

FRONTIER COMMUNICATIONS CORP
Form S-8 POS
April 24, 2015

As filed with the Securities and Exchange Commission on April 24, 2015

Registration No. 333-151246

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

POST-EFFECTIVE
AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FRONTIER COMMUNICATIONS CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

06-0619596
(I.R.S. Employer
Identification Number)

3 High Ridge Park

Stamford, Connecticut
(Address of Principal Executive Offices)
Citizens 401(k) Savings Plan
(Full Title of Plans)

06905
(Zip Code)

Copies to:

John M. Jureller

J. Eric Maki, Esq.

Executive Vice President and Chief Financial Officer

Jones Day

Frontier Communications Corporation

222 East 41st Street

3 High Ridge Park

New York, New York 10017

Stamford, Connecticut 06905
(Name and Address of Agent for Service)

(212) 326-3939

(203) 614-5600

(Telephone Number, Including Area Code, of Agent for Service)

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE

This Post-Effective Amendment (this Amendment) relates to the Registration Statement on Form S-8 (No. 333-151246) (the Registration Statement) filed by Frontier Communications Corporation, a Delaware corporation (the Company), with the Securities and Exchange Commission on May 29, 2008 with respect to the Citizens 401(k) Savings Plan (the Plan). In accordance with the undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Company is filing this Amendment to remove from registration, by means of a post-effective amendment, all of the shares of common stock under the Plan which were registered under the Registration Statement and remain unsold as of the date of this Amendment. Concurrently with the filing of this Amendment, the Company is filing a new registration statement on Form S-8 to register the shares of common stock issuable under certain existing plans.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on the 24th day of April, 2015.

**FRONTIER COMMUNICATIONS
CORPORATION**

By: /s/ John M. Jureller
John M. Jureller

Executive Vice President and Chief
Financial Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act.