled “Proposal I—Approval of the Acquisition” and “Management Following the Acquisition” on pages 66 and 185, respectively.
- 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, see the section entitled “The Transaction Agreement—Conditions to the Closing of the Acquisition” beginning on page 109.
- Our acquisition of Iridium Holdings involves numerous risks. For more information about these risks, see the section entitled “Risk Factors” beginning on page 39.
- In considering the recommendation of GHQ’s board of directors to vote for our proposals, you should be aware that our executive officers and members of our board of directors have interests in the acquisition that are different

from, or in addition to, the interests of GHQ's stockholders generally. The members of our board of directors were aware of these differing interests and considered them, among other matters, in evaluating and negotiating the transaction agreement and in recommending to our stockholders that they vote in favor of the acquisition proposal and other proposals. These interests include, among other things:

- Our directors, Parker W. Rush, Thomas C. Canfield and Kevin P. Clarke, and our founding stockholder own 43,479, 43,479, 43,479 and 8,369,563 units of GHQ, respectively. Scott L. Bok, our

Table of Contents

chairman and chief executive officer, and Robert H. Niehaus, our senior vice president, own 518,300 and 375,800 shares of GHQ common stock and 200,000 and 200,000 warrants, respectively. Each of Messrs. Rush, Canfield and Clarke purchased his units prior to our IPO for an aggregate price of \$128.00 and had an aggregate market value of approximately \$433,920, based upon the last sale price of \$9.98 on the NYSE Alternext U.S. on August 24, 2009. If our proposals are not approved and GHQ is unable to complete another business combination by February 14, 2010, GHQ will be required to liquidate. In such event, the 8.5 million units held by Messrs. Rush, Canfield and Clarke and our founding stockholder will be worthless because Messrs. Rush, Canfield and Clarke and our founding stockholder have agreed that they will not receive any liquidation proceeds with respect to such shares. Accordingly, Messrs. Rush, Canfield and Clarke and our founding stockholder have a financial interest in the completion of the acquisition. Messrs. Bok and Niehaus purchased their shares of GHQ common stock and warrants in our IPO and in open market transactions, and would receive liquidation proceeds on such shares of common stock on the same basis as unaffiliated GHQ stockholders.

- In addition to the shares of GHQ common stock, our founding stockholder purchased 8.0 million warrants to purchase up to 8.0 million shares of GHQ common stock, at a price of \$1.00 per warrant. These warrants have an exercise price of \$7.00 per share and, following the closing of the acquisition and the warrant restructuring described below, will have the Restructured Warrants Exercise Price (as such term is defined below). If GHQ is unable to complete a business combination by February 14, 2010 and liquidates its assets, there will be no distribution with respect to these warrants, and the warrants will expire worthless. At the closing of the acquisition, our founding stockholder has agreed to forfeit the following GHQ securities which it currently owns: (1) 1,441,176 shares of our common stock purchased as part of the unit purchase on November 13, 2007; (2) 8,369,563 warrants purchased as part of the unit purchase on November 13, 2007; and (3) 4.0 million warrants purchased in a private placement on February 21, 2008.
- Two of our directors, Messrs. Bok and Niehaus purchased shares of common stock and warrants in our IPO and in open market transactions. In addition, Messrs. Bok and Niehaus own shares in our founding stockholder that give them indirect ownership interests in GHQ. Because of their indirect ownership interests, each of Messrs. Bok and Niehaus has financial interests in the completion of the acquisition in addition to their interests as holders of our common stock and warrants.
- If the acquisition is completed, certain of our current directors will continue as directors of GHQ. These non-executive directors will be entitled to receive any cash fees, stock options, stock awards or other compensation arrangements that our board of directors determines to provide to our non-executive directors.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE ACQUISITION

Q: Why am I receiving this proxy statement?

A: GHQ has agreed to acquire Iridium Holdings under the terms of the transaction agreement that is described in this proxy statement. A copy of the original agreement and the amendment are attached to this proxy statement as Annex A, which GHQ and Iridium Holdings encourage you to read.

You are receiving this proxy statement because we are soliciting your vote to approve the acquisition and related matters at a special meeting of our stockholders. This proxy statement contains important information about the acquisition and related matters. You should read it carefully.

Your vote is important. We encourage you to vote as soon as possible after carefully reviewing this proxy statement.

Q: When and where is the stockholder meeting?

A: GHQ's special meeting will be held at 4:00 p.m., Eastern Time, on September 23, 2009 at the Waldorf-Astoria Hotel, 301 Park Avenue, New York, NY.

Q: Why is GHQ proposing the acquisition?

A: GHQ is a blank check company formed 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.

GHQ completed its IPO on February 21, 2008, generating net proceeds of approximately \$400 million. As of June 30, 2009 the balance in the trust account was approximately \$400.9 million. GHQ holds these funds in the trust account pending completion of the acquisition of Iridium Holdings and the payment of the deferred underwriting commissions and discounts.

GHQ is now proposing to acquire Iridium Holdings pursuant to the transaction agreement. If the acquisition proposal and related proposals are approved by our stockholders and the other conditions to completion of the acquisition are satisfied, GHQ will acquire, directly and indirectly, all the units of Iridium Holdings. Upon the closing of the acquisition, Iridium Holdings will become a wholly-owned subsidiary of GHQ, and GHQ will be renamed "Iridium Communications Inc." and will apply for listing on the NASDAQ Stock Market LLC ("NASDAQ").

Iridium Holdings is 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. Iridium Holdings' satellite network provides communication 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 and regions where the telecommunications infrastructure has been affected by political conflicts or natural disasters. Demand for Iridium Holdings' mobile satellite services and products is growing as a result of the increasing need for reliable communication services in all locations. Iridium Holdings offers voice and data communications services to the U.S. and foreign governments, businesses, non-governmental organizations and consumers via its constellation of 66 in-orbit satellites, seven in-orbit spares and related ground infrastructure, including a primary commercial gateway. The U.S. government, directly and indirectly, has been and continues to be Iridium Holdings' largest customer, generating \$67.8 million, or 21.1%, of its total revenues for the year ended December 31, 2008, and \$36.6 million, or 23.1%, of its total revenues for the six months ended June 30, 2009.

As part of the acquisition, we would acquire two entities, Syncom-Iridium Holdings Corp. (“Syncom”) and Baralonco N.V. (“Baralonco”), which are holders of a significant number of Iridium Holdings units. We will execute a pledge agreement with the sellers of the equity of each entity in connection with the closing of the acquisition under which the sellers of the equity of each entity would pledge certain of the shares of GHQ common stock they receive in the transaction to cover certain of their indemnification obligations under the transaction agreement. The sellers of the equity of Syncom would pledge 300,000 GHQ shares and the sellers of the equity of Baralonco would pledge 1.5 million GHQ shares received in the transaction.

If the acquisition and related transactions are approved by our stockholders, the warrants issued in our IPO will become exercisable in accordance with their terms since such warrants become exercisable at any time commencing on the completion of our initial business combination.

If the acquisition and related transactions are not approved, and GHQ is unable to complete another

Table of Contents

business combination by February 14, 2010, GHQ will be required to liquidate.

Q: What will the owners of Iridium Holdings receive in the proposed transactions?

A: Upon completion of the acquisition, the owners of Iridium Holdings are expected to receive an aggregate of approximately 29.4 million shares of GHQ common stock and \$77.1 million of cash, subject to certain adjustments. In addition, 90 days following the closing of the acquisition, if Iridium Holdings has in effect a valid election under Section 754 of the Code with respect to the taxable year in which the closing of the acquisition occurs, GHQ will make a tax benefit payment of up to \$25.5 million in aggregate to sellers (other than the sellers of the equity of Baralonco and Syncom).

Concurrently with the signing of the transaction agreement, Iridium Holdings and Greenhill Europe, a subsidiary of Greenhill, entered into an agreement with Iridium Holdings to purchase a \$22.9 million convertible subordinated promissory note of Iridium Holdings. The closing of the purchase of the note occurred on October 24, 2008, following the receipt by Iridium Holdings of the consent of its lenders to the issuance of the note. Greenhill Europe has the option to convert the note into Iridium Holdings units (which are exchangeable into shares of GHQ common stock) upon the later to occur of (i) October 24, 2009 (“first anniversary”) and (ii) the closing of the acquisition or the termination of the transaction agreement. If the closing of the acquisition occurs after the first anniversary, upon the exercise of its conversion rights, Greenhill Europe will be entitled to receive 1,946,500 shares of GHQ common stock. If the closing occurs prior to September 22, 2009, GHQ and Greenhill Europe will enter into an agreement which will entitle Greenhill Europe to exchange, upon the first anniversary of the issuance of the note, each Iridium Holding unit into which the note is convertible for 23.1936 shares of GHQ common stock, subject to adjustments.

Q: Will GHQ stockholders receive anything in the proposed transactions?

A: If the acquisition is completed and you do not properly elect to convert your GHQ common stock into cash, you will continue to hold GHQ common stock and warrants that you currently own and do not sell. If the acquisition is completed but you vote your shares against the acquisition proposal and properly elect to convert your shares into cash, your GHQ common stock will be canceled and you will receive cash as described below, but you will continue to hold any warrants that you currently own and do not sell.

Q: Who will own GHQ after the proposed acquisition?

