

WINDSTREAM HOLDINGS, INC.

Form SC 13G/A

February 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13D - 102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(b), (c) AND (d) AND  
AMENDMENTS THERETO FILED PURSUANT TO 13d-2

(Amendment No. 1)\*

Windstream Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

97382A200

(CUSIP Number)

January 3, 2017

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

1. NAMES OF REPORTING PERSONS

Robert S. Pitts, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,083,342

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,083,342

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,083,342

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

12. TYPE OF REPORTING PERSON

IN

1. NAMES OF REPORTING PERSONS

Steadfast Capital Management LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,002,144

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,002,144

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,002,144

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.1%

12. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

Steadfast Advisors LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

81,198

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

81,198

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

81,198

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

Steadfast Capital, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

81,198

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

81,198

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

81,198

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

American Steadfast, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

719,661

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

719,661

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

719,661

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

Steadfast International Master Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,282,483

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,282,483

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,282,483

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.3%

12. TYPE OF REPORTING PERSON

CO

This statement is filed with respect to the Common Stock, \$0.0001 par value (the "Common Shares"), of Windstream Holdings, Inc. ("Issuer") beneficially owned by the Reporting Persons (as defined in the Schedule 13G filed on May 19, 2016 (the "Schedule 13G")) as of January 3, 2017 and amends and supplements the Schedule 13G. Except as set forth herein, the Schedule 13G is unmodified.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

- (i) Mr. Pitts beneficially owns 2,083,342 Common Shares.
- (ii) The Investment Manager beneficially owns 2,002,144 Common Shares.
- (iii) The Managing General Partner beneficially owns 81,198 Common Shares.
- (iv) Steadfast Capital owns 81,198 Common Shares.
- (v) American Steadfast owns 719,661 Common Shares.
- (vi) The Offshore Fund owns 1,282,483 Common Shares.
- (vii) Collectively, the Reporting Persons beneficially own 2,083,342 Common Shares.

(b) Percent of class:

- (i) Mr. Pitts' beneficial ownership of 2,083,342 Common Shares represents 2.2% of the outstanding Common Shares.
- (ii) The Investment Manager's beneficial ownership of 2,002,144 Common Shares represents 2.1% of the outstanding Common Shares.
- (iii) The Managing General Partner's beneficial ownership of 81,198 Common Shares represents less than 1% of the outstanding Common Shares.
- (iv) Steadfast Capital's beneficial ownership of 81,198 Common Shares represents less than 1% of the outstanding Common Shares.
- (v) American Steadfast's beneficial ownership of 719,661 Common Shares represents less than 1% of the outstanding Common Shares.
- (vi) The Offshore Fund's beneficial ownership of 1,282,483 Common Shares represents 1.3% of the outstanding Common Shares.
- (vii) Collectively, the Reporting Persons' beneficial ownership of 2,083,342 Common Shares represents 2.2% of the outstanding Common Shares.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote of Common Shares:

Not applicable.

---



(ii) Shared power to vote or to direct the vote of Common Shares:

Steadfast Capital has shared power with the Managing General Partner and Mr. Pitts to vote or direct the vote of the 81,198 Common Shares beneficially owned by Steadfast Capital.

American Steadfast has shared power with the Investment Manager and Mr. Pitts to vote or direct the vote of the 719,661 Common Shares beneficially owned by American Steadfast.

The Offshore Fund has shared power with the Investment Manager and Mr. Pitts to vote or direct the vote of the 1,282,483 Common Shares beneficially owned by the Offshore Fund.

(iii) Sole power to dispose or to direct the disposition of Common Shares:

Not applicable.

(iv) Shared power to dispose or to direct the disposition of Common Shares:

Steadfast Capital has shared power with the Managing General Partner and Mr. Pitts to dispose or direct the disposition of the 81,198 Common Shares beneficially owned by Steadfast Capital.

American Steadfast has shared power with the Investment Manager and Mr. Pitts to dispose or direct the disposition of the 719,661 Common Shares beneficially owned by American Steadfast.

The Offshore Fund has shared power with the Investment Manager and Mr. Pitts to dispose or direct the disposition of the 1,282,483 Common Shares beneficially owned by the Offshore Fund.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 10. Certification.

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

---

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 14, 2017

STEADFAST  
CAPITAL  
MANAGEMENT LP

By:            /s/  
                  Robert S.  
                  Pitts, Jr.  
                  Robert S.  
                  Pitts, Jr.  
                  President

STEADFAST  
ADVISORS LP

By:            /s/  
                  Robert S.  
                  Pitts, Jr.  
                  Robert S.  
                  Pitts, Jr.  
                  President

STEADFAST  
CAPITAL, L.P.  
By: STEADFAST  
ADVISORS LP, as  
Managing General  
Partner

By:            /s/  
                  Robert S.  
                  Pitts, Jr.  
                  Robert S.  
                  Pitts, Jr.  
                  President

AMERICAN  
STEADFAST, L.P.  
By: STEADFAST  
CAPITAL  
MANAGEMENT LP,  
Attorney-in-Fact

By:            /s/  
                Robert S.  
                Pitts, Jr.  
                Robert S.  
                Pitts, Jr.  
                President

STEADFAST  
INTERNATIONAL  
MASTER FUND LTD.

By:            /s/  
                Robert S.  
                Pitts, Jr.  
                Robert S.  
                Pitts, Jr.  
                Director

/s/ Robert S. Pitts, Jr.  
Robert S. Pitts, Jr.