

GHL Acquisition Corp.
Form PREM14A
December 01, 2008

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

Filed by a Party other than the Registrant

Check the appropriate box:

- 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:

Common stock of GHL Acquisition Corp. ("GHQ")

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

36,000,000 shares of GHQ common stock

(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 November 25, 2008

(4) Proposed maximum aggregate value of transaction:

\$398,220,000¹

(5) Total fee paid:

\$15,650.052

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:

1 Estimated solely for the purposes of calculating the filing fee based on the number of shares of GHQ common stock and the cash consideration to be issued in the acquisition.

2 The amount is \$399,220,000 multiplied by the SEC's filing fee of \$39.30 per million.

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

, 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 10:00 a.m., Eastern Standard Time, on _____, 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 (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 _____, 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, own collectively more than 10% of the shares that were sold in our IPO, 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 September 30, 2008, the per-share conversion price would have been approximately \$10.02 without taking into account any interest or expenses accrued after such date.

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 (the “AMEX”) under the trading symbol GHQ.U, GHQ and GHQ.WS, respectively. On November 19, 2008, the closing price of GHQ units, common stock and warrants were, respectively, \$9.00, \$8.95 and \$0.18.

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

ii

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 , 2009 and is first being mailed to GHQ stockholders on or about , 2009.

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

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON _____, 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 10:00 a.m., Eastern Standard Time, on _____, 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 (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 _____, 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.

iv

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 notifying in writing before the special meeting, or by voting in person at the special meeting. 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, at or by email at

By Order of the Board of
Directors,

Jodi B. Ganz
Secretary

TABLE OF CONTENTS

Page	Page		
<u>SUMMARY TERM SHEET</u>	1	<u>Share Issuance Proposal</u>	88
<u>QUESTIONS AND ANSWERS ABOUT THE ACQUISITION</u>	3	<u>Necessity of Stockholder Approval</u>	88
<u>WHO CAN HELP ANSWER YOUR QUESTIONS</u>	9	<u>Required Vote</u>	88
<u>SUMMARY OF PROXY STATEMENT</u>	10	<u>Recommendation</u>	88
<u>SELECTED HISTORICAL FINANCIAL DATA OF GHQ</u>	22	<u>PROPOSAL IV – ADOPTION OF THE STOCK INCENTIVE PLAN</u>	89
<u>SELECTED HISTORICAL FINANCIAL DATA OF IRIDIUM HOLDINGS</u>	23	<u>Summary of the Iridium Communications Inc. 2009 Stock Incentive Plan</u>	89
<u>SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA</u>	26	<u>U.S. Federal Income Tax Consequences</u>	92
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS</u>	35	<u>New Plan Benefits</u>	93
<u>RISK FACTORS</u>	36	<u>Necessity of Stockholder Approval</u>	94
<u>PROPOSAL I – APPROVAL OF THE ACQUISITION</u>	60	<u>Required Vote</u>	94
<u>General</u>	60	<u>Recommendation</u>	94
<u>Background of the Acquisition</u>	60	<u>PROPOSAL V – ADOPTION OF THE ADJOURNMENT PROPOSAL</u>	95
<u>Factors Considered by the GHQ Board in Approving the Acquisition</u>	65	<u>Adjournment Proposal</u>	95
<u>GHQ Senior Management Team and Board of Directors</u>	71	<u>Required Vote</u>	95
<u>Recommendation of the GHQ Board; Additional Considerations of the GHQ Board</u>	71	<u>Recommendation</u>	95
<u>Summary of the Duff & Phelps Opinion</u>	73	<u>THE TENDER OFFER</u>	96
<u>Accounting Treatment</u>	79	<u>MARKET PRICE OF GHQ COMMON STOCK</u>	98
<u>Material U.S. Federal Income Tax Considerations for Holders Exercising Conversion Rights</u>	79	<u>INTERESTS OF CERTAIN PERSONS IN THE ACQUISITION</u>	99
<u>Regulatory Matters</u>	81	<u>THE TRANSACTION AGREEMENT</u>	100
<u>No Appraisal or Dissenters’ Rights</u>	82	<u>OTHER TRANSACTION AGREEMENTS</u>	114
<u>Consequences if Acquisition Proposal Is Not Approved</u>	82	<u>Note Purchase Agreement</u>	114
<u>Necessity of Stockholder Approval</u>	83	<u>Registration Rights Agreement</u>	114
<u>Required Vote</u>	83	<u>Pledge Agreements</u>	115
<u>Recommendation of GHQ’s Board of Directors</u>	83	<u>Letter Agreement</u>	115
<u>Federal Securities Laws Consequences</u>	83	<u>THE SPECIAL MEETING</u>	116
<u>Stock Transfer Restrictions</u>	83	<u>General</u>	116
<u>PROPOSAL II – APPROVAL OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION</u>	86	<u>Date, Time and Place</u>	116
<u>Necessity of Stockholder Approval</u>	87	<u>Purpose of the Special Meeting</u>	116
<u>Required Vote</u>	87	<u>Recommendation of the GHQ Board</u>	116
<u>Recommendation</u>	87	<u>Record Date; Who Is Entitled to Vote</u>	117

<u>PROPOSAL III – APPROVAL OF THE SHARE</u>	88	<u>Quorum</u>	117
<u>ISSUANCE PROPOSAL</u>			
		<u>Voting Your Shares</u>	117
		<u>Who Can Answer Your</u>	117
		<u>Questions About Voting</u>	
		<u>Your Shares</u>	
		<u>No Additional Matters</u>	117
		<u>May Be Presented at the</u>	
		<u>Special Meeting</u>	
		<u>Revoking Your Proxy</u>	118
		<u>Vote Required of GHQ’s</u>	118
		<u>Stockholders</u>	
		<u>Abstentions and Broker</u>	118
		<u>Non-Votes</u>	
		<u>Conversion Rights</u>	119
		<u>Solicitation Costs</u>	120
		<u>Stock Ownership of</u>	121
		<u>Directors and Executive</u>	
		<u>Officers</u>	
		<u>Other Business;</u>	121
		<u>Adjournments</u>	
		<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 IRIDIUM HOLDINGS MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	150
<u>BENEFICIAL OWNERSHIP OF SECURITIES</u>	175
<u>DESCRIPTION OF GHQ’S SECURITIES FOLLOWING THE ACQUISITION</u>	178
<u>MANAGEMENT FOLLOWING THE ACQUISITION</u>	182
<u>GHQ COMPENSATION DISCUSSION AND ANALYSIS</u>	186
<u>IRIDIUM HOLDINGS COMPENSATION DISCUSSION AND ANALYSIS</u>	188
<u>IRIDIUM HOLDINGS EXECUTIVE COMPENSATION</u>	193
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	200
<u>TRANSFER AGENT AND REGISTRAR</u>	203
<u>SUBMISSION OF STOCKHOLDER PROPOSALS</u>	203
<u>APPRAISAL RIGHTS</u>	203
<u>INDEPENDENT AUDITORS</u>	203
<u>FUTURE STOCKHOLDER PROPOSALS</u>	203
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	204
<u>INDEX TO FINANCIAL STATEMENTS</u>	F-1
<u>FINANCIAL STATEMENTS</u>	F-2