A: If the proposed acquisition is completed, the current stockholders of GHQ are expected to own approximately 60.6% of the outstanding shares of common stock of GHQ. The current owners of Iridium Holdings are expected to own approximately 37.0% of the outstanding common stock of GHQ and Greenhill Europe is expected to own approximately 2.4% as a result of the conversion of the note. The single-largest stockholder of GHQ, following the acquisition, is expected to be Baralonco Limited with approximately 13.3% ownership and the second-largest stockholder of GHQ is expected to be Greenhill with approximately 11.1% ownership, including Greenhill Europe’s anticipated 2.4% ownership. These ownership percentages are calculated on an outstanding basis and assumes (i) no holders of IPO shares vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) no holders of warrants exercise their rights to acquire GHQ shares, (iii) the conversion of the note by Greenhill Europe into 1,946,500 shares of common stock, in accordance with its terms, and (iv) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements following the closing of the acquisition is 1,244,931. Assuming the maximum number of GHQ stockholders holding IPO shares (30% minus one share) vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, the current stockholders of GHQ are expected to own approximately 53.6% of the outstanding shares of common stock of GHQ, the current owners of Iridium Holdings are expected to own approximately 43.4% of the

outstanding common stock of GHQ and Greenhill Europe is expected to own approximately 3.0% of the outstanding common stock of GHQ.

Q: What is being voted on at the meeting?

A: You are being asked to vote on five proposals:

- a proposal to approve the acquisition of Iridium Holdings pursuant to the transaction agreement and the other transactions contemplated by the transaction agreement;
- a proposal to adopt a second amended and restated certificate of incorporation for GHQ, to be effective upon completion of the acquisition, to, among other things, change our name to

5

Table of Contents

“Iridium Communications Inc.” and permit our continued existence after February 14, 2010;

- a proposal to approve the issuance of shares of our common stock in the acquisition and related transactions that would result in an increase in our outstanding common stock by more than 20%;
 - a proposal to adopt a stock incentive plan, to be effective upon completion of the acquisition; and
- a proposal to authorize the adjournment of the special meeting to a later date or dates, including if necessary, to solicit additional proxies in favor of the foregoing proposals if there are not sufficient votes in favor of any of these proposals.

This proxy statement provides you with detailed information about each of these proposals. We encourage you to carefully read this entire proxy statement, including the attached annexes. **YOU SHOULD ALSO CAREFULLY CONSIDER THOSE FACTORS DESCRIBED UNDER THE HEADING “RISK FACTORS.”**

Q: What is the record date for the special meeting? Who is entitled to vote?

A: The record date for the special meeting is August 27, 2009. Record holders of GHQ common stock at the close of business on the record date are entitled to vote or have their votes cast at the special meeting. On the record date, there were 48.5 million outstanding shares of our common stock, which includes 40.0 million IPO shares and 8.5 million shares owned by our founding stockholder and directors.

Each share of GHQ common stock is entitled to one vote per share at the special meeting. GHQ’s outstanding warrants do not have voting rights.

Q: How do the founding stockholder, our officers and directors intend to vote their shares?

A: With respect to the acquisition proposal, our founding stockholder, officers and directors, to the extent they own GHQ common stock, have agreed to vote their shares of GHQ common stock, in accordance with the majority of the votes cast by the public stockholders. Our founding stockholder, officers and directors, to the extent they own GHQ common stock, have also informed GHQ that they intend to vote all of their shares “FOR” the other proposals.

Q: What vote is required to approve the acquisition proposal?

A: The affirmative vote of stockholders owning a majority of the IPO shares voted at the special meeting represented in person or by proxy is required to approve the acquisition proposal. However, the acquisition proposal will not be approved if the holders of 30% or more of the IPO shares vote against the acquisition proposal and properly exercise their rights to convert such IPO shares into cash. Because the approval of the acquisition proposal is a condition to the approval of the other proposals (other than the adjournment proposal), if the acquisition proposal is not approved, the other approvals will not take effect (other than the adjournment proposal). No vote of the Iridium Holdings’ unitholders is required.

Q: What vote is required to approve the certificate proposal?

A: The affirmative vote of holders of a majority of the outstanding shares of our common stock is required to approve the certificate proposal, and approval is conditioned upon approval of the acquisition proposal. No vote of the Iridium Holdings’ unitholders is required.

Q: What vote is required to approve the share issuance proposal?

A: The affirmative vote of holders of a majority of the shares represented in person or by proxy and entitled to vote thereon at the special meeting is required to approve the share issuance proposal, and approval is conditioned upon approval of the acquisition proposal. No vote of the Iridium Holdings' unitholders is required.

Q: What vote is required to adopt the stock incentive plan proposal?

A: The affirmative vote of holders of a majority of the shares represented in person or by proxy and entitled to vote thereon at the special meeting is required to adopt the proposed stock incentive plan of GHQ, and approval is conditioned upon approval of the acquisition proposal. No vote of the Iridium Holdings' unitholders is required.

Q: What vote is required to adopt the adjournment proposal?

A: The affirmative vote of holders of a majority of the shares represented in person or by proxy and entitled to vote thereon at the special meeting is required to adopt the adjournment proposal. The

Table of Contents

approval of the adjournment proposal is not conditioned on the approval of the acquisition proposal or any of the other proposals. No vote of the Iridium Holdings' unitholders is required.

Q: Do I have appraisal or dissenters' rights?

A: No appraisal or dissenters' rights are available under the Delaware General Corporation Law ("Delaware law") for holders of GHQ common stock or warrants in connection with the proposals described in this proxy statement.

Q: Do I have conversion or redemption rights?

A: Yes. Each holder of IPO shares has a right to convert his or her IPO shares into a pro rata share of the cash on deposit in our trust account (before payment of deferred underwriting discounts and commissions and including interest earned on their pro rata portion of the trust account, net of income taxes payable on such interest, net of franchise taxes and net of interest income of up to \$5.0 million, subject to certain adjustments, on the trust account balance previously released to us to fund our working capital requirements) if such holder votes against the acquisition proposal, properly exercises the conversion rights and the acquisition is completed. Such IPO shares would then be converted into cash at the per-share conversion price on the completion date of the acquisition. It is anticipated that the funds to be distributed to each holder who properly elects to convert any IPO shares will be distributed promptly after completion of the acquisition.

Notwithstanding the foregoing, a stockholder, together with any affiliate of his, her or it or any person with whom he, she or it is acting in concert or as a partnership, syndicate or other group for the purpose of acquiring, holding, disposing, or voting of GHQ's securities, will be restricted from seeking conversion rights with respect to more than 10% of the IPO shares.

The actual per-share conversion price will be equal to the quotient determined by dividing (i) the amount then on deposit in the trust account (before payment of deferred underwriting discounts and commissions and including accrued interest net of income taxes on such interest and net of franchise taxes, after distribution of interest income on the trust account balance to us as described above), that has not been distributed to GHQ to cover its working capital expenses as set forth in GHQ's certificate of incorporation ("certificate"), calculated as of two business days prior to the closing by (ii) the total number of IPO shares. As of June 30, 2009, the per-share conversion price would have been approximately \$10.02 without taking into account any interest or expenses accrued after such date, but we estimate that the pro rata amount to be received by holders of the IPO shares who vote against the acquisition and properly exercise their conversion right will be approximately \$10.00 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 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.

Voting against the acquisition proposal alone will not result in the conversion of your IPO shares into a pro rata share of the trust account. To convert your IPO shares, you must also exercise your conversion rights and follow the specific procedures for conversion summarized below and set forth under "The Special Meeting—Conversion Rights."

Holders of IPO shares who convert their IPO shares into cash would still have the right to exercise any warrants that they continue to hold and do not sell.

Prior to exercising your conversion rights, you should verify the market price of GHQ shares because you may receive higher proceeds from the sale of your IPO shares in the public market than from exercising your conversion rights if the market price per IPO share is higher than the conversion price.

Q: How do I exercise my conversion rights?

A: To exercise conversion rights, a holder of IPO shares, whether being a record holder or holding the IPO shares in "street name," must tender the IPO shares to our transfer agent, American Stock Transfer & Trust Company, and deliver written instructions to our transfer agent: (i) stating that the holder wishes to convert the IPO shares into a pro rata share of the trust account and (ii) confirming that the holder has held the IPO shares since the record date and will continue to hold them through the special meeting and the completion of the acquisition.

To tender IPO shares to our transfer agent, the holder must deliver the IPO shares either (i) by 12:00 p.m. Eastern Time on the day of the special meeting, or any adjournment or postponement thereof, electronically using the Depository Trust Company's DWAC (Deposit/Withdrawal At Custodian) system or (ii) by 12:00 p.m. Eastern Time on the day of the special meeting, or any adjournment or postponement thereof,

7

Table of Contents

physically by delivering a share certificate. Any holder who holds IPO shares in street name will have to coordinate with his or her bank or broker to arrange for the IPO shares to be delivered electronically or physically. Any holder who desires to physically tender to our transfer agent IPO shares that are held in street name must instruct the account executive at his or her bank or broker to withdraw the IPO shares from the holder's account and request that a physical certificate be issued in such holder's name. Our transfer agent will be available to assist with this process.

If a holder does not deliver written instructions and tenders his or her IPO shares (either electronically or physically) to our transfer agent in accordance with the above procedures, those IPO shares will not be converted into cash.

Any request for conversion, once made, may be withdrawn or revoked at any time before the start (in case of electronic tendering) or at any time before the day (in case of physical tendering) of our special meeting (or any adjournment or postponement thereof), in which case the IPO shares will be returned (electronically or physically) to such holder. Holders of IPO shares who have exercised conversion rights may not thereafter withdraw or revoke their decision to convert their IPO shares into a pro rata portion of the trust account.

If any holder tenders IPO shares (electronically or physically) and the acquisition is not completed, the IPO shares will not be converted into cash and they will be returned (electronically or physically) to such holder.

