

Consolidated Communications Holdings, Inc.
Form 8-K
January 04, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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): **December 31, 2018**

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware **000-51446** **02-0636095**
(State of Incorporation) (Commission File Number) (IRS employer identification no.)

121 South 17th Street
Mattoon, Illinois **61938-3987**
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(217) 235-3311**

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 the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).
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. ☐

Item 1.01. Entry into a Material Definitive Agreement.

On December 31, 2018, Consolidated Communications Holdings, Inc. (the “Company”) entered into a seventh supplemental indenture among the Company, Consolidated Communications, Inc., a wholly owned subsidiary of the Company (as successor, by way of merger, to Consolidated Communications Finance II Co., the “Issuer”), the subsidiary guarantors named therein (together with the Company, the “Guarantors”) and Wells Fargo Bank, National Association, as trustee (the “Seventh Supplemental Indenture”), to the indenture dated as of September 18, 2014, as supplemented by a first supplemental indenture dated as of October 16, 2014, a second supplemental indenture dated as of November 14, 2014, a third supplemental indenture dated as of June 8, 2015, a fourth supplemental indenture, dated as of January 1, 2016, a fifth supplemental indenture, dated as of July 3, 2017, and a sixth supplemental indenture, dated as of August 4, 2017 (as so supplemented, the “Indenture”), governing the Issuer’s \$500.0 million aggregate principal amount of 6.50% Senior Notes due 2022 (the “Notes”). The Seventh Supplemental Indenture was entered into in connection with the merger of two of the previously existing guarantors with and into the Issuer, with the Issuer as the surviving entity, and the addition of new subsidiaries of the Company as parties to the Indenture as guarantors, in each case as part of an internal legal entity restructuring. Pursuant to the Seventh Supplemental Indenture, the Guarantors expressly confirmed their respective guarantees of the Issuer’s obligations under the Indenture and the Notes.

The description of the Seventh Supplemental Indenture in this Current Report on Form 8-K is a summary and is qualified in its entirety by reference to the Seventh Supplemental Indenture, a copy of which is filed as Exhibit 4.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Ex</u>	<u>Description</u>
<u>No.</u>	
<u>4.1</u>	<u>Seventh</u>
	<u>Supplemental</u>
	<u>Indenture, dated</u>
	<u>as of December</u>
	<u>31, 2018, among</u>
	<u>the Company;</u>
	<u>Consolidated</u>
	<u>Communications,</u>
	<u>Inc., the</u>
	<u>subsidiary</u>

guarantors named
therein and Wells
Fargo Bank,
National
Association, as
trustee

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.

Date: January 4, 2019

Consolidated Communications
Holdings, Inc.

By: /s/ Steven L. Childers

Name: Steven L. Childers

Title: Chief Financial Officer