LIST OF ANNEXES

<u>Annex A</u>	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
Annex E	GHQ Acquisition Corp. 2009 Stock Incentive Plan*
<u>Annex F</u>	Opinion of Duff & Phelps, LLC

*Will be filed at a later date by an amendment to this proxy statement.

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 GHQ 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”).

- 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 150, respectively.
- Pursuant to a transaction agreement signed on September 22, 2008, GHQ proposes to acquire Iridium Holdings from its equityholders 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 60, “The Transaction Agreement” beginning on page 100 and the Transaction Agreement that is attached as Annex A to this proxy statement.
- Under the terms of the transaction agreement and other transaction agreements, GHQ is expected to pay the sellers \$77.1 million in cash, subject to certain adjustments, issue to the sellers 36.0 million shares of GHQ common stock and assume approximately \$131 million net debt of Iridium Holdings. 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 \$30 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 page 100 and 114 respectively.
- Following the acquisition, the current stockholders of GHQ are expected to own approximately 55% of outstanding shares of common stock of GHQ. The current owners of Iridium Holdings are expected to own approximately 45% of the outstanding common stock of GHQ. The single-largest stockholder of GHQ, following the acquisition, is expected to be Baralonco Limited with approximately 13% ownership and the second-largest stockholder of GHQ is expected to be Greenhill with approximately 11% ownership. These ownership values are calculated on an outstanding basis and assume that (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) without regard to the results of the tender offer and (iii) no holders of warrants exercise their rights to acquire GHQ shares. For more information, see section entitled “Proposal I – Approval of the Acquisition” beginning on page 60.

- GHQ's management and board of directors considered various factors in determining whether to acquire Iridium Holdings and to approve the transaction agreement, including, without limitation, an opinion prepared by Duff & Phelps, LLC, an independent financial advisor, regarding whether (i) the consideration to be paid by GHQ in the acquisition is fair, from a financial point of view, to the holders of GHQ's common stock (other than Greenhill) and (ii) 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

1

Table of Contents

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 65.

- 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 86, 88, 89, 95 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 60 and 182, 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 36.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE ACQUISITION

Q: Why am I receiving this proxy statement?

A: GHL Acquisition Corp. (“GHQ”) has agreed to acquire Iridium Holdings LLC (“Iridium Holdings”) under the terms of the transaction agreement that is described in this proxy statement. A copy of the transaction agreement is 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 10:00 a.m., Eastern Standard Time, on , 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 September 30, 2008, the balance in the trust account was approximately \$402.3 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.

“Iridium Communications Inc.” and will apply for listing on the .

Iridium Holdings is a leading provider of mobile voice and data communications services via satellite, and the only provider in the world offering 100% global coverage. Based on information provided by Raymond James, Iridium Holdings is the second largest provider of mobile satellite services and related equipment with an estimated 23% market share of the industry in 2007, based on revenues. Iridium Holdings’ mobile satellite services address the increasing demand from customers for connectivity and reliability at all times and in all locations. Iridium Holdings offers voice and data communications services to U.S. and international government agencies, businesses and other customers on a global basis using 66 in-orbit constellation satellites, eight in-orbit spares and related ground infrastructure, including a primary commercial gateway. The U.S. government, which owns and operates a dedicated gateway, is Iridium Holdings’ largest customer, providing 22% of its 2007 revenue.

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 each entity in connection with the closing of the acquisition under which the seller 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. Syncom would pledge 300,000 GHQ shares and Baralonco would pledge 1.5 million GHQ shares received in the transaction.

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

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 substantially all the units of Iridium Holdings. Upon the closing of the acquisition, Iridium Holdings will become a subsidiary of GHQ, and GHQ will be renamed

A: Upon completion of the acquisition, the owners of Iridium Holdings are expected to receive an aggregate of 36.0 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

Table of Contents

with respect to the taxable year in which the closing of the acquisition occurs, GHQ will make a tax benefit payment of up to \$30 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 & Co. Europe Holdings Limited (“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 “note”). 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 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 2.29 million 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 27.2866 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?

ownership values are calculated on an outstanding basis and assume that (i) no holders IPO shares vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) without regard to the results of the tender offer and (iii) no holders of warrants exercise their rights to acquire GHQ shares. The single-largest stockholder of GHQ will be Baralonco Limited with approximately 13% ownership and the second-largest stockholder of GHQ will be Greenhill with approximately 11% ownership, assuming conversion of the note into 2.29 million shares of GHQ common stock. These ownership values are on an outstanding basis and assume that no holders of our IPO shares vote against the acquisition proposal and properly exercise their rights to convert their shares into cash and without regard to the results of the tender offer.

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, the acquisition 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 “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.

A: If the proposed acquisition is completed, the current stockholders of GHQ will continue to own approximately 55% of outstanding shares of common stock of GHQ. The current owners of Iridium Holdings are expected to own approximately 45% of the outstanding common stock of GHQ. These

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

Table of Contents

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 , 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 outstanding shares of our common stock, which includes IPO shares and shares owned by our founding stockholder, officers 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’

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 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: Did GHQ’s board of directors obtain an opinion from a financial advisor in connection with the approval of the transaction agreement?

A: Yes. The board of directors of GHQ engaged Duff & Phelps, LLC (“Duff & Phelps”), an independent financial advisor. On September 22, 2008, Duff &

unitholders is required.

