

UNITED STATES CELLULAR CORP
Form 10-K/A
March 21, 2016

UNITED STATES
SECURITIES
AND EXCHANGE
COMMISSION
Washington, D.C.
20549
FORM 10-K/A

(Amendment No.

1)

(Mark

One)

ANNUAL
REPORT
PURSUANT
TO SECTION
 13 OR 15(d) OF
THE
SECURITIES
EXCHANGE
ACT OF 1934

For the fiscal year
ended December
31, 2015

OR

TRANSITION
REPORT
PURSUANT
TO SECTION
 13 OR 15(d) OF
THE
SECURITIES
EXCHANGE
ACT OF 1934

Commission file
number 001-09712

UNITED STATES CELLULAR CORPORATION
(Exact name of Registrant as specified in its charter)
Delaware 62-1147325

(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

8410 West Bryn Mawr, Chicago, Illinois 60631
(Address of principal executive offices) (Zip code)

Registrant's Telephone Number: (773) 399-8900

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Shares, \$1 par value	New York Stock Exchange
6.95% Senior Notes Due 2060	New York Stock Exchange
7.25% Senior Notes Due 2063	New York Stock Exchange
7.25% Senior Notes Due 2064	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 Yes No

of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2015, the aggregate market value of the registrant's Common Shares held by non-affiliates was approximately \$506.1 million, based upon the closing price of the Common Shares on June 30, 2015 of \$37.67, as reported by the New York Stock Exchange. For purposes hereof, it was assumed that each director, executive officer and holder of 10% or more of any class of voting equity security of U.S. Cellular is an affiliate.

The number of
shares
outstanding of
each of the
registrant's
classes of
common stock,
as of January
31, 2016, is
51,316,000
Common
Shares, \$1 par
value, and
33,006,000
Series A
Common
Shares, \$1 par
value.

EXPLANATORY NOTE

United States Cellular Corporation ("U.S. Cellular") filed its Annual Report on Form 10-K for the year ended December 31, 2015 on February 24, 2016 ("Original Form 10-K"). General Instruction G. (3) of Form 10-K provides that the information required by Part III (Items 10, 11, 12, 13 and 14) may be incorporated by reference from the registrant's definitive proxy statement (filed or required to be filed pursuant to Regulation 14A) which involves the election of directors, if such definitive proxy statement is filed with the SEC not later than 120 days after the end of the fiscal year covered by the Form 10-K. However, General Instruction G. (3) of Form 10-K also provides that the Items comprising the Part III information may be filed as part of the Form 10-K, or as an amendment to the Form 10-K and, in such case, must be filed no later than the end of such 120-day period. In U.S. Cellular's Original Form 10-K, U.S. Cellular had disclosed that it intended to incorporate such information from its Notice of Annual Meeting of Shareholders and Proxy Statement ("Proxy Statement") for the 2016 Annual Meeting of Shareholders scheduled to be held May 24, 2016. However, pursuant to General Instruction G. (3) of Form 10-K, U.S. Cellular has instead determined to file the information required by Part III, Items 10 through 14 in this Amendment No. 1 to U.S. Cellular's 2015 Form 10-K. Accordingly, this Amendment No. 1 is being filed for the sole purpose of filing the information required by Part III, Items 10 through 14. In addition, Item 15 is included to identify the Exhibits being filed with this Form 10-K/A.

This Amendment No. 1 consists solely of the preceding cover page, this explanatory note, Items 10, 11, 12, 13 and 14 of Part III of Form 10-K, Item 15 identifying the additional exhibits filed herewith, a signature page, Exhibit 99.1, which includes the information required by Items 10 through 14 of Part III, and certifications required to be filed as exhibits hereto. Except for the foregoing, U.S. Cellular has not modified or updated disclosures presented in the Original Form 10-K in this Form 10-K/A. Accordingly, this Form 10-K/A does not modify or update the disclosures in the Original Form 10-K to reflect subsequent events, results or developments or facts that have become known after the date of the Original Form 10-K. Therefore, this Form 10-K/A should be read in conjunction with any documents incorporated by reference in the Original Form 10-K and our filings made with the SEC subsequent to the Original Form 10-K.

