

UNITED STATES CELLULAR CORP  
Form 8-K/A  
April 20, 2017

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

FORM 8-K/A

CURRENT  
REPORT

Pursuant to  
Section 13 or  
15(d) of

the Securities  
Exchange Act of  
1934

Date of Report  
(Date of earliest  
event reported):  
February 10,  
2017

UNITED STATES CELLULAR  
CORPORATION  
(Exact name of registrant as specified  
in its charter)

Delaware 01-09712 62-1147325  
(State (Commission (I.R.S.  
or Employer  
other Identification  
jurisdiction No.)

of  
incorporation  
or (File Number)  
organization)

8410 West Bryn Mawr, Chicago,  
Illinois 60631  
(Address of principal executive  
offices) (Zip code)

Registrant's telephone number,  
including area code: (773) 399-8900

Not Applicable  
(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):

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.

EXPLANATORY NOTE

This amendment to the Current Report on Form 8-K of United States Cellular Corporation, originally dated February 10, 2017, provides additional information and updates certain information related to the Federal Communication Commission auction of 600 MHz spectrum licenses.

Item 1.01. Entry into a Material Definitive Agreement.

See disclosure under Item 8.01 – Other Events, which is incorporated herein to the extent applicable.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

See disclosure under Item 8.01 – Other Events, which is incorporated herein to the extent applicable.

Item 8.01. Other Events.

As previously disclosed, the Federal Communications Commission (“FCC”) announced United States Cellular Corporation (“U.S. Cellular”) as a qualified bidder in the FCC’s forward auction of 600 MHz spectrum licenses, referred to as Auction 1002. The Assignment Phase of the auction was completed on March 30, 2017. On April 13, 2017, the FCC announced that U.S. Cellular was the winning bidder for 188 licenses for an aggregate purchase price of \$329 million. At the inception of the auction process in June 2016, U.S. Cellular made an upfront payment to the FCC of \$143 million which, based on the final outcome of the auction, is sufficient to cover its down payment obligation that is due by April 27, 2017. U.S. Cellular is required to pay the remainder of the purchase price of \$186 million to the FCC by May 11, 2017, and expects to receive the licenses at the conclusion of the FCC’s standard post-auction licensing process. U.S. Cellular currently expects to make such payment using cash on hand and/or borrowings under its revolving credit agreement.

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.

UNITED STATES CELLULAR  
CORPORATION  
(Registrant)

Date: April 20, 2017

By: /s/ Steven T. Campbell  
Steven T. Campbell  
Executive Vice President - Finance,  
Chief Financial Officer and Treasurer  
(principal financial officer)