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

Phelps provided to GHQ's board of directors an opinion dated September 22, 2008, subject to the assumptions, qualifications and limitations set forth therein, that as of that date (i) the consideration to be paid by GHQ in the acquisition is fair, from a financial point of view, to the holders of GHQ's common stock (other than Greenhill) and (ii) Iridium Holdings has a fair market value equal to at

Table of Contents

least 80% of the balance in GHQ's trust account (excluding deferred underwriting discounts and commissions).

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

the per-share conversion price would have been approximately \$10.02, without taking into account any interest or expenses accrued after such date.

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) at any time before the start 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) at any time before 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

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 September 30, 2008,

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.

Table of Contents

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 is the tender offer?

A: GHQ plans to commence a tender offer to purchase up to 11.4 million shares of its common stock representing approximately 29% of GHQ's common stock issued in our IPO, at \$10.50 per share, payable in cash (reduced by a number of shares equal to the amount of cash distributed to stockholders who vote against the transaction and elect conversion of their shares of GHQ common stock divided by the per share conversion price). The tender offer will offer liquidity to GHQ's stockholders at \$10.50 per share, regardless of the then-current market price per share, subject to proration if the tender offer is oversubscribed. Assuming that no stockholders vote against the transaction and elect conversion of their shares and the maximum number of shares are tendered in the offer, the aggregate purchase price for the shares of GHQ common stock purchased in the tender offer will be approximately \$120.0 million. For a more detailed discussion of the tender offer, see "The Tender Offer."

who desire liquidity for their shares. GHQ's management believes that the tender offer will enhance the likelihood of stockholder approval of the acquisition proposal.

Q: Who will be able to participate in the tender offer?

A: Stockholders of GHQ at the time of the tender offer may participate in the tender offer. However, GHQ's founding stockholder, officers and directors have agreed not to tender any of their shares in the tender offer.

Q: When does GHQ expect to commence and complete the tender offer?

A: GHQ expects to commence the tender offer as soon as practicable following the special meeting and legally permissible, and to complete the tender offer approximately 20 business days after commencement, and concurrent with the closing of the acquisition.

Q: What effect will the tender offer have on the capital structure of GHQ?

A: The tender offer will have the effect of reducing the number of outstanding common shares of GHQ by the number of common shares tendered by GHQ stockholders, up to 11.4 million shares (reduced by a number of shares equal to the amount of cash distributed to stockholders who vote against the transaction and elect conversion of their shares of GHQ common stock divided by the per share conversion price). The tender offer will also have the effect of reducing the cash balances of GHQ by \$10.50 multiplied by the number of shares tendered by GHQ stockholders, up to \$120 million (reduced by the amount of cash distributed to stockholders who vote against the transaction and elect conversion of their shares of GHQ common stock).

Q: How will GHQ fund the purchase of shares that are tendered?

A: GHQ expects to fund the purchase of shares that are tendered from the trust account.

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Q: Why is GHQ planning the tender offer?

A: GHQ is planning the tender offer to provide a meaningful liquidity opportunity for at least part of the GHQ common shares held by those stockholders

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

7

Table of Contents

their conversion rights or tendering their shares, 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, four of Iridium Holdings' current directors, the current CEO of Iridium Holdings, 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?

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

Q: How do I vote via the Internet?

A: Internet voting information is provided on the proxy card. A control number, which is the number located below the account number on the proxy card, is designated to verify a stockholders identity and allow the stockholder to vote the shares and confirm that the voting instructions have been recorded properly. If you vote via the Internet, please do not return a signed proxy card. Stockholders who hold their shares through a bank or broker can vote via the Internet if that option is offered by the bank or broker.

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 11:59 p.m. Eastern Standard Time the day prior to 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. You may also revoke your proxy by sending a notice of revocation to at the address under "Who Can Help Answer Your Questions" included elsewhere in this proxy statement. You can find further details on how to revoke your proxy under "The Special Meeting—Revoking Your Proxy."

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

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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.

your bank or broker for assistance in attending the special meeting to vote your shares.

Q: Should I send in my stock certificates now?

8

Table of Contents

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 and if we receive the necessary regulatory approvals prior to the special meeting. We cannot predict the exact timing of the closing of the acquisition or whether the acquisition will be consummated because it is subject to conditions that are not within our control, such as approvals from domestic and foreign regulatory authorities including, the Federal Communications Commission ("FCC"). 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. We expect to complete the acquisition and the related transactions during the first half of 2009.

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:

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 204. 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.

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 _____, 2009, at 10:00 a.m., Eastern Standard Time, at the Waldorf-Astoria Hotel, 301 Park Avenue, New York, NY.

Our board of directors has fixed the close of business on _____, 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 September 30, 2008, approximately \$2.7 million has been released to us in accordance with these terms. As of September 30, 2008, the balance in the trust account was approximately \$402.3 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 AMEX 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 a leading provider of mobile voice and data communications services via satellite, and the only provider in the world offering 100% global coverage. Based on information provided by Raymond James, Iridium Holdings is the second largest provider of mobile satellite services and related equipment with an estimated 23% market share of the industry in 2007, based on revenues.

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 60)

GHQ is proposing to acquire Iridium Holdings pursuant to a transaction agreement that provides for the acquisition of 97% 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.

*Assuming that (i) no holders of our IPO shares vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) without regard to the results of the tender offer and (iii) no holders of GHQ warrants exercise their rights to acquire GHQ shares.

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 or substantially all of the units of Iridium Holdings, and Iridium Holdings will become a subsidiary of GHQ. Equityholders owning approximately 97% of Iridium Holdings' equity (including the equityholders of Baralonco and Syncom) have signed the transaction agreement. As part of the acquisition, GHQ will acquire all of

Table of Contents

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 is based upon a total enterprise value for Iridium Holdings of \$591 million (calculated as \$100 million of cash to be paid to the Iridium Holdings’ equityholders, of which \$77.1 million will be paid by GHQ and \$22.9 million by Greenhill Europe in the form of the note, plus \$360 million of GHQ common stock to be issued to the Iridium Holdings’ equityholders, plus net indebtedness of Iridium Holdings of \$131 million as of June 30, 2008). 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 36.0 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 \$77.1 million of 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 \$30 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);
-

all FCC consents with respect to the transactions contemplated by the transaction agreement have been obtained;
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

13

Table of Contents

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 Company 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 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;

Table of Contents

- 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 June 29, 2009 (if all required regulatory approvals have been obtained) or February 14, 2010 (if the only condition to closing still not fulfilled as of June 29, 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.

