

UNITED STATES CELLULAR CORP
Form 8-K/A
February 10, 2015

FORM 8-K/A-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CURRENT REPORT Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 25, 2014**

UNITED STATES CELLULAR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-9712
(Commission
File Number)

62-1147325
(I.R.S. Employer
Identification No.)

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

60631
(Zip Code)

Registrant's telephone number, including area code: **(773) 399-8900**

Not Applicable

(Former name or former address, if changed since last report)

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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))
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EXPLANATORY NOTE

This amendment to the Current Report on Form 8-K of United States Cellular Corporation, originally dated and filed on November 25, 2014, is being filed to add item 9.01 and an Exhibit Index, and to file a redacted copy of the New Amdocs Agreement (as defined below) as Exhibit 10.1 and 10.2 to this Form 8-K. Confidential treatment has been requested for certain portions of the New Amdocs Agreement. Omitted portions have been filed separately with the Securities and Exchange Commission. Except for the foregoing changes, no other changes have been made to the original Form 8-K by this amendment.

Item 1.01. Entry into a Material Definitive Agreement.

See disclosure under Item 8.01 Other Events, which is incorporated herein to the extent applicable.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

See disclosure under Item 8.01 Other Events, which is incorporated herein to the extent applicable.

Item 8.01. Other Events.

As previously disclosed, on August 17, 2010, United States Cellular Corporation (the Company) and Amdocs Software Systems Limited (Amdocs) entered into a Software License and Maintenance Agreement (SLMA) and a Master Service Agreement (MSA) (collectively, the Original Amdocs Agreements) to develop a Billing and Operational Support System (B/OSS). Under these agreements, the Company implemented and has been using the B/OSS since July 2013 pursuant to a license from Amdocs. Copies of the Original Amdocs Agreements were filed as Exhibits by the Company on a Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010, portions of which were omitted and filed separately with the SEC as part of an application for confidential treatment.

On November 25, 2014, the Company executed a Master Statement of Work and certain other documents with Amdocs (the New Amdocs Agreement), effective October 1, 2014, that inter-relate with but rearrange the structure under the Original Amdocs Agreements. The New Amdocs Agreement provides that the Company will now outsource to Amdocs certain support functions for its B/OSS solution. Such functions include application support, billing operations and some infrastructure services. The New Amdocs Agreement has a term through September 30, 2019, subject to five one-year renewal periods at the Company's option. The total estimated amount to be paid to Amdocs with respect to the New Amdocs Agreement is approximately \$110 million (exclusive of travel and expenses and subject to certain potential adjustments), and is expected to be paid on a monthly basis through September 30, 2019.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits filed 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, thereto duly authorized.

United States Cellular Corporation
(Registrant)

Date: February 10, 2015

By: /s/ Steven T. Campbell
Steven T. Campbell
Executive Vice President Finance,
Chief Financial Officer and Treasurer
(principal financial officer)

EXHIBIT INDEX

The following exhibits are filed herewith as noted below.

| Exhibit Number | Description of Exhibit |
|-----------------------|---|
| 10.1* | Master Statement of Work for Managed Services, dated as of November 25, 2014, between U.S. Cellular and Amdocs Software Systems, Ltd. |
| 10.2* | Managed Services Statement of Work No. 1, dated as of November 25, 2014, between U.S. Cellular and Amdocs Software Systems, Ltd. |

* Portions of this Exhibit have been omitted and filed separately with the Securities and Exchange Commission as part of an application for confidential treatment pursuant to the Securities Exchange Act of 1934, as amended.