

# SHENANDOAH TELECOMMUNICATIONS CO/VA

## FORM NT 10-K

(Notification that Annual Report will be submitted late)

Filed 03/01/18 for the Period Ending 12/31/17

Address	PO BOX 459 124 SOUTH MAIN ST EDINBURG, VA, 22824
Telephone	5409844141
CIK	0000354963
Symbol	SHEN
SIC Code	4813 - Telephone Communications (No Radiotelephone)
Industry	Integrated Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	12/31

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  Form N-SAR  
 Form N-CSR

For Period Ended: **December 31, 2017**

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: \_\_\_\_\_

**PART I — REGISTRANT INFORMATION**

**Shenandoah Telecommunications Company**

Full Name of Registrant

Former Name if Applicable

**500 Shentel Way**

Address of Principal Executive Office (Street and Number)

**Edinburg, Virginia 22824**

City, State and Zip Code

**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense  
(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and  
(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III — NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Shenandoah Telecommunications Company (the "Company") has determined it is unable to timely file its Annual Report on Form 10-K for the year ended December 31, 2017 (the "Form 10-K") without unreasonable effort and expense. The delay is principally due to the need to devote significant time and resources to evaluate the lease term used to record operating rent expense, primarily related to leased tower space, on a straight-line basis.

The Company previously disclosed material weaknesses in Management's Report on Internal Control Over Financial Reporting on Form 10-K for the year ended December 31, 2016. While the Company is finalizing its assessment of the effectiveness of internal control over financial reporting as of December 31, 2017, management believes the above matter is the result of the material weaknesses previously disclosed which have not been fully remediated as of December 31, 2017. The Company will report its conclusions regarding its assessment of internal control over financial reporting on Form 10-K for the year ended December 31, 2017.

In accordance with Rule 12b-25 of the Securities Exchange Act of 1934, the Company currently intends to file its Form 10-K no later than the fifteenth calendar day following the prescribed due date.

*Cautionary Note to Investors Regarding Forward Looking Statements*

This Notification of Late Filing on Form 12b-25 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements include, among other things, the statement that Shenandoah Telecommunications Company expects to file its Form 10-K no later than the fifteenth calendar day following the prescribed due date. There can be no assurance that the Company will be able to file its Form 10-K within that time period. Forward-looking statements are subject to a number of uncertainties and risks, including the Company's ability to complete the work necessary to file the Form 10-K within the anticipated timeframe. Such forward-looking statements are made only as of the date of this Notification of Late Filing on Form 12b-25, and the Company does not undertake any obligation to update any forward-looking statement to reflect subsequent events or circumstances, except to the extent required by law.

**PART IV — OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

James F. Woodward, Senior Vice President, - Finance and CFO

(Name)

(540)

(Area Code)

984-4141

(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**Shenandoah Telecommunications Company**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 1, 2018

By /s/ James F. Woodward

James F. Woodward, Senior Vice President - Finance and CFO

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**