Summary of the Duff & Phelps Opinion (See page 73 and Annex F)

In connection with its consideration of the acquisition, GHQ’s board of directors engaged Duff & Phelps as an independent financial advisor and pursuant to its engagement letter dated August 12, 2008, on September 22, 2008, Duff & Phelps rendered its oral opinion (subsequently confirmed in writing as of September 22, 2008) to GHQ’s board of directors to the effect that, subject to the assumptions, qualifications and limitations set forth therein, as of September 22, 2008, (i) the consideration to be paid by GHQ in the acquisition is fair, from a financial point of view, to the holders of GHQ’s common stock (other than Greenhill) and (ii) Iridium Holdings has a fair market value equal to at least 80% of the balance in our trust account (excluding deferred underwriting discounts and commissions). The

opinion was approved by Duff & Phelps's internal opinion committee.

Duff & Phelps's opinion was directed to GHQ's board of directors and only addressed the fair market value of Iridium Holdings and the fairness, from a financial point of view, of the consideration to be paid by GHQ in the acquisition to GHQ stockholders (other than Greenhill), and does not address any other aspect or implication of the

15

Table of Contents

acquisition. The full text of Duff & Phelps's written opinion is included as Annex F to this proxy statement and sets forth the procedures followed, assumptions made, qualifications and limitations on the review undertaken and other matters considered by Duff & Phelps in preparing its opinion. We encourage you to carefully read the full text of Duff & Phelps's written opinion. However, neither Duff & Phelps's written opinion nor the summary of its related analysis is intended to be, and does not constitute advice or a recommendation to any stockholders as to how such stockholder should act or vote with respect to the acquisition.

The Second Amended and Restated Certificate of Incorporation of GHQ (See page 86 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.,"
- 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 88)

You are being asked to approve the issuance of up to 38,290,000 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 AMEX Company Guide.

The Stock Incentive Plan (See page 89 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." Additionally, 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 September 30, 2008, all of our directors, Scott L. Bok, Robert H. Niehaus, Parker W. Rush, Thomas C. Canfield and Kevin P. Clarke, and our founding stockholder own 200,000, 200,000, 43,479, 43,479, 43,479 and 8,369,563 units of GHQ, respectively. Messrs Rush, Canfield and Clarke purchased their shares prior to our IPO. Messrs Bok and

Niehaus purchased their units in the IPO. In addition to the units of GHQ owned prior to the IPO, our founding stockholder purchased, concurrently with the IPO, for \$8.0 million warrants to purchase up to 8.0 million shares of GHQ common stock at \$1.00 per share. 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

Table of Contents

unit purchase on November 13, 2007; and (3) 2.0 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 55% of the outstanding shares of common stock of GHQ, assuming that (i) no GHQ stockholders vote against the acquisition proposal and properly exercise their conversion rights, (ii) without regard to the results of the tender offer and (iii) no holders of GHQ warrants exercise their rights to acquire GHQ shares.

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 September 30, 2008, the per-share conversion price would have been approximately \$10.02, without taking into account any interest or expenses accrued after such date.

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) at any time before the start 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) at any time before 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

Table of Contents

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.

Tender Offer (See page 96)

GHQ intends to launch a cash self tender offer to purchase up to 11.4 million shares of its common stock at a price of \$10.50 per share, reduced by a number of shares equal to the amount of cash distributed to stockholders who vote against the acquisition and elect conversion of their shares of GHQ common stock divided by the per share conversion price (“total number of the tender offer shares”). GHQ expects to commence the tender offer as soon as practicable and legally permissible, and to complete the tender offer approximately 20 business days after commencement and concurrent with the closing of the acquisition.

If, at the expiration date of the tender offer, more than the total number of the tender offer shares have been validly tendered, GHQ will purchase from each tendering stockholder a prorated number of shares of GHQ common stock. Proration for each stockholder tendering shares will be based on the product of (i) the number of shares of GHQ common stock that have been properly tendered and not properly withdrawn by a particular stockholder and (ii) (A) the total number of the tender offer shares, divided by (B) the total number of shares of GHQ common stock properly tendered and not properly withdrawn by all stockholders. GHQ’s management believes that the tender offer will enhance the likelihood of stockholder approval of the acquisition and stock issuance proposals because the tender offer will provide a meaningful liquidity opportunity for at least part of the GHQ shares held by those stockholders desiring liquidity for their shares.

Assuming the maximum number of shares (11.4 million) is tendered in the tender offer, the aggregate purchase price for the shares of GHQ common stock tendered in the tender offer will be approximately \$120.0 million.

The purchase of shares tendered in the tender offer will be funded from cash of GHQ following the closing of the acquisition, which will include proceeds in the trust account.

The founding stockholder has agreed not to tender any shares of GHQ common stock to GHQ pursuant to the tender offer. In addition, each officer and director of GHQ has agreed not to tender any of their shares of GHQ common stock to GHQ pursuant to the tender offer.

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

Table of Contents

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:

- All of our directors, Messrs. Bok, Niehaus, Rush, Canfield and Clarke, and our founding stockholder own 200,000, 200,000, 43,479, 43,479, 43,479 and 8,369,563 units of GHQ, 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 \$391,311, based upon the last sale price of \$9.00 on the AMEX on November 19, 2008, 2008. 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 Clark 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. The 400,000 shares purchased by Messrs. Bok and Niehaus in the IPO would receive liquidation proceeds. Messrs. Bok and Niehaus each purchased 200,000 units in the IPO.
- In addition to the shares of GHQ common stock, our founding stockholder purchased for \$8.0 million warrants to purchase up to 8.0 million shares of GHQ common stock at \$1.00 per share. These warrants have an exercise price of \$7.00 per share. 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 thereby expire worthless.
 - Two of our directors, Messrs. Bok and Niehaus purchased units in our IPO. 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 over and above their interests as holders of our units.
- 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 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

Table of Contents

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, GHQ and each subsidiary or affiliate of Iridium Holdings that holds one or more FCC License must file an application with the FCC requesting such approval (each an “Application” and collectively the “Applications”). The FCC will review each Application to determine whether GHQ’s control of the pertinent subsidiary or affiliate and its FCC Licenses would comply with applicable law and whether it would be consistent with the public interest, convenience and necessity. GHQ and Iridium Holdings jointly filed the Applications with the FCC on October 21, 2008.