CROSS REFERENCE SHEET

AND

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

Incorporated by reference from Proxy Statement sections attached hereto as Exhibit 99.1 entitled “Election of Directors,” “Corporate Governance,” “Executive Officers” and “Section 16(a) Beneficial Ownership Reporting Compliance.”

Item 11. Executive Compensation

Incorporated by reference from Proxy Statement section attached hereto as Exhibit 99.1 entitled “Executive and Director Compensation.”

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Incorporated by reference from Proxy Statement sections attached hereto as Exhibit 99.1 entitled “Security Ownership of Certain Beneficial Owners and Management” and “Securities Authorized for Issuance under Equity Compensation Plans.”

Item 13. Certain Relationships and Related Transactions, and Director Independence

Incorporated by reference from Proxy Statement sections attached hereto as Exhibit 99.1 entitled “Corporate Governance” and “Certain Relationships and Related Transactions.”

Item 14. Principal Accountant Fees and Services

Incorporated by reference from Proxy Statement section attached hereto as Exhibit 99.1 entitled “Fees Paid to Principal Accountants.”

PART IV

Item 15. Exhibits

The exhibits listed in the accompanying exhibit index are filed as part of this Form 10-K/A.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITED STATES CELLULAR
CORPORATION

By: /s/ Kenneth R. Meyers

Kenneth R. Meyers

President and Chief Executive Officer

(principal executive officer)

By: /s/ Steven T. Campbell

Steven T. Campbell

Executive Vice President-Finance,

Chief Financial Officer and Treasurer

(principal financial officer)

By: /s/ Douglas D. Shuma

Douglas D. Shuma

Chief Accounting Officer

(principal accounting officer)

By: /s/ Kristin A. MacCarthy

Kristin A. MacCarthy

Vice President and Controller

Dated: March 21, 2016

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ LeRoy T. Carlson, Jr. LeRoy T. Carlson, Jr.	Director	March 21, 2016
/s/ Kenneth R. Meyers Kenneth R. Meyers	Director	March 21, 2016
/s/ James Barr III * James Barr III	Director	March 21, 2016
/s/ Steven T. Campbell Steven T. Campbell	Director	March 21, 2016
/s/ Walter C.D. Carlson * Walter C.D. Carlson	Director	March 21, 2016
/s/ J. Samuel Crowley * J. Samuel Crowley	Director	March 21, 2016
/s/ Ronald E. Daly * Ronald E. Daly	Director	March 21, 2016
/s/ Paul-Henri Denuit * Paul-Henri Denuit	Director	March 21, 2016
/s/ Harry J. Harczak, Jr. * Harry J. Harczak, Jr.	Director	March 21, 2016
/s/ Gregory P. Josefowicz * Gregory P. Josefowicz	Director	March 21, 2016
/s/ Peter L. Sereda * Peter L. Sereda	Director	March 21, 2016
/s/ Douglas D. Shuma Douglas D. Shuma	Director	March 21, 2016
/s/ Cecelia D. Stewart * Cecelia D. Stewart	Director	March 21, 2016
/s/ Kurt B. Thaus * Kurt B. Thaus	Director	March 21, 2016

* By /s/ LeRoy T. Carlson, Jr. Attorney-in-Fact March 21, 2016
LeRoy T. Carlson, Jr.

INDEX TO EXHIBITS

Exhibit No. Description

- | | |
|------|-------------------------------------------------------------------------------------------------------|
| 31.1 | Chief Executive Officer certification pursuant to Rule 13a-14 of the Securities Exchange Act of 1934. |
| 31.2 | Chief Financial Officer certification pursuant to Rule 13a-14 of the Securities Exchange Act of 1934. |
| 99.1 | Part III, Items 10 through 14 in the form expected to be presented in the definitive Proxy Statement. |

The above-listed exhibits include only the exhibits required to be refiled as part of this amendment. All other exhibits have been filed with the original filing of the Annual Report on Form 10-K for the year ended December 31, 2015, or incorporated by reference therein.