Q: What happens after the acquisition to the funds from the IPO deposited in our trust account?

A: Upon completion of the acquisition, any funds remaining in the trust account after payment of amounts, if any, to GHQ stockholders exercising their conversion rights, will be used for the prepayment of all or a portion of Iridium Holdings' debt, payment of transaction expenses and to fund Iridium Holdings' working capital after the closing of the acquisition.

Q: Who will manage the acquired business?

A: Following the acquisition, GHQ, to be renamed "Iridium Communications Inc. ", will be overseen by its board of directors, which will be comprised of: two directors selected by Greenhill who currently serve on GHQ's board of directors, three of Iridium Holdings' current directors, the current CEO of Iridium Holdings, one representative of Baralonco, one representative of Syncom and two of the current independent directors of GHQ. The current officers of GHQ shall have resigned and the current officers of Iridium Holdings will continue to serve in their current positions. Robert H. Niehaus, Senior Vice President of GHQ, will become chairman of the board of directors.

Q: What happens if the acquisition is not completed?

A: If the acquisition proposal and related matters are not approved by our stockholders, we will not acquire Iridium Holdings, our certificate will not be amended and we will continue to seek other potential business combinations. If we do not consummate a business combination by February 14, 2010, our corporate existence will cease except for the purpose of winding up our affairs and liquidating. In connection with our dissolution and liquidation, all amounts in the trust account plus any other net assets of GHQ not used for or reserved to pay obligations and claims or such other corporate expenses relating to or arising from GHQ's plan of dissolution, including costs of dissolving and liquidating GHQ, would be distributed on a pro rata basis to the holders of IPO shares. GHQ will pay no liquidating distributions with respect to any shares of capital stock of GHQ other than the IPO shares.

Q: What do I need to do now?

Edgar Filing: GHL Acquisition Corp. - Form PRER14A

A: Indicate on your proxy card how you want to vote on each of our proposals, sign it and mail it in the enclosed return envelope, as soon as possible, so that your shares may be represented at our special meeting. If you sign and send in your proxy card and do not indicate how you want to vote on any of our proposals, we will count your proxy card as a vote in favor of all such proposals. You may also attend our special meeting and vote your shares in person. You should contact your bank or broker to request assistance in attending the meeting.

Q: How do I vote via the Internet?

A: Stockholders who hold their shares through a bank or broker may be able to vote via the Internet. If available, internet voting instructions will be provided on the proxy card provided by your bank or broker, accompanying this proxy statement.

Q: What do I do if I want to change my vote?

A: Send in a later-dated, signed proxy card to your bank or broker. If you've previously voted via telephone or Internet you may change your vote by either of these methods up to 3:59 p.m. Eastern Time

Table of Contents

the day of our special meeting. You may also attend our meeting in person and vote at that time. You should contact your bank or broker to request assistance in attending the meeting.

Q: If my shares are held in “street name” by my bank or broker, will my broker vote my shares for me?

A: If you do not provide your bank or broker with instructions on how to vote your “street name” shares, your bank or broker will not be able to vote them on the acquisition proposal or the other proposals described in this proxy statement, other than the issuance proposal and the adjournment proposal. You should therefore instruct your bank or broker how to vote your shares, following the directions provided by your bank or broker on the enclosed proxy card. Please check the voting form used by your bank or broker to see if it offers telephone or Internet voting.

If you do not give voting instructions to your bank or broker, you will not be counted as voting, unless you appear in person at the special meeting. Please contact your bank or broker for assistance in attending the special meeting to vote your shares.

Q: Should I send in my stock certificates now?

A: No. If the acquisition is completed, GHQ stockholders will keep their existing stock certificates.

Q: What will happen if I abstain from voting or fail to vote?

A: An abstention, since it is not an affirmative vote in favor of any proposal but adds to the number of shares present in person or by proxy, will have the same effect as a vote against the certificate proposal, the share issuance proposal, the stock incentive plan proposal and the adjournment proposal. An abstention will have no effect on the acquisition proposal. A failure to vote will make it more difficult for us to achieve the quorum necessary for us to conduct business at the special meeting and, because approval of the certificate proposal requires the affirmative vote of a majority of our outstanding shares (not the shares actually voted) will have the same effect as a vote against the certificate proposal.

Q: When do you expect to complete the acquisition?

A: We are working to complete the acquisition as soon as possible. We hope to complete the acquisition shortly after the special meeting, if we obtain the required stockholder approvals at the special meeting. Both GHQ and Iridium Holdings possess the right to terminate the transaction agreement in certain situations.

The closing of the acquisition is subject to the conditions and approvals described in this proxy statement.

Table of Contents

WHO CAN HELP ANSWER YOUR QUESTIONS

If you have more questions about the acquisition, you should contact:

GHL Acquisition Corp.
300 Park Avenue, 23rd Floor
New York, NY 10022
Attention: James Babski
Phone Number: (212) 372-4180

If you would like additional copies of this document,
or if you have questions about the acquisition, you should contact:

105 Madison Avenue
New York, New York 10016
proxy@mackenziepartners.com
Call Collect: (212) 929-5500
or
Toll-Free (800) 322-2885

Table of Contents

SUMMARY OF PROXY STATEMENT

This summary contains selected information from this proxy statement and may not contain all of the information that is important to you. To understand the acquisition fully and to obtain a more complete description of the legal terms of the acquisition, you should carefully read this entire document, including the Annexes, and the documents to which we refer you. See “Where You Can Find More Information” on page 207. In this proxy statement, the terms “we”, “us”, “our” and “GHQ” refer to GHL Acquisition Corp., the term “Iridium Holdings” refers to Iridium Holdings LLC, including its subsidiaries, and the term “transaction agreement” refers to the Transaction Agreement dated September 22, 2008 by and among GHQ, Iridium Holdings and the Sellers, as amended on April 28, 2009.

The Special Meeting (see page 116)

This proxy statement is being furnished to holders of GHQ’s common stock for use at the special meeting, and at any adjournments or postponements of that meeting. At the special meeting, GHQ’s stockholders will be asked to consider and vote upon proposals (1) to approve the acquisition of Iridium Holdings pursuant to the transaction agreement and to approve the other transactions contemplated by the transaction agreement; (2) to approve a second amended and restated certificate of incorporation of GHQ, to be effective upon the closing of the acquisition; (3) to approve the issuance of shares of our common stock in the acquisition and related transactions; (4); to adopt a proposed stock incentive plan; and (5); to adopt a proposal to authorize the adjournment of the special meeting to a later date or dates, including, if necessary, to permit further solicitation and voting of proxies if there are insufficient votes at the time of the special meeting to adopt any of these proposals. The special meeting will be held on September 23, 2009, at 4:00 p.m., Eastern Time, at the Waldorf-Astoria Hotel, 301 Park Avenue, New York, NY.

Our board of directors has fixed the close of business on August 27, 2009 as the record date for the determination of stockholders entitled to notice of, and to vote at, the special meeting and at any adjournments or postponements thereof. Record holders of GHQ warrants do not have voting rights.

Recommendation of Board of Directors and Reasons for the Acquisition

Our board of directors has unanimously approved the acquisition and related transactions, and unanimously recommends that our stockholders vote “FOR” each of our proposals.

The Parties

GHL Acquisition Corp. We are a blank check company formed on November 2, 2007 for the purpose of acquiring, through a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination, one or more businesses or assets, which we refer to as our “initial business combination.” Our efforts in identifying prospective target businesses have not been limited to a particular industry. Instead, we focused on various industries and target businesses in the United States and Europe that would provide significant opportunities for growth.

On February 21, 2008, we completed our IPO, generating gross proceeds of approximately \$400 million. On February 21, 2008, we also consummated a private placement of 8.0 million warrants to our founding stockholder at \$1.00 per warrant, generating gross proceeds of \$8.0 million. A total of approximately \$400 million, including \$375.6 million of the IPO proceeds net of the underwriters’ discounts and commissions and offering expenses, \$16.4 million of deferred underwriting discounts and commissions and \$8.0 million from the sale of warrants to our founding stockholder, was placed into a trust account at Wachovia Securities, LLC, with the American Stock Transfer & Trust

Company serving as trustee. Except for a portion of the interest income permitted to be released to us, the proceeds held in trust will not be released from the trust account until the earlier of the completion of our initial business combination and our liquidation. Based on our certificate of incorporation, up to a total of \$5.0 million of interest income, subject to adjustment, may be released to us to fund our working capital requirements and additional interest income may be released to fund tax obligations. For the period from inception to June 30, 2009, approximately \$5.5 million has been released to us in accordance with these terms. As of June 30, 2009, the balance in the trust account was approximately \$400.9 million.

Table of Contents

All of our activity to date relates to our formation, our IPO and efforts to identify prospective target businesses. We are not presently engaged in, and we will not engage in, any substantive commercial business until we consummate our initial business combination. If the proposals set forth in this proxy statement are not approved, the acquisition of Iridium Holdings will not be consummated and we will continue to search for businesses or assets to acquire. If we do not complete an initial business combination by February 14, 2010, our corporate existence will cease except for purposes of winding up our affairs and liquidating.

The GHQ units, common stock and warrants are traded on the NYSE Alternext U.S. under the symbols “GHQ.U,” “GHQ” and “GHQ.WS,” respectively.

Our executive offices are located at 300 Park Avenue, 23rd Floor, New York, New York 10022. We file reports with the Securities and Exchange Commission (“SEC”), which are available free of charge at www.sec.gov. For more information about GHQ, please see the section entitled “Information About GHQ.”

Iridium Holdings LLC. Iridium Holdings is 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.