On November 26, 2008, the FCC issued a public notice (the “Public Notice”) announcing the filing of the Applications, summarizing the information contained therein, and inviting petitions to deny, oppositions and other comments by third parties with respect to the Applications. Any formal petition to deny the Applications must be filed by December 29, 2008, but parties may continue to make ex parte submissions until the FCC acts on the Applications. There can be no assurance that petitions, oppositions or other comments by third parties will not be filed in response to the Public Notice.

The FCC has developed an informal timetable for acting upon transfer of control applications. Pursuant to this informal timetable, it will endeavor to take action on any such application (i.e., grant, deny, or designate the application for hearing) within 180 days from the initial public notice accepting the application for filing (i.e., by May 25, 2009). The FCC reserves the right to stop the 180-day “clock” at its discretion. We cannot assure you that the FCC will act on the Applications in a timely manner or that the FCC will not deny the Applications or impose conditions on the parties in connection with granting its approval.

Other U.S. Regulatory Filings. Iridium Holdings engages in several business areas that are regulated by the U.S. Government on national security grounds. In particular, it is registered with the U.S. State Department as a manufacturer or exporter of satellite-related items that are controlled under the International Traffic in Arms Regulations (“ITAR”). In connection with the acquisition, appropriate notice and other filings will be required to be made with the Departments of State and Defense. We anticipate that shortly after issuance of the Public Notice, the Department of Justice, the Federal Bureau of Investigation, and the Department of Homeland Security (the “Executive Agencies”) will ask the FCC to defer action on the Applications until such time that any national security, law enforcement, or public safety concerns raised by the proposed transaction have been addressed. Such a request is routine in transactions involving satellite carriers or other providers of telecommunications services. In order to address any such concerns, GHQ may be required to enter into a national security agreement with the Executive Agencies, compliance with which will be a condition of FCC grant of the FCC Applications.

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

20

Table of Contents

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 36)

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."

Table of Contents

SELECTED HISTORICAL FINANCIAL DATA OF GHQ

The following selected historical financial data as of September 30, 2008 was derived from the unaudited financial statements of GHQ for the period from November 2, 2007 (date of inception) to September 30, 2008. 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.

	November 2, 2007 (inception) to September 30, 2008	Nine Months Ended September 30, 2008
Statement of Operations Data:		
Other income (interest)	\$ 4,936,297	\$ 4,936,297
Loss from operations	(304,007)	(300,195)
Net income before income taxes	4,632,290	4,636,102
Provision for income taxes	(2,087,763)	(2,087,763)
Net income	2,544,527	2,548,339
Net income per share (basic and diluted)	-----	0.06
Weighted average shares outstanding (basic and diluted)	-----	41,511,588
	December 31, 2007	September 30, 2008
Balance Sheet Data:		
Working capital (excludes cash held in trust account)	\$ (294,434)	\$ (12,752,266)
Total assets	500,000	404,438,928
Total liabilities	478,812	13,288,776
Common stock, subject to possible conversion (11,999,999 shares at conversion value)	-----	119,999,999
Stockholders' equity	21,188	271,150,153

Table of Contents

SELECTED HISTORICAL FINANCIAL DATA OF IRIDIUM HOLDINGS

The following selected historical financial data for each of the five years in the period ended December 31, 2007 was derived from Iridium Holdings' audited financial statements and the financial information for the nine months ended September 30, 2007 and 2008 was derived from Iridium Holdings' unaudited interim financial statements included elsewhere in this proxy statement. Iridium Holdings' unaudited interim financial statements reflect all adjustments necessary to state fairly its financial position at September 30, 2007 and 2008 and its income and cash flows for the nine months ended September 30, 2007 and 2008. The information for the years ended December 31, 2003 and 2004 was derived from Iridium Holdings' audited financial statements not included in this proxy statement. 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-25 and "Iridium Holdings—Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this proxy statement.

Statement of Operations Data:	Years Ended December 31					Nine Months Ended September 30	
	2003	2004	2005	2006	2007	2007	2008
Revenue:							
Government Services	39,112	45,069	48,347	50,807	57,850	41,853	48,826
Commercial Services	42,527	49,611	60,690	77,661	101,172	73,207	97,542
Subscriber Equipment	17,046	26,811	78,663	83,944	101,879	78,548	97,824
Operating expenses:							
Cost of subscriber equipment sales	18,481	26,463	62,802	60,068	62,439	48,347	55,261
Network and satellite operations and maintenance(a)	50,008	50,248	56,909	60,685	60,188	44,223	47,451
Selling, general and administrative(a)	30,210	32,487	30,135	33,468	46,350	32,829	42,966
Research and development(b)	19,448	9,044	4,334	4,419	17,370	11,241	23,500
Depreciation and amortization	6,695	7,132	7,722	8,541	11,380	7,598	8,959
Satellite system development refund(b)	-	-	(14,000)	-	-	-	-
Total operating expenses	124,842	125,374	147,902	167,181	197,727	144,238	178,137
Operating Profit	(26,157)	(3,883)	39,798	45,231	63,174	49,370	66,055
Other (expense) income:							
Interest expense	(8,361)	(9,122)	(5,106)	(15,179)	(21,771)	(16,520)	(14,325)
Interest expense recovered	-	-	2,526	-	-	-	-
Interest and other income	104	483	2,377	1,762	2,370	1,745	605
	(8,257)	(8,639)	(203)	(13,417)	(19,401)	(14,775)	(13,720)

Total other (expense)
income, net

Net income	(34,414)	(12,522)	39,595	31,814	43,773	34,595	52,335
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Balance Sheet Data:

Total current assets	54,927	59,921	65,385	84,035	80,342	86,021	132,312
Total assets	153,737	150,514	129,397	161,525	167,581	164,762	219,749
Total members' deficit	(77,484)	(90,008)	(57,262)	(121,189)	(78,447)	(86,386)	(27,178)

Table of Contents

	Years Ended December 31					Nine Months Ended September 30	
Statement of Operations Data:	2003	2004	2005	2006	2007	2007	2008
Other Data:							
Cash provided by (used in):							
Operating activities	6,465	10,107	30,742	41,071	36,560	29,889	61,575
Investing activities	(293)	(1,608)	(9,661)	(11,039)	(19,787)	(13,066)	(9,216)
Financing activities	(6,982)	(5,542)	(18,887)	(8,032)	(26,526)	(22,526)	(9,882)
EBITDA(c)	(19,413)	3,554	49,595	54,243	74,732	57,102	74,603
Certain other items included in EBITDA(d)	-	-	-	-	1,777	675	8,641

(a) Iridium Holdings' selected historical financial data for the years ended December 31, 2003 and December 31, 2004 do not include a reclassification of operating expenses between "network and satellite operations and maintenance" and "selling, general and administrative." Therefore, Iridium Holdings' selected historical financial data for the operating expenses described above for the years ended December 31, 2003 and December 31, 2004 is not directly comparable to the selected historical financial data for subsequent periods.

