

# **EARTHLINK HOLDINGS, LLC**

Reported by  
**LANE KATHY S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/27/17 for the Period Ending 02/27/17

Address	4001 RODNEY PARHAM ROAD LITTLE ROCK, AR 72212
Telephone	501-748-7000
CIK	0001102541
Symbol	ELNK
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>LANE KATHY S</b> (Last) (First) (Middle)  <b>C/O EARTHLINK, 1170 PEACHTREE STREET, SUITE 900</b> (Street)  <b>ATLANTA, GA 30309</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>EarthLink Holdings, LLC [ ELNK ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/27/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (U)	2/27/2017		D	(U)	82327	D	(U)	0	D	

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units (U)	(U)	2/27/2017		D	(U)	24390		(U)	(U)	Common Stock	24390	(U)	0	D	

#### Explanation of Responses:

( Disposition pursuant to the Agreement and Plan of Merger, dated as of November 5, 2016 (the "Merger Agreement"), by and among EarthLink, Windstream 1) Holdings Corp. ("Windstream"), Europa Merger Sub, Inc. ("Merger Sub 1") and Europa Merger Sub, LLC ("Merger Sub 2") whereby Merger Sub 1 merged with and into EarthLink with EarthLink surviving as an indirect, wholly-owned subsidiary of Windstream (the "Merger") and, immediately thereafter, EarthLink merged with and into Merger Sub 2, with Merger Sub 2 surviving as an indirect, wholly-owned subsidiary of Windstream with the Merger being a transaction exempt under Rule 16b-3(e). Upon completion of the Merger, each outstanding share of EarthLink common stock was converted into 0.818 shares of Windstream common stock and each outstanding restricted stock unit ("RSU") was assumed by Windstream and converted into 0.818 RSUs of Windstream. Pursuant to the RSU agreements, the RSUs became earned and payable upon consummation of the Merger.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANE KATHY S C/O EARTHLINK 1170 PEACHTREE STREET, SUITE 900 ATLANTA, GA 30309	X			

#### Signatures

/s/ Kathy S. Lane

2/27/2017

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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