

NII HOLDINGS INC  
Form 8-K  
August 09, 2018

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

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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): August 7, 2018

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NII HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-37488 (Commission File Number)	91-1671412 (IRS Employer Identification No.)
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12110 Sunset Hills Road, Suite  
600  
Reston, Virginia 20190  
(Address of principal executive (Zip Code)  
offices)

Registrant's telephone number, including area code: (703) 390-5100

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:

- 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 registrant is an emerging growth company as defined in Rule 405 of 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 pursuant to Section 13(a) of the Exchange Act.

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Item 8.01. Other Information.

On August 7, 2018, NII Holdings, Inc. (the “Company”) issued a press release announcing its proposed private offering of \$75 million aggregate principal amount of convertible senior notes.

On August 9, 2018, the Company issued a press release announcing the pricing of \$100 million aggregate principal amount of 4.25% Convertible Senior Notes due 2023 (the “Notes”) in a private offering to qualified institutional buyers that is exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”) in reliance upon Rule 144A under the Securities Act. The Company also granted the initial purchasers of the Notes a 30-day option to purchase up to an additional \$15 million aggregate principal amount of Notes.

A copy of the press releases are being filed as exhibits to this report and are incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

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|------|---|
| 99.1 | <u>Press Release dated August 7, 2018 announcing the launch of the convertible notes offering.</u>  |
| 99.2 | <u>Press Release dated August 9, 2018 announcing the pricing of the convertible notes offering.</u> |

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.

NII HOLDINGS, INC.  
(Registrant)

Dated: August 9, 2018 By: /s/ SHANA C. SMITH  
Shana C. Smith  
Vice President, General Counsel and Secretary