(b) Iridium Holdings' research and development for the year ended December 31, 2003 includes \$14.0 million of expenses that were subsequently included in the "satellite system development refund" offsetting the operating expenses for the year ended December 31, 2005.

(c) "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 United States generally accepted accounting principles ("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 and financial projections.

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. In addition, the omission of the amortization expense associated with its intangible assets further limits the usefulness of this measure. 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. Iridium Holdings' calculations of EBITDA may also differ from the calculation of EBITDA by its competitors and other companies and as such, its utility as a comparative measure is limited.

The following is a reconciliation of EBITDA to net income:

24

Table of Contents

	Years Ended December 31					Nine Months Ended September 30	
	2003	2004	2005	2006	2007	2007	2008
Net income	(34,414)	(12,522)	39,595	31,814	43,773	34,595	52,335
Interest expense	8,361	9,122	5,106	15,179	21,771	16,520	14,325
Interest expense recovered	-	-	(2,526)	-	-	-	-
Interest income	(55)	(178)	(302)	(1,291)	(2,192)	(1,611)	(1,016)
Depreciation and amortization	6,695	7,132	7,722	8,541	11,380	7,598	8,959
EBITDA	(19,413)	3,554	49,595	54,243	74,732	57,102	74,603

(d) The following table shows the following 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 and financial projections. 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					Nine Months Ended September 30	
	2003	2004	2005	2006	2007	2007	2008
Non-recurring transaction expenses (1)	-	-	-	-	-	-	2,376
Iridium NEXT expenses (2)	-	-	-	-	1,777	675	6,265
Total					1,777	675	8,641

(1) Consists of non-recurring expenses relating to Iridium Holdings' financing activities, including the proposed transaction with GHQ.

(2) Consists 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 2014 and 2016.

25

Table of Contents

SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

The following unaudited pro forma condensed combined balance sheet as of September 30, 2008 and the unaudited pro forma condensed combined statement of operations for the nine months ended September 30, 2008 and for the fiscal year ended December 31, 2007 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 is expected to close in 2009. Consequently, the acquisition will be accounted for using the acquisition method of accounting in accordance with Financial Accounting Standards Board (“FASB”) Statement No. 141R, “Business Combinations” (“SFAS 141R”) as SFAS 141R is effective for fiscal years beginning after December 15, 2008.

The unaudited pro forma condensed combined statements of operations for the nine month period ended September 30, 2008 and for the year ended December 31, 2007 gives effect to the acquisition as if it had occurred on January 1, 2007. The unaudited pro forma condensed combined balance sheet as of September 30, 2008 assumes that the acquisition took place on September 30, 2008.

The unaudited pro forma condensed combined balance sheet and statement of operations as of and for the nine months ended September 30, 2008 were derived from GHQ’s unaudited condensed financial statements as of and for the nine months ended September 30, 2008 and Iridium Holdings’ unaudited financial statements as of and for the nine months ended September 30, 2008.

The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2007 were derived from GHQ’s audited condensed statements of income for the year ended December 31, 2007 and Iridium Holdings’ audited statements of income for the year ended December 31, 2007. GHQ’s statement of operations as of December 31, 2007 includes two months of activity as GHQ was incorporated on November 2, 2007.

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;
- Assuming Maximum Conversion: This presentation assumes that 30% of the GHQ stockholders less one IPO 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 available to GHQ as of the date of this report. 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.

The unaudited pro forma condensed 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

26

Table of Contents

“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.

27

Table of Contents

GHL Acquisition Corp.
 Unaudited Pro Forma Condensed Combined Balance Sheet
 As of September 30, 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)	Iridium				
Assets						
Current assets:						
Cash and cash equivalents	490	64,582	(107,100) A	233,541	(120,000) P	118,604
			402,270 B		5,063 C	
			(16,351) C			
			(102,000) D			
			(8,350) E			
Restricted cash	-	3,020		3,020		3,020
Accounts receivable	-	44,931		44,931		44,931
Inventory	-	16,144	5,856 F	22,000		22,000
Prepaid expenses and other current assets	47	3,635	-	3,682		3,682
Total current assets	537	132,312	174,325	307,174	(114,937)	192,237
Property and equipment, net						
Restricted cash, net of current portion	-	61,827	369,025 G	430,852		430,852
Deferred financing costs and other assets	-	15,400		15,400		15,400
Investments held in trust at broker	402,270	-	(402,270) B	-		-
Deferred tax asset	135	-	6,100 H	6,235		6,235
Deferred acquisition costs	1,497	-	(1,497) E	-		-
Intangible assets	-	-	59,881 I	59,881		59,881
Goodwill	-	-	71,141 J	71,141		71,141
Total assets	404,439	219,749	272,804	896,992	(114,937)	782,055
Liabilities						
Current liabilities:						
Accounts payable	10	6,667	-	6,677		6,677
Accrued expenses and other current liabilities	1,535	30,026	-	31,561		31,561
Credit facility, current portion	-	32,639	(3,512) D	8,727		8,727

