

TELEPHONE & DATA SYSTEMS INC /DE/
Form 8-K
April 07, 2017

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):
April 3, 2017

TELEPHONE AND DATA
SYSTEMS, INC.
(Exact name of registrant as specified
in its charter)

Delaware 001-14157 36-2669023
(Commission)

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.) File Number)

30 North LaSalle Street, Suite 4000,
Chicago, Illinois 60602
(Address of principal executive offices) (Zip code)

Registrant's telephone number,
including area code: (312) 630-1900

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 (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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements for Certain Officers

This Form 8-K is being filed by Telephone and Data Systems, Inc. (“TDS”) to file as Exhibits updated forms of agreements with respect to a “named executive officer” of TDS as specified in paragraph (e) of Item 5.02 of Form 8-K.

United States Cellular Corporation (“U.S. Cellular”), a subsidiary of TDS, filed a Form 8-K dated April 3, 2017, which included as Exhibits forms of agreements that will be used for performance share awards and restricted stock unit awards to its President and Chief Executive Officer. Because U.S. Cellular is a principal business unit of TDS, the President and Chief Executive Officer (the “President and CEO”) of U.S. Cellular is a named executive officer of TDS.

Accordingly, the following forms of agreements that were filed by U.S. Cellular are incorporated as Exhibits to this Form 8-K:

1. Form of U.S. Cellular 2013 Long-Term Incentive Plan 2017 Performance Award Agreement for the President and CEO of U.S. Cellular. This form grants to the U.S. Cellular President and CEO performance awards with respect to U.S. Cellular Common Shares and sets forth the terms and conditions thereof, as described in, and filed as Exhibit 10.1 to, U.S. Cellular’s Form 8-K dated April 3, 2017, which are incorporated by reference herein.
2. Form of U.S. Cellular 2013 Long-Term Incentive Plan 2017 Restricted Stock Unit Award Agreement for the President and CEO of U.S. Cellular. This form grants to the U.S. Cellular President and CEO restricted stock units with respect to U.S. Cellular Common Shares and sets forth the terms and conditions thereof, as described in, and filed as Exhibit 10.2 to, U.S. Cellular’s Form 8-K dated April 3, 2017, which are incorporated by reference herein.

The foregoing descriptions are qualified by reference to the forms of award agreements, which are incorporated herein from the Exhibits filed with the U.S. Cellular Form 8-K dated April 3, 2017.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits filed or furnished herewith are set forth on the Exhibit Index attached hereto.

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.

TELEPHONE AND DATA SYSTEMS, INC.
(Registrant)

Date: April 7, 2017

By: /s/ Douglas D. Shuma
Douglas D. Shuma
Senior Vice President - Finance and Chief Accounting Officer
(principal financial officer and principal accounting officer)

EXHIBIT INDEX

The following exhibits are filed or furnished herewith as noted below.

| Exhibit | Description |
|---------|--|
| No. | |
| 10.1 | Form of U.S. Cellular 2013 Long-Term Incentive Plan 2017 Performance Award Agreement for the President and Chief Executive Officer of U.S. Cellular, is hereby incorporated by reference from Exhibit 10.1 to U.S. Cellular's Current Report on Form 8-K dated April 3, 2017 |
| 10.2 | Form of U.S. Cellular 2013 Long-Term Incentive Plan 2017 Restricted Stock Unit Award Agreement for the President and Chief Executive Officer of U.S. Cellular, is hereby incorporated by reference from Exhibit 10.2 to U.S. Cellular's Current Report on Form 8-K dated April 3, 2017 |