Iridium Holdings maintains a website at www.iridium.com. For more information about Iridium Holdings, please see the section entitled “Information About Iridium Holdings.”

The Acquisition (see page 66)

GHQ is proposing to acquire Iridium Holdings pursuant to a transaction agreement that provides for the acquisition, directly or indirectly, of all of the outstanding units of Iridium Holdings, with Iridium Holdings continuing as a subsidiary of GHQ. Following the acquisition, GHQ will rename itself “Iridium Communications Inc.”

Table of Contents

Organizational Structure

The following diagram sets forth our organizational structure immediately following the acquisition of Iridium Holdings.

Post-Acquisition Organizational Structure*

* Assuming (i) no holders of our IPO shares vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) no holders of GHQ warrants exercise their rights to acquire GHQ shares, (iii) the conversion of the note by Greenhill Europe into 1,946,500 shares of common stock, in accordance with its terms, and (iv) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements following the closing of the acquisition is 1,244,931.

** Includes Greenhill Europe's holding of approximately 2.4% of the outstanding GHQ common stock as a result of the anticipated conversion of the note.

Table of Contents

Structure of the Acquisition (see page 100 and Annex A)

The transaction agreement provides that upon the closing of the acquisition, GHQ will own, directly or indirectly, all of the units of Iridium Holdings, and Iridium Holdings will become a subsidiary of GHQ. As part of the acquisition, GHQ will acquire all of the equity of two of Iridium Holdings' largest equityholders, Baralonco and Syncom. For additional information, please see the section entitled "The Transaction Agreement."

Consideration to be Paid in the Acquisition (see page 100)

The aggregate consideration to be paid in the acquisition and related transactions was based upon a total enterprise value for Iridium Holdings of \$517.3 million (calculated as \$77.1 million in cash plus \$294.4 million of GHQ common stock to be issued to the Iridium Holdings' equityholders based on a price per share of \$10.00, plus net indebtedness of Iridium Holdings of \$145.8 million as of December 31, 2008, including the \$22.9 million convertible note held by Greenhill Europe). Upon completion of the acquisition, the Sellers will receive \$77.1 million in cash, subject to certain adjustments, and GHQ will issue to the Sellers approximately 29.4 million shares of GHQ common stock. The shares of common stock issued to the Sellers will not be registered under the Securities Act, in reliance upon the exemptions from the registration requirements as provided in Regulation D of the Securities Act of 1933, as amended (the "Securities Act") and the representations and warranties of the Sellers that they are "accredited investors" within the meaning of Regulation D.

GHQ has agreed in the transaction agreement that it will cause the funds in our trust account to be disbursed at the closing of the acquisition: (1) to pay the cash consideration to the Sellers; (2) pay the conversion price to any stockholders of GHQ who vote against the acquisition and properly exercise their conversion rights; (3) to pay deferred underwriting fees and commissions to the underwriters of our IPO; (4) to pay GHQ's reasonable out-of-pocket documented third party fees and expenses that are incurred prior to the closing in connection with the transaction agreement and related transaction documents, to the extent not paid prior to the closing; and (5) prepay all or a portion of Iridium Holdings' outstanding indebtedness. GHQ will then contribute the funds remaining in our trust account to Iridium Holdings, and Iridium Holdings will use such funds for working capital and general corporate matters.

Additionally, 90 days following the closing of the acquisition, if Iridium Holdings has in effect a valid election under Section 754 of the Code with respect to the taxable year in which the closing of the acquisition occurs, GHQ will make a tax benefit payment of up to \$25.5 million in aggregate to the Sellers (other than the sellers of the equity of Baralonco and Syncom) to compensate for the tax basis step-up.

Conditions to the Closing of the Acquisition (see page 109 and Annex A)

The obligation of GHQ, Iridium Holdings and the Sellers to complete the acquisition and related transactions is subject to the requirement that specified conditions must be satisfied or waived by the parties, including the following:

- GHQ stockholder approval of the acquisition, the issuance of GHQ common stock to the Sellers, the amendment of the GHQ certificate of incorporation and the adoption of a stock incentive plan have been obtained and less than 30% of GHQ stockholders have voted against the acquisition and elected to convert their shares of GHQ common stock into cash;
- no law or injunction shall prohibit the consummation of the transactions contemplated by the transaction agreement;
-

the expiration or termination of any applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvement Act of 1976 (the “HSR Act”) (early termination of the applicable waiting period was granted on October 10, 2008);

Table of Contents

- all Federal Communications Commission (“FCC”) consents with respect to the transactions contemplated by the transaction agreement have been obtained (granted on August 14, 2009); and
- all actions by or in respect of filings with any other governmental authority required to permit the consummation of the transactions contemplated by the transaction agreement have been taken, made or obtained other than actions or filings the failure of which to take, make or obtain would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect on Iridium Holdings or GHQ.

The obligation of GHQ to complete the acquisition and related transactions is subject to the requirement that specified conditions must be satisfied or waived by GHQ, including the following:

- Iridium Holdings’ and the Sellers’ representations and warranties must be true and correct in all respects (without giving effect to any limitations as to materiality or Iridium Holdings Material Adverse Effect contained therein) at and as of the closing of the acquisition (or, to the extent any such representation and warranty specifically states that it refers to an earlier date, and on as of such earlier date), except where the failures of such representations and warranties to be so true and correct, in the aggregate, would not reasonably be expected to have an Iridium Holdings Material Adverse Effect;
- Iridium Holdings and the Sellers must have performed, in all material respects, their respective obligations to be performed at or prior to the closing of the acquisition;
- each Seller which is receiving shares of GHQ common stock at the closing of the acquisition has executed and delivered the registration rights agreement;
- the Sellers of Baralonco and Syncom which are receiving shares of GHQ common stock at the closing of the acquisition have executed and delivered pledge agreements;
- the Sellers have effected the contribution of 100% of the issued and outstanding equity interests of Iridium Carrier Holdings LLC and Iridium Carrier Services LLC to Iridium Holdings;
- GHQ has received a certification from Iridium Holdings certifying that 50% or more of the value of the gross assets of Iridium Holdings does not consist of U.S. real property interests, or that 90% or more of the value of the gross assets of Iridium Holdings does not consist of U.S. real property interests plus cash or cash equivalents;
- GHQ has received a certification from Baralonco and Syncom that each of them is not, and has not been, a United States real property holding corporation as defined in the Code;
- GHQ has received an affidavit by the custodians of the shares of Baralonco, substantially to the effect that in its capacity as custodian, each has actual knowledge of the ultimate beneficial owner of the shares who has been the ultimate beneficial owner of the shares of Baralonco from the date of Baralonco’s formation to the closing of the acquisition; and
- Baralonco has delivered evidence to GHQ that it has repaid all of its outstanding debt and all other liabilities.

The obligation of Iridium Holdings and the Sellers to complete the acquisition and the related transactions is subject to the requirement that specified conditions must be satisfied or waived by Iridium Holdings and the Sellers, including the following:

- GHQ's representations and warranties must be true and correct in all respects (without giving effect to any limitations as to materiality or GHQ Material Adverse Effect contained therein) at and as of the closing of the acquisition (or, to the extent any such representation and warranty specifically states that it refers to an earlier date, on and as of such earlier date), except where the failures of such representations and warranties

Table of Contents

to be so true and correct, in the aggregate, would not reasonably be expected to have a GHQ Material Adverse Effect;

- GHQ must have performed, in all material respects, its obligations to be performed at or prior to the closing of the acquisition;
- the current officers of GHQ have resigned and the current officers of Iridium Holdings have been duly appointed as officers of GHQ and the directors described above have been duly appointed as directors of GHQ;
- GHQ has made appropriate arrangements to have the trust account disbursed to GHQ immediately prior to the closing of the acquisition;
 - GHQ and its affiliates have executed and delivered the registration rights agreement; and
 - GHQ has executed and delivered the pledge agreements.

Termination of Transaction Agreement (see page 111 and Annex A)

The transaction agreement may be terminated at any time prior to the closing of the acquisition in the following circumstances:

- by mutual written consent of Iridium Holdings and GHQ;
- by either Iridium Holdings or GHQ if the acquisition is not consummated by 75 days from April 28, 2009 (if all required regulatory approvals have been obtained) or February 14, 2010 (if the only condition to closing still not fulfilled as of 75 days from April 28, 2009, is the obtaining of all regulatory approvals) (the “End Date”);
- by either Iridium Holdings or GHQ if any material law or final, non-appealable order prohibits the consummation of the transactions contemplated by the transaction agreement;
- by either Iridium Holdings or GHQ if the stockholders of GHQ fail to approve at the GHQ special meeting or any adjournment thereof the adoption of the transaction agreement, the issuance of GHQ common stock to the Sellers, the amendment of GHQ’s certificate of incorporation and the adoption of the a stock incentive plan;
- by GHQ if there has been a breach by Iridium Holdings or a Seller of any representation or warranty or failure to perform any covenant or obligation that would result in the failure of that party to satisfy a condition to the closing, and such condition is incapable of being satisfied by the End Date;
- by Iridium Holdings if there has been a breach by GHQ of any representation or warranty or failure to perform any covenant or obligation that would result in the failure of GHQ to satisfy a condition to the closing, and such condition is incapable of being satisfied by the End Date; or
- by Iridium Holdings if the special meeting has not been held within 90 days of this proxy statement being cleared by the SEC.