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			(20,400) D			
Deferred revenue, current portion	-	24,849	(14,449) K	10,400		10,400
Income tax payable	456	-		456		456
Deferred underwriter commissions	11,288	-	(11,288) C	-		-
Total current liabilities	13,289	94,181	(49,649)	57,821	-	57,821
Accrued satellite operations and maintenance expense, net of current portion	-	10,516	-	10,516		10,516
Motorola payable	-	10,575	(175) L	10,400		10,400
Credit facility	-	127,521	(14,048) D	31,873		31,873
			(81,600) D			
Other long-term liability	-	4,134	-	4,134		4,134
Income tax reserve	-	-	678	678		678
Deferred tax liability	-	-	74,130 H	74,130		74,130
Total liabilities	13,289	246,927	(70,664)	189,552	-	189,552
Common stock subject to possible conversion	120,000	-	(120,000) M	-		-
Stockholders' equity						
Common stock	36	-	36 N	84	(12) P	72
			12 M			
Additional paid-in capital	268,569	4,049	331,164 N	704,811	(119,988) P	589,886
			(4,049) O		5,063 C	
			(1,497) E			
			114,925 C,M			
			(8,350) E			
Retained earnings/(accumulated deficit)	2,545	(28,982)	28,982 O	2,545		2,545
Accumulated other comprehensive income (loss)	-	(2,245)	2,245 O	-		-
Total stockholders' equity	271,150	(27,178)	463,468	707,440	(114,937)	592,503
Total liabilities and stockholders' equity	404,439	219,749	272,804	896,992	(114,937)	782,055

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 Nine Months Ended September 30, 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	Iridium			Forma Adjustments (assuming maximum conversion)	Combined Pro Forma (assuming maximum conversion)	
(In thousands, except per share amounts)							
Revenue:							
Service	-	146,368	-	146,368			146,368
Subscriber equipment	-	97,824	-	97,824			97,824
Total revenue	-	244,192	-	244,192	-		244,192
Operating expenses:							
Cost of subscriber equipment sales	-	55,261	-	55,261			55,261
Network operations and maintenance	-	47,451	-	47,451			47,451
Selling, general, and administrative	300	42,966	(2,376) E	40,890			40,890
Depreciation and amortization	-	8,959	55,669 G 8,983 I	73,611			73,611
Research and development	-	23,500	-	23,500			23,500
Total operating expenses	300	178,137	62,276	240,713	-		240,713
Operating profit (loss)	(300)	66,055	(62,276)	3,479	-		3,479
Other (expense) income:							
Interest expense	-	(14,325)	3,751 D	(10,574)			(10,574)
Interest and other income	4,936	605	(4,936) Q	1,743			1,183
	-	-	1,138 R	-	(560) R		-
Total other (expense) income, net	4,936	(13,720)	(47)	(8,831)	(560)		(9,391)
Income (loss) before provision for income taxes	4,636	52,335	(62,323)	(5,352)	(560)		(5,912)
	2,088	-	(4,618) S	(2,530)	(224) T		(2,754)

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Provision (benefit) for income taxes													
Net income (loss)	\$	2,548	\$	52,335	\$	(57,705)	\$	(2,822)	\$	(336)	\$	(3,158)	
Weighted average shares outstanding - basic													
		41,512				83,059	U					71,059	U
Weighted average shares outstanding - diluted													
		53,074				83,059	U					71,059	U
Earnings (loss) per share - basic													
	\$	0.06				(0.03)						(0.04)	
Earnings (loss) per share - diluted													
	\$	0.05				(0.03)						(0.04)	

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 Twelve Months Ended December 31, 2007

	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	\$ -	\$ 159,022	\$ -	\$ 159,022		\$ 159,022
Subscriber equipment	-	101,879	-	101,879		101,879
Total revenue	-	260,901	-	260,901	-	260,901
Operating expenses:						
Cost of subscriber equipment sales	-	62,439	-	62,439		62,439
Network operations and maintenance	-	60,188	-	60,188		60,188
Selling, general, and administrative	1	46,350	-	46,351		46,351
Depreciation and amortization	-	11,380	74,790 G 11,976 I	98,146		98,146
Research and development	-	17,370	-	17,370		17,370
Total operating expenses	1	197,727	86,766	284,494	-	284,494
Operating profit (loss)	(1)	63,174	(86,766)	(23,593)	-	(23,593)
Other (expense) income:						
Interest expense	(3)	(21,771)	8,754 D	(13,020)		(13,020)
Interest and other income	-	2,370	1,518 R	3,888	(747) R	3,141
Total other (expense) income, net	(3)	(19,401)	10,272	(9,132)	(747)	(9,879)
Income (loss) before provision for income	(4)	43,773	(76,494)	(32,725)	(747)	(33,472)

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taxes							
Provision (benefit)							
for income taxes	-	-	(13,344)	S	(13,344)	(299)	T (13,643)
Net income (loss)	\$ (4)	\$ 43,773	\$ (63,150)	\$	(19,381)	\$ (448)	\$ (19,829)
Weighted average							
shares outstanding -							
basic	11,500				83,059	U	71,059 U
Weighted average							
shares outstanding -							
diluted	11,500				83,059	U	71,059 U
Earnings (loss) per							
share - basic	\$ (0.00)				\$ (0.23)		\$ (0.28)
Earnings (loss) per							
share - diluted	\$ (0.00)				\$ (0.23)		\$ (0.28)

1) Includes 2 months of activity as GHQ was incorporated on November 2, 2007
See accompanying notes to the unaudited pro forma condensed combined financial statements.

Table of Contents

Notes to Unaudited Condensed Combined Pro Forma Financial Statements

1. Description of the Acquisition and Basis of Presentation

The Acquisition

On September 22, 2008, GHQ entered into a Transaction Agreement with Iridium Holdings and its members whereby GHQ agreed to purchase all or substantially all of Iridium Holdings member units (Class A and Class B) for 36.0 million shares of GHQ common stock, \$77.1 million in cash, subject to certain adjustments, and, within 90 days of the closing of the acquisition, a tax benefit payment of \$30.0 million in cash to sellers (other than the sellers of the equity of Baralonco and Syncom), if Iridium Holdings has in effect a valid IRC Section 754 election with respect to the taxable year in which the closing occurs. Upon the closing of the acquisition, Iridium Holdings will become a subsidiary of GHQ and GHQ will be renamed "Iridium Communications Inc." In connection with the terms of the acquisition, all outstanding equity awards of Iridium Holdings will immediately vest upon the closing of the acquisition. The estimated reduction to Iridium Holdings' equity at the close of acquisition related to the accelerated vesting is approximately \$3.8 million. Following the closing of the acquisition, GHQ will record a compensation charge in the amount \$1.3 million and a capital contribution related to the transfer at cost of founding stockholder's units to certain of GHQ's directors. The impact of the acceleration of Iridium Holdings' equity incentive award and GHQ's compensation charge and related capital contribution are not reflected in the pro forma condensed combined financial statements.

