

WINDSTREAM HOLDINGS, INC.

Form 8-K

August 10, 2018

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 10, 2018 (August 7, 2018)**

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| Exact name of registrant<br>as specified in its charter   | State or other<br>jurisdiction of<br>incorporation or<br>organization | Commission<br>File Number | I.R.S. Employer<br>Identification No. |
|---|---|---------------------------|---------------------------------------|
| Windstream Holdings, Inc.   | Delaware  | 001-32422                 | 46-2847717                            |
| 4001 Rodney Parham Road<br>Little Rock, Arkansas<br>(Address of principal executive<br>offices) |   | 72212                     | (Zip Code)                            |
| (501) 748-7000<br>(Registrants' telephone number, including area code)                          |   |                           |                                       |
| N/A<br>(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:

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01 Entry into a Material Definitive Agreement.**

On August 7, 2018, Windstream Holdings, Inc. (the “Company”) amended its 382 Rights Agreement, dated as of September 17, 2015, as amended by Amendment No. 1 to 382 Rights Agreement, dated as of November 5, 2016 (the “Rights Agreement”), between the Company and Computershare Inc., as rights agent, to extend the term of the Rights Agreement to September 17, 2021 (subject to earlier expiration as described in the Rights Agreement). Such amendment was approved by the Company’s stockholders at the 2018 annual meeting of stockholders held on May 21, 2018. The foregoing summary of the terms of the amendment to the Rights Agreement does not purport to be complete and is qualified in its entirety by the full text of the amendment, a copy of which is filed as Exhibit 4.1 hereto and is incorporated herein by reference.

**Item 3.03 Material Modification to Rights of Security Holders.**

The information set forth in Item 1.01 of this Form 8-K is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 4.1        | <u>Amendment No. 2 to 382 Rights Agreement, dated as of August 7, 2018, by and between Windstream Holdings, Inc. and Computershare Trust Company, N.A., as Rights Agent</u> |

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**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.

|        |  |
|--------|--|
| By:    | /s/ Kristi M. Moody  |
| Name:  | Kristi M. Moody  |
| Title: | Senior Vice President - General Counsel &<br>Corporate Secretary |

August 10, 2018

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