The Second Amended and Restated Certificate of Incorporation of GHQ (see page 88 and Annex B)

Assuming the acquisition proposal is approved, GHQ’s stockholders are also being asked to approve the amendment and restatement of our certificate of incorporation, to be effective immediately prior to closing of the acquisition. The

second amended and restated charter will, among other things:

- change our name to “Iridium Communications Inc.”;

Table of Contents

- permit our continued existence after February 14, 2010;
- increase the number of our authorized shares of common stock; and
- eliminate the different classes of our board of directors.

We encourage you to read the second amended and restated certificate of incorporation of GHQ in its entirety.

The Issuance of Shares of Common Stock of GHQ (see page 90)

You are being asked to approve the issuance of up to 31,390,000 common shares as part of the consideration for the acquisition and related transactions. As of the date of this proxy statement, there are 48,500,000 shares of GHQ's common stock outstanding, so this issuance would represent more than 20% of our outstanding shares, which requires a stockholder vote under the NYSE Alternext U.S. Company Guide.

The Stock Incentive Plan (see page 91 and Annex E)

The stock incentive plan proposal proposes to reserve 8.0 million shares of our common stock for issuance in accordance with awards under the plan. We are proposing the stock incentive plan, which would be effective upon closing of the acquisition, as a means of securing and retaining key employees and others of outstanding ability and to motivate such individuals to exert their best efforts on behalf of GHQ (or "Iridium Communications Inc." following the closing of the acquisition) and its affiliates by providing incentives through the grant of options to acquire shares of our common stock and, if so determined by the compensation committee of our board of directors, other stock-based awards and performance incentive awards. GHQ believes that it will benefit from the added interest that these individuals will have in the welfare of GHQ as a result of their proprietary interest in GHQ's success, see "Proposal IV—Adoption of the Stock Incentive Plan." The stock incentive plan is attached as Annex E to this proxy statement. We encourage you to read the stock incentive plan in its entirety.

GHQ's Founding Stockholder Ownership

As of August 24, 2009, our directors, Parker W. Rush, Thomas C. Canfield and Kevin P. Clarke, and our founding stockholder own 43,479, 43,479, 43,479 and 8,369,563 units of GHQ, respectively. Scott L. Bok, our Chairman and Chief Executive Officer, and Robert H. Niehaus, our Senior Vice President, own 518,300 and 375,800 shares of GHQ common stock and 200,000 and 200,000 warrants, respectively. Messrs. Rush, Canfield and Clarke purchased their shares prior to our IPO. Messrs. Bok and Niehaus purchased their shares of GHQ common stock and warrants in our IPO and in open market transactions. In addition to the units of GHQ owned prior to the IPO, our founding stockholder purchased, concurrently with the IPO, 8.0 million warrants to purchase up to 8.0 million shares of GHQ common stock at \$1.00 per warrant. At the closing of the acquisition, our founding stockholder has agreed to forfeit the following GHQ 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 13, 2007; and (3) 4.0 million warrants purchased in a private placement on February 21, 2008.

Consideration Offered to GHQ's Stockholders

Existing GHQ stockholders will not receive any cash or property as a result of the acquisition, but instead will continue to hold their shares of GHQ common stock. Upon completion of the acquisition, our stockholders collectively are expected to own approximately 60.6% of the outstanding shares of common stock of GHQ, assuming (i) no GHQ stockholders vote against the acquisition proposal and properly exercise their conversion rights, (ii) no

holders of GHQ warrants exercise their rights to acquire GHQ shares (iii) the conversion of the note by Greenhill Europe into 1,946,500 shares of common stock of GHQ, in accordance with its terms, and (iv) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements following the closing of the acquisition is 1,244,931.

Table of Contents

Conversion Rights (see page 119)

Each holder of IPO shares has a right to convert its IPO shares into cash if such holder votes against the acquisition proposal, the acquisition is completed and the holder properly exercises its conversion rights as described below. Such IPO shares would then be converted into cash at the per-share conversion price described below on the closing date of the acquisition.

Voting against the acquisition proposal alone will not result in the conversion of the IPO shares into a pro rata share of the trust account. To convert IPO shares, the holder must also properly exercise his or her conversion rights by following the specific procedures for conversion set forth below and the acquisition must be completed.

We will not complete the acquisition and will not convert any IPO shares into cash if stockholders owning 30% or more of the IPO shares both vote against the acquisition proposal and properly exercise their conversion rights. It is anticipated that the funds to be distributed to each holder who properly elects to convert any IPO shares will be distributed promptly after completion of the acquisition.

Holders of IPO shares who convert their IPO shares into cash would still have the right to exercise any warrants that they continue to hold and do not sell.

The actual per-share conversion price will be equal to the quotient determined by dividing (i) the amount then on deposit in the trust account (before payment of deferred underwriting discounts and commissions and including accrued interest net of income taxes on such interest and net of franchise taxes, after distribution of interest income on the trust account balance to us as described above), that has not been distributed to GHQ to cover its working capital expenses as set forth in GHQ's certificate of incorporation ("certificate"), calculated as of two business days prior to the closing by (ii) the total number of IPO shares. As of June 30, 2009, the per-share conversion price would have been approximately \$10.02 without taking into account any interest or expenses accrued after such date but we estimate that the pro rata amount to be received by holders of the IPO shares who vote against the acquisition and properly exercise their conversion right will be approximately \$10.00 at the time of the acquisition. Any additional amounts will only be payable to such holders of IPO shares in the future once GHQ has 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.

Prior to exercising conversion rights, holders of IPO shares should verify the market price of the IPO shares as they may receive higher proceeds from the sale of the IPO shares in the public market than from exercising conversion rights if the market price per IPO share is higher than the conversion price.

To exercise conversion rights, a holder of IPO shares, whether being a record holder or holding the IPO shares in "street name," must tender its IPO shares to our transfer agent, American Stock Transfer & Trust Company, and deliver written instructions to our transfer agent: (i) stating that the holder wishes to convert the IPO shares into a pro rata share of the trust account and (ii) confirming that the holder has held the IPO shares since the record date and will continue to hold them through the special meeting and the completion of the acquisition.

To tender IPO shares to our transfer agent, the holder must deliver its IPO shares either (i) by 12:00 p.m. Eastern Time on the day of the special meeting, or any adjournment or postponement thereof, electronically using the Depository Trust Company's DWAC (Deposit/Withdrawal At Custodian) system or (ii) by 12:00 p.m. Eastern Time on the day of the special meeting, or any adjournment or postponement thereof, physically by delivering a share certificate. Any holder who holds IPO shares in "street name" will have to coordinate with his or her bank or broker to arrange for the IPO shares to be delivered electronically or physically. Any holder who desires to physically tender to our transfer agent IPO shares that are held in "street name" must instruct the account executive at his or her bank or broker to

withdraw the IPO shares from the holder's account and request that a physical certificate be issued in such holder's name. Our transfer agent will be available to assist with this process.

Table of Contents

If a holder does not deliver written instructions and tenders his or her IPO shares (either electronically or physically) to our transfer agent in accordance with the above procedures, those IPO shares will not be converted into cash.

Any request for conversion, once made, may be withdrawn or revoked at any time before the start (in case of electronic tendering) or at any time before the day (in case of physical tendering) of our special meeting (or any adjournment or postponement thereof), in which case the IPO shares will be returned (electronically or physically) to such holder. Holders of IPO shares who have exercised conversion rights may not thereafter withdraw or revoke their decision to convert their IPO shares into a pro rata portion of the trust account.

If any holder tenders IPO shares (electronically or physically) and the acquisition is not completed, the IPO shares will not be converted into cash and they will be returned (electronically or physically) to such holder.

Interests of Certain Persons in the Acquisition (see page 99)

In considering the recommendation of GHQ's board of directors to vote for our proposals, you should be aware that our executive officers and members of our board of directors have interests in the acquisition that are different from, or in addition to, the interests of GHQ's stockholders generally. The members of our board of directors were aware of these differing interests and considered them, among other matters, in evaluating and negotiating the transaction agreement and in recommending to our stockholders that they vote in favor of the acquisition proposal and other proposals. These interests include, among other things:

- Our directors, Parker W. Rush, Thomas C. Canfield and Kevin P. Clarke, and our founding stockholder own 43,479, 43,479, 43,479 and 8,369,563 units of GHQ, respectively. Scott L. Bok, our chairman and chief executive officer, and Robert H. Niehaus, our senior vice president, own 518,300 and 375,800 shares of GHQ common stock and 200,000 and 200,000 warrants, respectively. Each of Messrs. Rush, Canfield and Clarke purchased his units prior to our IPO for an aggregate price of \$128.00 and had an aggregate market value of approximately \$433,920, based upon the last sale price of \$9.98 on the NYSE Alternext U.S. on August 24, 2009. If our proposals are not approved and GHQ is unable to complete another business combination by February 14, 2010, GHQ will be required to liquidate. In such event, the 8.5 million units held by Messrs. Rush, Canfield and Clarke and our founding stockholder will be worthless because Messrs. Rush, Canfield and Clarke and our founding stockholder have agreed that they will not receive any liquidation proceeds with respect to such shares. Accordingly, Messrs. Rush, Canfield and Clarke and our founding stockholder have a financial interest in the completion of the acquisition. Messrs. Bok and Niehaus purchased their shares of GHQ common stock and warrants in our IPO and in open market transactions, and would receive liquidation proceeds on such shares of common stock on the same basis as unaffiliated GHQ stockholders.
- In addition to the shares of GHQ common stock, our founding stockholder purchased 8.0 million warrants to purchase up to 8.0 million shares of GHQ common stock, at a price of \$1.00 per warrant. These warrants have an exercise price of \$7.00 per share and, following the closing of the acquisition and the warrant restructuring described below, will have the Restructured Warrants Exercise Price (as such term is defined below). If GHQ is unable to complete a business combination by February 14, 2010 and liquidates its assets, there will be no distribution with respect to these warrants, and the warrants will expire worthless. At the closing of the acquisition, our founding stockholder has agreed to forfeit the following GHQ securities which it currently owns: (1) 1,441,176 shares of our common stock purchased as part of the unit purchase on November 13, 2007; (2) 8,369,563 warrants purchased as part of the unit purchase on November 13, 2007; and (3) 4.0 million warrants purchased in a private placement on February 21, 2008.
-

Two of our directors, Messrs. Bok and Niehaus purchased shares of common stock and warrants in our IPO and in open market transactions. In addition, Messrs. Bok and Niehaus own shares in our founding stockholder that give them indirect ownership interests in GHQ. Because of their indirect ownership interests, each of Messrs. Bok and Niehaus has financial interests in the completion of the acquisition in addition to their interests as holders of our common stock and warrants.