In addition, Greenhill Europe entered into an agreement with Iridium Holdings to purchase a convertible note for \$22.9 million in cash on September 22, 2008. The purchase of the note occurred on October 24, 2008. Greenhill Europe has the option to convert the note into Class A units of Iridium Holdings upon the later of (i) October 24, 2009 and (ii) the earlier of closing of the acquisition pursuant to the transaction agreement or the termination of the transaction agreement. The note matures in seven years and bears interest at 5% per annum, compounded quarterly, beginning on April 24, 2009. The pro forma condensed combined financial statements do not reflect the impact of the note as the issuance of the note occurred subsequent to September 30, 2008.

In conjunction with the purchase of the note, Iridium Holdings executed amendments to the first and second lien credit facilities, (the "Credit Amendments") which were completed in October 2008. Following the execution of the Credit Amendments, a net distribution of \$36.3 million was made to current Iridium Holdings unit holders. Iridium Holdings also prepaid \$22.0 million of the outstanding balance on the first lien term loan at the signing of the Credit Amendments. Pursuant to the Credit Amendments, at the closing of the acquisition, Iridium Holdings is required to prepay \$80.0 million of the outstanding balance on the first lien term loan.

Basis of Presentation

The unaudited pro forma condensed combined financial statements have been prepared based on GHQ's, Iridium Holdings' historical financial information. Certain disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted as permitted by SEC rules and regulations.

These unaudited pro forma condensed combined financial statements are not necessarily indicative of the results of operations that would have been achieved had the acquisition actually taken place at the dates indicated and do not purport to be indicative of future position or operating results.

2. Acquisition Method

The pro forma condensed combined financial statements reflect the accounting for the transaction in accordance with SFAS 141R. Under the acquisition method, the purchase price is allocated to the assets acquired and liabilities assumed based on their estimated fair values, with any excess of the purchase price over the estimated fair value of the identifiable net assets acquired recorded as goodwill.

The fair value of GHQ's shares of common stock issued was calculated using GHQ's closing stock price of \$9.20 at September 30, 2008.

The following represents the purchase price of the Transaction (in millions):

31

Table of Contents

Value of 36 million GHL shares issued	\$ 331.2
Cash consideration (including tax benefit payment of \$30 million)	107.1
Purchase Price	\$ 438.3

The following represents the allocation of the purchase price (in millions):

Purchase price	\$ 438.3
Assets acquired and liabilities assumed:	
Assets:	
Property and equipment	\$ 430.9
Current assets	138.1
Goodwill	71.1
Identifiable intangible assets	59.9
Other assets	27.8
Total Assets	\$ 727.8
Liabilities:	
Senior term loan facility	\$ (142.6)
Deferred tax liability	(74.1)
Other liabilities	(72.8)
Total Liabilities	\$ (289.5)

3. Pro Forma Adjustments and Assumptions

A) Represents the cash component of the purchase price of \$107.1 million consisting of \$77.1 million cash payment and \$30.0 million of tax benefit payments.

- B) Reflects the release of \$402.3 million of GHQ investments held in trust that will be available for the operating activities of the combined company and distributions related to the acquisition. Possible uses for the remaining cash may include pay down of amounts due under the credit facility and capital expenditures for the development and expansion of its operations.
- C) Reflects the payment of deferred underwriting fees of \$16.4 million deposited in a trust account which becomes due and payable upon the consummation of the acquisition. The deferred underwriting commission paid will be less a pro-rata reduction resulting from the exercise of any stockholder conversion rights. Accordingly, GHQ's liability for deferred underwriting commissions excludes \$5.1 million which is included in the liability for common stock subject to possible conversion. Consequently, assuming maximum conversion, GHQ will be obligated to pay \$11.3 million in underwriting commissions.
- D) Reflects the fair value adjustment to the credit facility of \$3.5 million and \$14.0 million (current and non-current portion, respectively), the write-off of \$3.9 million of deferred financing costs, and the \$22.0 million prepayment of the outstanding balance on the first lien term loan at the signing of the Credit Amendments and the required prepayment of \$80.0 million of the outstanding balance on the first lien term loan in connection with the closing of the acquisition. The reduction in interest expense related to the pay down of the credit facility is \$3.8 million and \$8.8 million for the nine months ended September 30, 2008 and the twelve months ended December 31, 2007, respectively.
- E) Reflects the payment of \$8.4 million related to transaction costs payable upon the close of the acquisition and the reversal of GHQ's capitalized transaction costs of \$1.5 million as of September 30, 2008 and Iridium Holdings' transaction costs of \$2.4 million incurred during the nine months ended September 30, 2008 in accordance with SFAS 141R. If and when the GHQ warrants are exercised, Iridium Holdings will be required to pay up to \$2.0 million of additional fees to its financial advisors.

Table of Contents

F) Reflects the pro forma impact of the preliminary fair value adjustment to inventory acquired of \$5.9 million.

G) Reflects the pro forma impact of the acquired property and equipment of Iridium Holdings.

The preliminary fair value adjustment and related depreciation is as follows (in millions):

Historical amounts	Fair value	Fair value adjustment	Additional depreciation expense		Remaining useful lives
			For the nine months ended September 30, 2008	For the twelve months ended December 31, 2007	
\$61.8	\$430.8	\$369.0	\$55.7	\$74.8	5

H) Reflects the pro forma adjustment to deferred taxes which represents the estimated impact of the pro forma adjustments at a statutory tax rate of 40%. A deferred tax liability of \$74.1 million has been recorded based on the preliminary adjustment of \$185.4 million (the basis difference between the preliminary book adjustment value of \$434.8 million and the preliminary tax adjustment value of \$249.4 million). Also, a deferred tax asset of \$6.1 million has been recorded based on the Iridium Holdings book-tax differences existing on the balance sheet date. An income tax reserve of \$700,000 has been recorded.

I) Reflects the pro forma impact of the identified intangible assets of Iridium Holdings which have been allocated to trade names, customer relationships, and developed technology assuming remaining useful lives of five years.

The preliminary fair value adjustment and related amortization is as follows (in millions):

Historical amounts	Fair value	Fair value adjustment	Amortization expense	
			For the nine months ended September 30, 2008	For the twelve months ended December 31, 2007