

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

FORM 8-K (Current report filing)

Filed 03/28/17 for the Period Ending 03/28/17

Address	121 SOUTH 17TH STREET MATTOON, IL 61938
Telephone	(217) 235-3311
CIK	0001304421
Symbol	CNSL
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Integrated Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	12/31

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): March 28, 2017

Consolidated Communications Holdings, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-51446
(Commission File Number)

02-0636095
(I.R.S. Employer Identification Number)

121 South 17th Street, Mattoon, Illinois 61938-3987

(Address of Principal Executive Offices) (Zip Code)

(217) 235-3311

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

At a special meeting of Stockholders (the “Special Meeting”) of Consolidated Communications Holdings, Inc. (the “Company”) held on March 28, 2017, 35,941,602 shares of common stock, \$0.01 par value, or approximately 71.02% of the 50,605,844 shares of common stock outstanding and entitled to vote at the Special Meeting, were present in person or by proxy. Set forth below is the matter acted upon by the Company’s stockholders at the Special Meeting and the final voting results on such matter.

Proposal No. 1: Approval of the issuance of Company common stock to FairPoint Communications, Inc. (“FairPoint”) stockholders in the Merger contemplated by the Agreement and Plan of Merger, dated as of December 3, 2016, by and among the Company, FairPoint, and Falcon Merger Sub Inc., a Delaware corporation and a wholly-owned subsidiary of the Company (as amended by the First Amendment to Agreement and Plan of Merger entered into as of January 20, 2017, the “Merger Agreement”).

With respect to the approval of the issuance of Company common stock to FairPoint stockholders in the Merger contemplated by the Merger Agreement, the number of votes cast for and against this matter, as well as the number of abstentions and broker non-votes, were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
35,209,250	422,212	310,140	—

Proposal No. 1, having received the affirmative vote of the holders of more than a majority of the votes present, in person or by proxy, and entitled to vote on the matter at the Special Meeting, was adopted.

Item 8.01. Other Events.

On March 28, 2017, the Company issued a press release reporting that at the Special Meeting, held the same day, the Company’s stockholders approved the issuance of Company common stock to FairPoint stockholders in the Merger contemplated by the Merger Agreement. A copy of the press release making this announcement is attached hereto as Exhibit 99.1 and incorporated into this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits* .

Exhibit No. **Description**

99.1 Press Release re: Special Meeting dated March 28, 2017

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Consolidated Communications Holdings, Inc.

Date: March 28, 2017

By: /s/ Steven L. Childers
Steven L. Childers
Chief Financial Officer

EXHIBIT INDEX

Exhibit No. **Description**

[99.1](#) Press Release re: Special Meeting dated March 28, 2017

Consolidated Communications and FairPoint Shareholders Overwhelmingly Approve Merger

Deal on track to close mid-2017 following regulatory approvals

MATTOON, Ill., March 28, 2017 (GLOBE NEWSWIRE) -- Consolidated Communications Holdings, Inc. (Nasdaq:CNSL) shareholders today voted to approve the issuance of Consolidated Communications common stock pursuant to the merger agreement between Consolidated Communications and FairPoint Communications, Inc. (Nasdaq:FRP) during a special meeting.

Approximately 98 percent of Consolidated Communications shareholders who voted on the proposal cast their vote in favor of the merger, representing 71 percent of the Company's outstanding stock as of the record date. FairPoint also held a special meeting today where approximately 96 percent of FairPoint shareholders who voted on the proposal voted in favor of the merger, representing 74 percent of FairPoint's outstanding shares as of the record date.

"Today our shareholders voted overwhelmingly in favor of the merger bringing together two companies to create one strong, leading, business and broadband provider serving 24 states," said Bob Udell, president and chief executive officer at Consolidated Communications. "We are committed to driving long-term growth and creating value for our stakeholders. This merger positions Consolidated to leverage its extensive product and services portfolio across an expanded network bringing operational and service benefits to customers."

Under the terms of the agreement, FairPoint shareholders will receive a fixed exchange ratio of 0.7300 shares of Consolidated Communications common stock for each share of FairPoint common stock. After closing, Consolidated's shareholders will own approximately 71.3 percent of the pro forma combined company and FairPoint's shareholders will own 28.7 percent.

Consolidated has received Hart-Scott-Rodino Act clearance and secured the financing to fund the acquisition at favorable rates. Consolidated and FairPoint are in the process of securing the necessary state and federal regulatory approvals to complete the merger and expect the transaction to close by mid-2017.