Table of Contents

- If the acquisition is completed, certain of our current directors will continue as directors of GHQ. These non-executive directors will be entitled to receive any cash fees, stock options, stock awards or other compensation arrangements that our board of directors determines to provide to our non-executive directors.

No Appraisal or Dissenters' Rights

No appraisal or dissenters' rights are available under Delaware law for holders of GHQ common stock in connection with the proposals described in this proxy statement.

Regulatory Matters

U.S. Antitrust. Under the HSR Act and the rules that have been promulgated thereunder by the Federal Trade Commission (the "FTC"), the acquisition may not be consummated unless GHQ and Iridium Holdings furnish certain information to the Antitrust Division of the United States Department of Justice (the "Antitrust Division") and the FTC and specified waiting period requirements have been satisfied. Pursuant to the requirements of the HSR Act, GHQ and Iridium Holdings each filed a Notification and Report Forms with respect to the acquisition with the Antitrust Division and the FTC. GHQ filed its notification on October 3, 2008 and Iridium Holdings filed its notification on October 6, 2008. Early termination of the waiting period applicable to the acquisition was granted by the FTC on October 10, 2008.

The Antitrust Division and the FTC frequently scrutinize the legality under the antitrust laws of transactions such as the acquisition. At any time before or after consummation of the acquisition, the Antitrust Division or the FTC could take such action under the antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin the completion of the acquisition or seeking the divestiture of substantial assets of GHQ or Iridium Holdings. Private parties (including individual states) may also bring legal actions under the antitrust laws. We do not believe that the consummation of the acquisition will result in a violation of any applicable antitrust laws. However, there can be no assurance that a challenge to the acquisition on antitrust grounds will not be made or, if this challenge is made, what the result will be. See "The Transaction Agreement—Conditions to the Closing" for certain conditions to the acquisition, including conditions with respect to litigation and certain governmental actions and "The Transaction Agreement—Termination" for certain termination rights pursuant to the transaction agreement in connection with legal prohibitions to completing the acquisition.

Foreign Competition Law Filings. Iridium Holdings and its subsidiaries own property and conduct business in a number of foreign countries. In connection with the acquisition, the laws of certain of these foreign countries may require the filing of information with, or the obtaining of the approval of, governmental authorities therein. The parties do not believe that any such filings or approvals are required by these laws, but intend to take such action as they may require.

FCC Licenses. Certain subsidiaries and affiliates of Iridium Holdings hold one or more licenses or authorizations (each an "FCC License" and collectively the "FCC Licenses") issued by the FCC. Under the Communications Act of 1934, as amended, and the rules and regulations of the FCC, prior to completion of the acquisition, the FCC must approve the transfer of control of these subsidiaries and affiliates and their FCC Licenses to GHQ. Therefore, on October 21, 2008, GHQ and each subsidiary or affiliate of Iridium Holdings that holds one or more FCC License jointly filed an application with the FCC requesting such approval (each an "Application" and collectively the "Applications").

Globalstar License LLC ("Globalstar License") filed a petition to deny the Applications. Cornell University ("Cornell"), International Communications Group, Inc. ("ICG") and Rockwell Collins, Inc. ("Rockwell") filed comments with respect

to the Applications. The commenters did not oppose the proposed transfer of control of Iridium Holdings but asked the FCC to adopt certain conditions in connection with its grant of the Applications. The comments and requests for conditions filed by ICG and Rockwell Collins were subsequently withdrawn.

On August 14, 2009, the International Bureau of the FCC, acting on delegated authority, denied Globalstar License's petition to deny and Cornell's request for conditions and granted the Applications (the "Order"). Grant of

Table of Contents

the Applications 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 dated August 17, 2001, previously filed with the FCC, among Iridium Holdings LLC, Iridium Satellite LLC (“Iridium Satellite”), Iridium Carrier Holdings LLC and Iridium Carrier Services, LLC, on the one hand, and the United States Department of Justice (“DOJ”) and the Federal Bureau of Investigation (“FBI”), on the other (the “National Security Agreement”). The Order was effective immediately upon release but is subject to reconsideration by the International Bureau and/or review by the FCC. If no third party seeks reconsideration or review and the International Bureau does not act to reconsider the Order on its own motion by September 14, 2009, and the FCC does not act to review the Order on its own motion by September 23, 2009, the Order will become a final order and thus will no longer be subject to reconsideration or review. No assurance can be given that the Order will not be subject to reconsideration or review prior to its becoming a final order. 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.

Foreign Licenses and Authorizations. Iridium Holdings, either directly or indirectly through certain of its subsidiaries and affiliates, provides communications services to subscribers in foreign countries in all regions of the world. In many of these countries, Iridium Holdings, its subsidiaries and/or affiliates have received government licenses or other authorizations to provide such services. In certain of these countries, completion of the acquisition may require either government approval or notification of the change in control over the pertinent licenses or authorizations. No assurance can be given that, if any such approvals are required, they will be obtained.

General. It is possible that governmental authorities having jurisdiction over GHQ and Iridium Holdings may seek regulatory concessions as conditions for granting approval of the acquisition. A regulatory body’s approval may contain terms or impose conditions or restrictions relating or applying to, or requiring changes in or limitations on, the operation or ownership of any asset or business of GHQ, Iridium Holdings or any of their subsidiaries, or GHQ’s ownership of Iridium Holdings, or requiring asset divestitures, which conditional approval could reasonably be expected to result in a substantial detriment to GHQ, Iridium Holdings and their subsidiaries, taken as a whole, after the closing of the acquisition. If this kind of approval occurs, in certain circumstances, GHQ can decline to close under the transaction agreement. We can give no assurance that the required regulatory approvals will be obtained on terms that satisfy the conditions to closing of the acquisition or are within the time frame contemplated by GHQ and Iridium Holdings. See “The Transaction Agreement—Conditions to the Closing” on page 109.

Risk Factors (see page 39)

In evaluating each of the proposals set forth in this proxy statement, you should carefully read this proxy statement and consider the factors discussed in the section entitled “Risk Factors.”

Post-Closing Transactions

On June 2, 2009, GHQ entered into an agreement with Banc of America Securities LLC, the underwriter of GHQ’s IPO offering, and its affiliate, pursuant to which Banc of America Securities LLC agreed to sell to GHQ, immediately following the closing of the acquisition, 3,655,500 of GHQ warrants for \$1,827,750.

On June 2, 2009, GHQ filed a shelf registration statement on Form S-3 with the SEC, as may be amended from time to time. The registration statement, when declared effective by the SEC, will allow GHQ to offer and, upon the

completion of the acquisition, to sell common stock, preferred stock and debt securities from time to time in amounts, at prices and on terms to be determined at the time of any such offering. GHQ has announced its intention to offer shares of its common stock in an offering to be made pursuant to the registration statement and that will be conditioned upon the closing of the acquisition ("Future Offering"). The proceeds received from any sale of GHQ securities in the Future Offering may be utilized for general corporate purposes, including the Forward

Table of Contents

Purchases (as such term is defined below) and the consideration to be paid under the Warrant Purchase Agreements (as such term is defined below).

Prior to the closing of the acquisition, GHQ may, in privately negotiated transactions, enter into agreements to repurchase, subject to the closing of the acquisition, specified amounts of our outstanding common stock (“Forward Purchases”), from a limited number of GHQ stockholders who have invested in GHQ common stock based on investment strategies that we believe are focused on fixed income like returns rather than the underlying business and growth prospects of the company following completion of the acquisition. We expect these investors, based on their investment strategies, would seek to exit their investment in GHQ in connection with or shortly following the closing of the acquisition. GHQ believes it is important for the company to develop a stockholder base with a longer term view, interested in and knowledgeable about the company’s underlying business and growth prospects and believes that the combination of Forward Purchases and the Future Offering will permit GHQ to accelerate this transition. GHQ recently initiated discussions with a limited number of stockholders about their willingness to enter into Forward Purchases. GHQ expects that the purchase price for any Forward Purchase would be at least equal to the amount the stockholder could receive by voting against the acquisition and exercising conversion rights. GHQ also expects that, since any Forward Purchases will be conditioned upon the closing of the acquisition, a GHQ stockholder agreeing to enter into a Forward Purchase would be required to agree to vote in favor of the acquisition. GHQ has not entered into any Forward Purchases but intends to file a Current Report on Form 8-K within the requisite time period disclosing the Forward Purchase if and when it does enter into a Forward Purchase.

