

FRONTIER COMMUNICATIONS CORP

FORM 8-K (Current report filing)

Filed 07/10/17 for the Period Ending 07/10/17

Address	401 MERRITT 7 NORWALK, CT 06851
Telephone	2036145600
CIK	0000020520
Symbol	FTR
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, DC 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): July 10, 2017

Frontier Communications Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-11001
(Commission
File Number)

06-0619596
(IRS Employer
Identification No.)

401 Merritt 7, Norwalk, Connecticut
(Address of principal executive offices)

06851
(Zip Code)

(203) 614-5600
(Registrant's telephone number, including area code)

(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 (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03. Material Modification to Rights of Security Holders

The information set forth in Item 5.03 is incorporated herein by reference.

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On July 5, 2017, Frontier Communications Corporation filed a Certificate of Amendment of the Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to (i) effect a reverse stock split of the issued shares of Frontier common stock at a ratio of one share for fifteen shares and (ii) reduce the total number of shares of common stock that Frontier is authorized to issue from 1,750,000,000 to 175,000,000. By its terms, the Certificate of Amendment became effective at 12:01 a.m., Eastern Time, on July 10, 2017 (the “Effective Time”). As previously disclosed, Frontier’s stockholders and the Board of Directors approved the reverse stock split on May 10, 2017.

Upon the Effective Time, each fifteen shares of Frontier common stock were automatically converted into one share of common stock, without any change in the par value per share. No fractional shares were issued as a result of the reverse stock split. Any stockholder who otherwise would be entitled to a fractional share will receive, in lieu thereof, a cash payment (without interest) in an amount equal to the market value of the fractional share to which the stockholder would otherwise be entitled. The process to be used to implement the payment of cash for fractional shares is set forth under the heading “Treatment of Fractional Shares” on pages 70 – 71 in Frontier’s 2017 proxy statement, filed with the SEC on March 28, 2017.

Pursuant to the terms of the Certificate of Designations for Frontier’s 11.125% Mandatory Convertible Preferred Stock, Series A, the conversion rate at which shares of preferred stock will be converted into shares of common stock will be proportionately adjusted to reflect the reverse stock split.

Trading in Frontier’s common stock will continue on the Nasdaq Global Select Market on a post-split basis under the symbol “FTR,” although it is considered a new listing and has a new CUSIP number (35906A 306).

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is attached hereto as Exhibit 3(i).

Item 8.01. Other Events

On July 10, 2017, Frontier Communications Corporation issued a press release, which is attached hereto as Exhibit 99.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3(i) Certificate of Amendment of the Restated Certificate of Incorporation of Frontier Communications Corporation.

99 Press Release of Frontier Communications Corporation issued on July 10, 2017.

SIGNATURES

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

FRONTIER COMMUNICATIONS CORPORATION

Date: July 10, 2017

By: /s/ Mark D. Nielsen

Mark D. Nielsen

Executive Vice President and Chief Legal Officer

Delaware
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FRONTIER COMMUNICATIONS CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF JULY, A. D. 2017, AT 10:59 O' CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TENTH DAY OF JULY, A. D. 2017 AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

345219 8100
SR# 20175080901

Authentication: 202826549
Date: 07-05-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:59 AM 07/05/2017
FILED 10:59 AM 07/05/2017
SR 20175080901 - File Number 345219

CERTIFICATE OF AMENDMENT

OF THE

RESTATED CERTIFICATE OF INCORPORATION

OF

FRONTIER COMMUNICATIONS CORPORATION

Frontier Communications Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Corporation's Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on May 22, 2000 (as amended, the "Certificate of Incorporation").

SECOND: Article Fourth, Section (a) of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"Upon the Certificate of Amendment becoming effective pursuant to the Delaware General Corporation Law (the "Effective Time"), the total number of shares of stock which this corporation shall have authority to issue shall be 225,000,000 shares, of which 50,000,000 shares shall be shares of preferred stock, with a par value of \$0.01 each, amounting in aggregate to five hundred thousand dollars (\$500,000), and 175,000,000 shares shall be shares of common stock, with a par value of \$0.25 each (the "Common Stock"), amounting in the aggregate to \$43,750,000.

