

MCLEODUSA INC
Form 8-K
October 28, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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) **October 28, 2005**

MCLEODUSA INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

0-20763

(Commission File Number)

42-1407240

(IRS Employer Identification No.)

**McLeodUSA Technology Park
4200 C. Street SW, P.O. Box 3177
Cedar Rapids, IA**

(Address of Principal Executive Offices)

52406-3177

(Zip Code)

(319) 364-0000

(Registrant's Telephone Number, Including Area Code)

(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 (see General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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competitively priced products; competition against large, financially strong competitors; pending mergers in the industry may foster more aggressive approaches by large competitors making it more difficult to obtain new customers and grow profits; enhanced technology and advanced products being offered by competitors that the Company cannot offer; and other risks and uncertainties as may be detailed from time to time in the Company's public announcements and Securities and Exchange Commission filings.

Any financial forecasts or other forward looking analyses contained in the Disclosure Statement were not prepared with a view to complying with the guidelines for prospective financial statements published by the American Institute of Certified Public Accountants. The Company's independent registered public accounting firm has neither compiled nor examined the prospective financial information contained in the Disclosure Statement to determine the reasonableness thereof and, accordingly, has not expressed an opinion or any other form of assurance with respect thereto.

ITEM 9.01

FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No.	Description
99.1	Press Release, dated October 28, 2005
99.2	Disclosure Statement with Respect to the Joint Prepackaged Plan of Reorganization of McLeodUSA Incorporated and its Affiliate Debtors

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 hereunto duly authorized.

MCLEODUSA INCORPORATED

Dated: October 28, 2005

By: /s/ James E. Thompson
Name: James E. Thompson
Title: Group Vice President and
General Counsel and
Secretary

EXHIBIT INDEX

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