On July 29, 2009, GHQ entered into agreements (the “Warrant Purchase Agreements”) to repurchase and/or restructure 26,817,833 warrants issued in our IPO and to our founding stockholder, in privately negotiated transactions, from certain of our warrant holders (the “Warrantholders”), subject to the closing of the acquisition. GHQ negotiated to repurchase and/or restructure these warrants to reduce significantly the magnitude of the potential dilution to its stockholders and potential short selling in connection with and following consummation of the acquisition. As part of the Warrant Purchase Agreements GHQ agreed to:

- purchase 12,449,308 existing warrants issued in our IPO for a total of \$3,112,327 of cash and \$12,449,308 worth of GHQ common stock, with the number of shares of GHQ common stock to be determined based on the offering price per share of GHQ common stock sold in the Future Offering which will be conditioned upon the closing of the acquisition (provided that the price per share of GHQ common stock in the Future Offering shall be deemed to be the lesser of (x) the actual price in such Future Offering and (y) \$10.00 per share of GHQ common stock);
- restructure 14,368,525 existing warrants (the “Restructured Warrants”) and to enter into a new warrant agreement with respect to 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, with the exception that (i) the exercise price of the Restructured Warrants is 115% of the price per share of GHQ common stock sold by GHQ in the Future Offering (“Restructured Warrants Exercise Price”) (provided that the price per share of GHQ common stock in the Future Offering shall be deemed to be the lesser of (x) the actual price in such Future Offering and (y) \$10.00 per share of GHQ common stock), (ii) the exercise period was extended by two years to February 14, 2015 and (iii) the price of GHQ common stock at which GHQ can redeem the Restructured Warrants was increased to \$18.00.
- 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 shelf statement to allow for the resale of Restructured Warrants and the shares of GHQ 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 GHQ, for cash, the Restructured Warrants for a price equal to the difference between the weighted average

price of the shares of GHQ common stock during a certain period over the Restructured Warrants Exercise Price.

In connection with the restructuring of the warrants, our founding stockholder has agreed to exchange 4.0 million warrants held by it into the Restructured Warrants as described above. In addition, GHQ's chairman and

Table of Contents

chief executive officer, Scott L. Bok, and its senior vice president, Robert H. Niehaus, agreed to exchange 400,000 warrants purchased by them in GHQ's IPO into the Restructured Warrants.

At the closing of the acquisition, giving effects of the foregoing transactions, including the purchase of warrants from Banc of America Securities LLC and its affiliate, the warrant restructuring and the Warrant Purchase Agreements, there will be 13,657,104 GHQ warrants outstanding with an exercise price of \$7.00 and 14,368,525 GHQ warrants outstanding with the Restructured Warrants Exercise Price.

Table of Contents

SELECTED HISTORICAL FINANCIAL DATA OF GHQ

The following selected historical financial data as of December 31, 2007 and December 31, 2008, for the six months ended June 30, 2008 (unaudited) and June 30, 2009 (unaudited) and from November 2, 2007 (Inception) to June 30, 2009 (unaudited) was derived from the financial statements of GHQ and GHQ's unaudited interim financial statements. GHQ is a development stage enterprise. Interim results are not necessarily indicative of results for the full year. The selected financial data below should be read in conjunction with GHQ's financial statements and related notes beginning on page F-2 and "GHQ - Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this proxy statement.

	For the Period from November 2, 2007 (Inception) to December 31, 2007	Year Ended December 31, 2008	Six Months Ended June 30 (unaudited) 2008	Six Months Ended June 30 (unaudited) 2009	For the Period from November 2, 2007 (Inception) to June 30, 2009 (unaudited)
Statement of Operations Data:					
Other income (interest)	\$ -----	\$ 5,604,554	\$ 2,993,222	\$ 821,169	\$ 6,425,723
Total expenses	(3,812)	2,592,185	193,997	791,167	3,387,164
Income before income taxes	(3,812)	3,012,369	2,799,225	30,002	3,038,559
Provision for income taxes (benefit)	-----	1,356,551	1,347,929	13,511	1,370,062
Net income (loss)	(3,812)	1,655,818	1,451,296	16,491	1,668,497
Net income per share (basic and diluted)	(0.00)	0.04	0.02	0.00	
Weighted average shares outstanding (basic and diluted)	11,500,000	43,268,238	37,978,984	48,500,000	
Balance Sheet Data:					
	As of December 31, 2007	As of December 31, 2008		As of June 30, 2009 (unaudited)	
Total assets	\$ 500,000	\$ 403,150,260		\$ 402,630,644	
Total liabilities	478,812	12,898,985		4,187,128	
Common stock, subject to possible conversion (11,999,999 shares at conversion value)	-	119,987,999		119,987,999	
Total stockholders' equity	21,188	270,263,276		278,455,517	
Total liabilities and stockholders' equity	500,000	403,150,260		402,630,644	

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 included elsewhere in this proxy statement. 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 not included in this proxy statement. 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 and "Iridium Holdings—Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this proxy statement. The selected 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 "Selected Unaudited Pro Forma Condensed Combined Financial Data" included in this document.

Statement of Operations Data:	Years Ended December 31					Six Months Ended June 30	
	2004	2005	2006	As Restated (see note (a)) 2007	As Restated (see note (a)) 2008	2008	2009
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

Edgar Filing: GHL Acquisition Corp. - Form PRER14A

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
Other (expense) income:							
Interest expense, net of capitalized interest	(9,122)	(5,106)	(15,179)	(21,771)	(21,094)	(9,759)	(9,219)
Interest expense recovered	-	2,526	-	-	-	-	-
Interest and other income	483	2,377	1,762	2,370	(146)	801	449
Total other (expense) income, net	\$ (8,639)	\$ (203)	\$ (13,417)	\$ (19,401)	\$ (21,240)	\$ (8,958)	\$ (8,770)
Net (loss) income	\$ (12,522)	\$ 39,595	\$ 31,814	\$ 43,773	\$ 53,879	\$ 35,397	\$ 38,318

Table of Contents

					As Restated (see note (a))		
Balance Sheet Data:	12/31/04	12/31/05	12/31/06	12/31/07	12/31/08	6/30/08	6/30/09
Total current assets	\$ 59,921	\$ 65,385	\$ 84,035	\$ 80,342	\$ 101,355	\$ 109,613	\$ 114,424
Total assets	150,514	129,397	161,525	167,581	190,569	195,909	199,484
Total long term obligations (c)	(119,781)	(53,848)	(208,225)	(178,324)	(155,845)	(162,020)	(142,050)
Total members' deficit	(90,008)	(57,262)	(121,189)	(78,447)	(62,230)	(45,339)	(21,605)
		Years Ended December 31				Six Months Ended June 30	
	2004	2005	2006	2007	2008	2008	2009
Other Data:							
Cash provided by (used in):							
Operating activities	\$ 10,107	\$ 30,742	\$ 39,499	\$ 36,560	\$ 61,438	\$ 33,517	\$ 37,426
Investing activities	(1,608)	(9,661)	(9,467)	(19,787)	(13,913)	(5,936)	(4,784)
Financing activities	(5,542)	(18,887)	(8,032)	(26,526)	(44,820)	(7,819)	(16,977)
EBITDA (d)	3,554	49,595	54,243	74,732	86,163	50,299	54,671
Certain other items included in EBITDA (e)	-	-	-	1,777	22,072	3,973	9,597

- (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' selected historical financial data for the year ended December 31, 2004 does not include a reclassification of operating expenses between "cost of services (exclusive of depreciation and amortization)" and "selling, general and administrative." Therefore, Iridium Holdings' selected historical financial data for the operating expenses described above for the year ended December 31, 2004 is not directly comparable to the selected historical financial data for subsequent periods.
- (c) 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.
- (d) "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 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.

Table of Contents

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
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

(e) The following table details certain items, which are included in EBITDA: non-recurring expenses relating to Iridium Holdings' proposed transaction with GHQ 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 abovementioned transaction 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 transaction 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 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
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 Iridium Holdings' proposed transaction with GHQ.

(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.

Table of Contents

SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

The following unaudited pro forma condensed combined balance sheet as of June 30, 2009 and the unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2009 and for the year ended December 31, 2008 are based on the historical financial statements of GHQ and Iridium Holdings after giving effect to the acquisition in which GHQ will acquire Iridium Holdings. The acquisition will be accounted for using the acquisition method of accounting.

The unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2009 and for the year ended December 31, 2008 give effect to the acquisition as if it had occurred on January 1, 2008. The unaudited pro forma condensed combined balance sheet as of June 30, 2009 assumes that the acquisition took place on June 30, 2009.

The unaudited condensed combined balance sheet and statement of operations as of and for the six months ended June 30, 2009 were derived from GHQ's unaudited condensed financial statements and Iridium Holdings' unaudited condensed consolidated financial statements as of and for the six months ended June 30, 2009. The unaudited condensed statement of operations for the year ended December 31, 2008 was derived from GHQ's and Iridium Holdings' audited statements of income for the year ended December 31, 2008.

GHQ will consummate the acquisition only if (i) holders of a majority of the IPO shares voting in person or by proxy approve the acquisition and (ii) stockholders holding no more than 30% of the IPO shares less one share exercise their conversion rights. The unaudited pro forma condensed combined financial statements have been prepared using the assumptions below with respect to the number of outstanding shares of GHQ common stock:

- Assuming Minimum Conversion: This presentation assumes that no GHQ stockholders seek to convert their IPO shares into a pro rata portion of the trust account; and
- Assuming Maximum Conversion: This presentation assumes that GHQ stockholders holding 30% of the IPO shares less one share (11,999,999 shares) vote against the acquisition and elect to exercise their conversion rights.

