

WINDSTREAM HOLDINGS, INC.

Form 8-K

March 02, 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): March 2, 2017

Exact name of registrant as specified in its charter	State or other jurisdiction of incorporation or organization	Commission File Number	I.R.S. Employer Identification No.
Windstream Holdings, Inc.	Delaware	001-32422	46-2847717
Windstream Services, LLC	Delaware	001-36093	20-0792300

4001
Rodney
Parham
Road
Little
Rock, 72212
Arkansas
(Address
of
principal
executive
offices) (Zip
Code)

(501) 748-7000
(Registrants'
telephone number,
including area
code)

N/A
(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:

- 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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Item 1.01 Entry into a Material Definitive Agreement.

On March 2, 2017, Windstream Holdings, Inc., a Delaware corporation (the “Company”), entered into an Equity Distribution Agreement (the “Agreement”) with Citigroup Global Markets Inc. (the “Sales Agent”).

Under the terms of the Agreement, the Company may issue and sell, from time to time to or through the Sales Agent, shares of common stock, par value \$0.0001 per share, having an aggregate offering price of up to \$25,000,000 (the “Shares”). The Company intends to contribute the net proceeds from this offering to the Windstream Master Trust, which is a trust maintained in connection with the defined benefit pension plan sponsored by the Company.

The Sales Agent will act as the Company’s agent in connection with any offerings of the Shares under the Agreement. The sales, if any, of the Shares under the Agreement may be made in sales deemed to be “at-the-market offerings” as defined in Rule 415 under the Securities Act of 1933, as amended, including by sales made directly on or through NASDAQ or another market for the Shares, sales made to or through a market maker other than on an exchange or otherwise, in negotiated transactions at market prices prevailing at the time of sale or at negotiated prices, or as otherwise agreed with the Sales Agent. The Company will pay the Sales Agent compensation for sales of the Shares made through the Sales Agent, as sales agent, under the Agreement, in an amount not to exceed 3.00% of the gross sales price of the Shares.

The offering of the Shares pursuant to the Agreement will terminate upon the earlier of (1) the sale of all shares subject to the Agreement or (2) the termination of the Agreement by the Company or the Sales Agent. The Company may terminate the Agreement for any reason, at any time, upon prior written notice to the Sales Agent, and the Sales Agent may terminate the Agreement for any reason, at any time, upon prior written notice to the Company.

The Shares will be issued pursuant to an automatic shelf registration statement on Form S-3 filed with the Securities and Exchange Commission on March 2, 2017.

The description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the Agreement incorporated by reference herein as Exhibit 1.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
1.1	Equity Distribution Agreement, dated March 2, 2017, by and between the Company and Citigroup Global Markets Inc. (incorporated herein by reference to Exhibit 1.1 to the Company's Registration Statement on Form S-3 filed March 2, 2017)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

WINDSTREAM HOLDINGS, INC.

WINDSTREAM SERVICES, LLC

By: /s/ Kristi M. Moody

By: /s/ Kristi M. Moody

Name: Kristi M. Moody

Name: Kristi M. Moody

Title: Senior Vice President, General Counsel and
Corporate Secretary

Title: Senior Vice President, General Counsel and
Corporate Secretary

Dated: March 2, 2017

EXHIBIT INDEX

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