About Consolidated Communications

Consolidated Communications provides business and broadband communications services across its 11-state service area to carrier, commercial and consumer customers. For more than a century, the Company has consistently provided innovative, reliable, high-quality products and services. The Company offers a wide range of communications solutions including: High-Speed Internet, Data, Digital TV, Phone, managed and cloud services and wireless backhaul over an extensive fiber optic network.

Safe Harbor

The Securities and Exchange Commission ("SEC") encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. Certain statements in this communication are forward-looking statements and are made pursuant to the safe harbor provisions of the Securities Litigation Reform Act of 1995. These forward-looking statements reflect, among other things, current expectations, plans, strategies, and anticipated financial results of Consolidated Communications Holdings, Inc. (the "Company") and FairPoint Communications, Inc. ("FairPoint"), both separately and as a combined entity. There are a number of risks, uncertainties, and conditions that may cause the actual results of the Company and FairPoint, both separately and as a combined entity, to differ materially from those expressed or implied by these forward-looking statements. These risks and uncertainties include the timing and ability to complete the proposed acquisition of FairPoint by the Company, the expected benefits of the integration of the two companies and successful integration of FairPoint's operations with those of the Company and realization of the synergies from the integration, as well as a number of factors related to the respective businesses of the Company and FairPoint, including economic and financial market conditions generally and economic conditions in the Company's and FairPoint's service areas; various risks to stockholders of not receiving dividends and risks to the Company's ability to pursue growth opportunities if the Company continues to pay dividends according to the current dividend policy; various risks to the price and volatility of the Company's common stock; changes in the valuation of pension plan assets; the substantial amount of debt and the Company's ability to repay or refinance it or incur additional debt in the future; the Company's need for a significant amount of cash to service and repay the debt and to pay dividends on its common stock; restrictions contained in the Company's debt agreements that limit the discretion of management in operating the business; legal or regulatory proceedings or other matters that impact the timing or ability to complete the acquisition as contemplated, regulatory changes, including changes to subsidies, rapid development and introduction of new technologies and intense competition in the telecommunications industry; risks associated with the Company's possible pursuit of acquisitions; system failures; losses of large customers or government contracts; risks associated with the rights-of-way for the network; disruptions in the relationship with third party vendors; losses of key management personnel and the inability to attract and retain highly qualified management and personnel in the future; changes in the extensive governmental legislation and regulations governing telecommunications providers and the provision of telecommunications services; telecommunications carriers disputing and/or avoiding their obligations to pay network access charges for use of the Company's and FairPoint's network; high costs of regulatory compliance; the competitive impact of legislation and regulatory changes in the telecommunications industry; liability and compliance costs regarding environmental regulations; the possibility of disruption from the integration of the two companies making it more difficult to maintain business and operational relationships; the possibility that the acquisition is not consummated, including, but not limited to, due to the failure to satisfy the closing conditions; the possibility that the merger or the acquisition may be more expensive to complete than anticipated, including as a result of unexpected factors or events; and diversion of management's attention from ongoing business operations and opportunities. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements are discussed in more detail in the joint proxy statement of the Company and FairPoint, which also constitutes a prospectus of the Company, filed by the Company with the SEC pursuant to Rule 424(b)(3) on February 24, 2017, and in the Company's and FairPoint's respective filings with the SEC, including the Annual Report on Form 10-K of the Company for the year ended December 31, 2015, which was filed with the SEC on February 29, 2016, under the heading "Item 1A—Risk Factors," and the Annual Report on Form 10-K of FairPoint for the year ended December 31, 2015, which was filed with the SEC on March 2, 2016, under the heading "Item 1A—Risk Factors," and in subsequent reports on Forms 10-Q and 8-K and other filings made with the SEC by each of the Company and FairPoint. Many of these circumstances are beyond the ability of the Company and FairPoint to control or predict. Moreover, forward-looking statements necessarily involve assumptions on the part of the Company and FairPoint. These forward-looking statements generally are identified by the words "believe," "expect," "anticipate," "estimate," "project," "intend," "plan," "should," "may," "will," "would," "will be," "will continue" or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of the Company and FairPoint, and their respective subsidiaries, both separately and as a combined entity to be different from those expressed or implied in the forward-looking statements. All forward-looking statements attributable to us or persons acting on the respective behalf of the Company or FairPoint are expressly qualified in their entirety by the cautionary statements that appear throughout this communication. Furthermore, forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations

of the SEC, each of the Company and FairPoint disclaim any intention or obligation to update or revise publicly any forward-looking statements. You should not place undue reliance on forward-looking statements.

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