"Upon the Effective Time, each fifteen (15) shares of Common Stock, either issued and outstanding immediately prior to the Effective Time or issued and held in the treasury of the Corporation immediately prior to the Effective Time, shall be automatically reclassified as, and shall be combined and changed into, one (1) validly issued, fully paid and non-assessable share of Common Stock without further action by the Corporation or the holder thereof, subject to the treatment of fractional shares of Common Stock as described below (the "Reverse Stock Split"). No fractional shares of Common Stock shall be issued as a result of the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) from the Corporation's transfer agent in lieu of such fractional shares upon the submission of a transmittal letter by a stockholder holding the shares in book-entry form and, where shares are held in certificated form, upon the surrender of the stockholder's Old Certificates (as defined below), in an amount equal to the proceeds attributable to the sale of the fractional shares resulting from the aggregation and sale by the Corporation's transfer agent of all fractional share interests attributable to the fractional shares otherwise issuable. From and after the Effective Time, certificates representing Common Stock outstanding immediately prior to the Effective Time ("Old Certificates") shall represent the number of whole shares of Common Stock into which the Common Stock formerly represented by such Old Certificate shall have been reclassified pursuant to the foregoing provisions."

THIRD: This Certificate of Amendment shall become effective on July 10, 2017 at 12:01 a.m.

FOURTH: This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"). The Board of Directors of the Corporation duly adopted resolutions setting forth and declaring advisable this Certificate of Amendment and directed that the proposed amendment be considered by the stockholders of the Corporation. At the annual meeting of the stockholders of the Corporation held on May 10, 2017 and called in accordance with the relevant provisions of the DGCL, the stockholders of the Corporation duly adopted this Certificate of Amendment.

FIFTH: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Mark D. Nielsen, its Executive Vice President and Chief Legal Officer, this 5th day of July, 2017.

By: /s/ Mark D. Nielsen
Name: Mark D. Nielsen
Title: Executive Vice President and
Chief Legal Officer



Frontier Communications Announces Completion of Reverse Stock Split

NORWALK, Conn., July 10, 2017 – Frontier Communications Corporation (NASDAQ: FTR) today announced the completion of its 1-for-15 reverse stock split of the issued shares of common stock, which became effective as of the beginning of trading today. Frontier common stock will continue to trade on the Nasdaq Global Select Market under the symbol “FTR” with a new CUSIP number (35906A 306). In addition, and at the same time, the total number of shares of common stock that Frontier is authorized to issue changed from 1,750,000,000 shares to 175,000,000 shares.

As previously disclosed, at the effective time, each fifteen shares of Frontier common stock were automatically converted into one share of common stock, without any change in the par value per share. No fractional shares were issued as a result of the reverse stock split. Any stockholders who otherwise would be entitled to a fractional share will receive, in lieu thereof, a cash payment (without interest) in an amount equal to the market value of the fractional share to which the stockholder would otherwise be entitled. The process to be used to implement the payment of cash for fractional shares is set forth under the heading “Treatment of Fractional Shares” on pages 70 – 71 in Frontier’s 2017 proxy statement, filed with the SEC on March 28, 2017.

Stockholders who hold their shares in brokerage accounts or “street name” are not required to take any action to effect the exchange of their shares. Holders of share certificates will soon receive instructions from Frontier’s transfer agent, Computershare Investor Services, regarding the process for exchanging their shares. Computershare Investor Services can be reached at (877) 770-0496 or <http://www-us.computershare.com/investor/contact>.

About Frontier Communications

Frontier Communications Corporation (NASDAQ: FTR) is a leader in providing communications services to urban, suburban, and rural communities in 29 states. Frontier offers a variety of services to residential customers over its fiber-optic and copper networks, including video, high-speed internet, advanced voice, and Frontier Secure[®] digital protection solutions. Frontier Business Edge[™] offers communications solutions to small, medium, and enterprise businesses. More information about Frontier is available at www.frontier.com.

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