

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	001-09712	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)