

TELEPHONE & DATA SYSTEMS INC /DE/
Form 8-K
May 28, 2015

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 21, 2015

TELEPHONE AND DATA SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-14157
(Commission File Number)

36-2669023
(IRS Employer
Identification No.)

30 North LaSalle Street, Suite 4000, Chicago, Illinois
(Address of principal executive offices)

60602
(Zip Code)

Registrant's telephone number, including area code: **(312) 630-1900**

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))
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Item 5.07 **Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the following number of votes were cast for the matters indicated.

1. Election of Directors.

a. For the election of eight Directors of TDS by the holders of Series A Common Shares and Preferred Shares:

| <u>Nominee</u> | <u>For</u> | <u>Withhold</u> |
|--------------------------|-------------------|------------------------|
| LeRoy T. Carlson, Jr. | 70,881,480 | 748,131 |
| Letitia G. Carlson, M.D. | 70,881,480 | 748,131 |
| Prudence E. Carlson | 70,881,480 | 748,131 |
| Walter C.D. Carlson | 70,881,480 | 748,131 |
| Kenneth R. Meyers | 70,881,480 | 748,131 |
| Christopher D. O'Leary | 70,881,480 | 748,131 |
| Herbert S. Wander | 70,881,480 | 748,131 |
| David A. Wittwer | 70,881,480 | 748,131 |

Based on the above votes, each of the above nominees was elected as a director.

b. For the election of four Directors of TDS by the holders of Common Shares:

| <u>Nominee</u> | <u>For</u> | <u>Withhold</u> |
|-----------------------|-------------------|------------------------|
| Clarence A. Davis | 73,511,545 | 883,983 |
| George W. Off | 67,054,733 | 7,340,795 |
| Mitchell H. Saranow | 73,503,318 | 892,210 |
| Gary L. Sugarman | 73,488,333 | 907,195 |
| Philip T. Blazek | 17,229,992 | - |
| Walter M. Schenker | 17,229,992 | - |

Based on the above votes, each of the above nominees other than Philip T. Blazek and Walter M. Schenker was elected as a director.

2. Proposal to Ratify the Selection of PricewaterhouseCoopers LLP as Independent Public Accountants for 2015.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|-------------------|-----------------------|-----------------------|
| 121,778,109 | 981,654 | 11,947 |

Based on the above votes, the above proposal was approved.

3. Proposal to approve, on an advisory basis, the compensation of our named executive officers as disclosed in TDS' Proxy Statement dated April 17, 2015 (commonly known as "Say-on-Pay").

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|-------------------|-----------------------|-----------------------|
| 105,165,904 | 9,821,041 | 5,918,116 |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits filed herewith are set forth on the Exhibit Index attached hereto.

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, thereto duly authorized.

| | | |
|----------------------------------|---|--|
| | | |
| Telephone and Data Systems, Inc. | | |
| (Registrant) | | |
| | | |
| Date: | May 28, 2015 | |
| | | |
| By: | /s/ Douglas D. Shuma | |
| | Douglas D. Shuma | |
| | Senior Vice President - Finance and Chief Accounting Officer | |
| | (principal financial officer and principal accounting officer) | |

| EXHIBIT INDEX | | |
|--|--|----------------------------------|
| The following exhibits are filed or furnished herewith as noted below. | | |
| Exhibit No. | | Description of Exhibit |
| 99.1 | | Press Release dated May 28, 2015 |