The pro forma condensed combined financial statements reflect management's best estimate of the fair value of the tangible and intangible assets acquired and liabilities assumed based on a preliminary valuation study performed by an independent third-party valuation firm based on information currently available. As final valuations are performed, increases or decreases in the fair value of assets acquired and liabilities assumed will result in adjustments, which may be material, to the balance sheet and/or statement of operations.

As required, the unaudited pro forma condensed combined financial data includes adjustments which give effect to the events that are directly attributable to the acquisition, expected to have a continuing impact and are factually supportable. Hence any planned adjustments affecting the balance sheet, statement of operations or changes in common stock outstanding, subsequent to the assumed closing date of the acquisition are not included.

The unaudited pro forma condensed combined financial statements are provided for informational purposes only and are subject to a number of uncertainties and assumptions and do not purport to represent what the companies' actual performance or financial position would have been had the acquisition occurred on the dates indicated and does not purport to indicate the financial position or results of operations as of any future date or for any future period. Please refer to the following information in conjunction with the accompanying notes to these pro forma financial statements and the historical financial statements and the accompanying notes thereto and the sections entitled "GHQ Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Iridium Holdings

Management's Discussion and Analysis of Financial Condition and Results of Operations" in this proxy statement.

Table of Contents

GHL Acquisition Corp.
 Unaudited Pro Forma Condensed Combined Balance Sheet
 As of June 30, 2009

	Historical		Pro Forma Adjustments (assuming minimum conversion)	Combined Pro Forma (assuming minimum conversion)	Additional Pro Forma Adjustments (assuming maximum conversion)	Combined Pro Forma (assuming maximum conversion)
	GHQ (In thousands)	Iridium				
Assets						
Current assets:						
Cash and cash equivalents	\$ 118	\$ 40,475	\$ (102,600) A	\$ 230,247	\$ (120,000) P	\$ 115,310
			400,930 B		5,063 C	
			(8,175) C			
			(4,928) D			
			(65,000) E			
			(11,350) F			
			(19,223) V			
Restricted cash	-	120		120		120
Accounts receivable	-	45,616		45,616		45,616
Inventory	-	24,398	8,849 G	33,247		33,247
Prepaid expenses and other current assets	58	3,815		3,873		3,873
Total current assets	176	114,424	198,503	313,103	(114,937)	198,166
Property and equipment, net	-	60,875	329,216 H	390,091		390,091
Restricted cash, net of current portion	-	15,400		15,400		15,400
Deferred financing costs and other assets	-	8,785	(3,745) E	5,040		5,040
Investments held in trust at broker	400,930	-	(400,930) B	-		-
Deferred tax asset	1,525	-	(1,525) I	-		-
Intangible assets	-	-	54,216 J	54,216		54,216
Goodwill	-	-	78,175 K	78,175		78,175
Total assets	\$ 402,631	\$ 199,484	\$ 253,910	\$ 856,025	\$ (114,937)	\$ 741,088
Liabilities and Stockholders' Equity						
Current liabilities:						
Accounts payable	\$ -	\$ 5,676		\$ 5,676		\$ 5,676
Accrued expenses and other current liabilities	1,048	15,407		16,455		16,455
Accrued compensation and employee benefits		6,826		6,826		6,826

Edgar Filing: GHL Acquisition Corp. - Form PRER14A

Credit facility, current portion	-	25,400	(127) E	25,273		25,273
Income tax payable	27			27		27
Deferred revenue, current portion	-	25,730	(15,330) L	10,400		10,400
Deferred underwriter commissions	3,112	-	(3,112) C	-		-
Warrants subject to proposed bus. combination	1,828	-	(1,828) D	-		-
Total current liabilities	6,015	79,039	(20,397)	64,657	-	64,657
Accrued satellite operations and maintenance expense, net of current portion	-	8,661		8,661		8,661
Motorola payable	-	11,436	(11,436) V	-		-
Credit facility	-	94,543	(4,273) E	25,270		25,270
			(65,000) E			
Convertible subordinated note		22,900		22,900		22,900
Other long-term liability	-	4,510		4,510		4,510
Income tax reserve	-	-	596 I	596		596
Deferred tax liability	-	-	71,273 I	71,273		71,273
Total liabilities	6,015	221,089	(29,237)	197,867	-	197,867
Common stock subject to possible conversion	119,988	-	(119,988) M	-		-
Stockholders' equity						
Common stock	49	-	29 N	79	(12) P	67
			1 D			
			(1) U			
			1 V			
Additional paid-in capital	274,911	4,983	(5,063) C	656,411	(119,988) P	541,486
			(3,100) D		5,063 C	
			(1) D			
			(11,350) F			
			119,988 M			
			288,813 N			
			(4,983) O			
			1 U			
			(7,788) V			
Retained earnings/(accumulated deficit)	1,668	(25,179)	25,179 O	1,668		1,668
Accumulated other comprehensive income (loss)	-	(1,409)	1,409 O	-		-
Total stockholders' equity	276,628	(21,605)	403,135	658,158	(114,937)	543,221

Edgar Filing: GHL Acquisition Corp. - Form PRER14A

Total liabilities and
stockholders' equity \$ 402,631 \$ 199,484 \$ 253,910 \$ 856,025 \$ (114,937) \$ 741,088
See accompanying notes to the unaudited pro forma condensed combined financial
statements.

Table of Contents

GHL Acquisition Corp.
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Six Months Ended June 30, 2009

Historical			Pro Forma Adjustments (assuming minimum conversion)	Combined Pro Forma (assuming minimum conversion)	Additional Pro Forma Adjustments (assuming maximum conversion)	Combined Pro Forma (assuming maximum conversion)
	GHQ	Iridium				
(In thousands, except per share amounts)						
Revenue:						
Service:						
Government		\$ 36,628		\$ 36,628		\$ 36,628
Commercial		\$ 76,777		\$ 76,777		\$ 76,777
Subscriber equipment	-	45,089	-	45,089		45,089
Total revenue	-	158,494	-	158,494	-	158,494
Operating expenses:						
Cost of subscriber equipment sales	-	22,916	-	22,916		22,916
Cost of services (exclusive of depreciation and amortization)	-	37,861	-	37,861		37,861
Selling, general, and administrative	791	28,139	-	28,930		28,930
Depreciation and amortization	-	7,249	32,920 H 5,430 J	45,599		45,599
Research and development	-	13,269	-	13,269		13,269
Transaction Costs	-	1,972	-	1,972		1,972
Total operating expenses	791	111,406	38,350	150,547	-	150,547
Operating profit (loss)	(791)	47,088	(38,350)	7,947	-	7,947
Other (expense) income:						
Interest expense	-	(9,219)	2,318 E	(6,901)		(6,901)
Interest income and other income	821	449	(821) Q	1,198	(374) R	824

(expense)

749 R

Total other (expense) income, net	821	(8,770)	2,246	(5,703)	(374)	(6,077)
Income (loss) before provision for income taxes	30	38,318	(36,104)	2,244	(374)	1,870
Provision (benefit) for income taxes	14	-	1,427 S	1,441 S	(149) T	1,292
Net income (loss)	\$ 16	\$ 38,318	\$ (37,531)	\$ 803	\$ (225)	\$ 578

Weighted average shares outstanding - basic	48,500		79,200 U	67,200 U
Weighted average shares outstanding - diluted	48,500		85,200 U	73,200 U
Earnings per share - basic	\$ 0.00		\$ 0.01	\$ 0.01
Earnings per share - diluted	\$ 0.00		\$ 0.01	\$ 0.01

See accompanying notes to the unaudited pro forma condensed combined financial statements.

Table of Contents

GHL Acquisition Corp.
 Unaudited Pro Forma Condensed Combined Statement of Operations
 For the Year Ended December 31, 2008

	Historical		Pro Forma Adjustments (assuming minimum conversion)	Combined Pro Forma (assuming minimum conversion)	Additional Pro Forma Adjustments (assuming maximum conversion)	Combined Pro Forma (assuming maximum conversion)
	GHQ (In thousands, except per share amounts)	Iridium				
Revenue:						
Service:						
Government		\$ 67,759		\$ 67,759		\$ 67,759
Commercial		\$ 133,247		\$ 133,247		\$ 133,247
Subscriber equipment	-	119,938	-	119,938		119,938
Total revenue	-	320,944	-	320,944	-	320,944
Operating expenses:						
Cost of subscriber equipment sales	-	67,570	-	67,570		67,570
Cost of services (exclusive of depreciation and amortization)	-	69,882	-	69,882		69,882
Selling, general, and administrative	2,592	55,105	-	57,697		57,697
Depreciation and amortization	-	12,535	65,840 H 10,842 J	89,217		89,217
Research and development	-	32,774	-	32,774		32,774
Transaction Costs	-	7,959	-	7,959		7,959
Total operating expenses	2,592	245,825	76,682	325,099	-	325,099
Operating profit (loss)	(2,592)	75,119	(76,682)	(4,155)	-	(4,155)

Edgar Filing: GHL Acquisition Corp. - Form PRER14A

Other (expense)
income:

Interest expense		(21,094)	6,941	E	(14,153)		(14,153)
Interest income and other income (expense)	5,605	(146)	(5,605)	Q	1,351	(747)	R 604
			1,497	R			
Total other (expense) income, net	5,605	(21,240)	2,833		(12,802)	(747)	(13,549)
Income (loss) before provision for income taxes	3,013	53,879	(73,849)		(16,957)	(747)	(17,704)
Provision (benefit) for income taxes	1,357	-	(3,832)	S	(2,475)	S (296)	T (2,771)
Net income (loss)	1,656	53,879	(70,017)		(14,482)	(451)	(14,933)

Weighted
average shares
outstanding -
basic