

ALASKA COMMUNICATIONS SYSTEMS GROUP INC  
Form 10-K/A  
March 18, 2015

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

**FORM 10-K/A**

**(Mark One)**

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2014**

**or**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 000-28167**

**Alaska Communications Systems Group, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**52-2126573**  
**(I.R.S. Employer**  
**Identification No.)**

**600 Telephone Avenue**

**Anchorage, Alaska**  
**(Address of principal executive offices)**

**99503-6091**  
**(Zip Code)**

**(Registrant's telephone number, including area code): (907) 297-3000**

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of each class**  
**Common Stock, Par Value \$.01 per Share**

**Name of each exchange on which registered**  
**The NASDAQ Stock Market LLC**

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒  
Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐  
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the  
Act). Yes ☐ No ☒

The aggregate market value of the shares of all classes of voting stock of the registrant held by non-affiliates of the registrant on June 30, 2014 was approximately \$87 million computed upon the basis of the closing sales price of the Common Stock on that date. For purposes of this computation, shares held by directors (and shares held by any entities in which they serve as officers) and officers of the registrant have been excluded. Such exclusion is not intended, nor shall it be deemed, to be an admission that such persons are affiliates of the registrant.

As of February 13, 2015 there were outstanding 49,847,110 shares of Common Stock, \$.01 par value, of the registrant.

### **Documents**

#### **Incorporated by Reference**

Information required by Part II (Item 5) and Part III (Items 10, 11, 12, 13 and 14) is incorporated by reference to portions of the registrant's definitive proxy statement for its 2015 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days of December 31, 2014.

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**ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.**

**ANNUAL REPORT ON FORM 10-K**

**FOR THE YEAR ENDED DECEMBER 31, 2014**

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### **Explanatory Note**

Alaska Communications Systems Group, Inc. is filing this Amendment No. 1 on Form 10-K/A ( Form 10-K/A ) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2014 as filed with the Securities and Exchange Commission on March 16, 2015 (the Original Filing ) to correct an administrative error in the content of Exhibit 23.2

Consent of Independent Registered Public Accounting Firm. The error appears in the list of Forms S-8 in the Original Filing. The original filings included two Forms S-8 (File No. 333-181660 and File No. 333-175179). Grant Thornton LLP's consent included three Forms S-8 (File No. 333-199923, File No. 333-181660 and File No. 333-175179). This amendment also corrects certain dates in the cover page and the header to the table of contents with the corrected dates being shown above in underlined text.

Except as expressly stated in this Amendment, this Amendment continues to speak as of the date of the original filing, and the Company has not updated the disclosure contained in the Amendment, including the cover page, to reflect events that have occurred since the date of the Original Filing. Accordingly, this Amendment must be read in conjunction with the Company's other filings, including amendments to those filings, if any.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated March 3, 2015 with respect to the financial statements of The Alaska Wireless Network, LLC, included in the Annual Report of Alaska Communications Systems Group, Inc. on Form 10-K for the year ended December 31, 2014. We hereby consent to the incorporation by reference of the said report in the Registration Statements of Alaska Communications Systems Group, Inc. on Forms S-8 (File No. 333-199923, File No. 333-181660 and File No. 333-175179).

/s/ GRANT THORNTON LLP

Seattle, Washington

March 13, 2015

**Index to Exhibits**

31.1	Certification of Anand Vadapalli, President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
31.2	Certification of Wayne Graham, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
32.1	Certification of Anand Vadapalli, President and Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted to Section 906 of the Sarbanes-Oxley Act of 2002.	Filed herewith
32.2	Certification of Wayne Graham, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted to Section 906 of the Sarbanes-Oxley Act of 2002.	Filed herewith

## **SIGNATURES**

Pursuant to the requirements of Section 13 or Section 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 17, 2015      Alaska Communications Systems Group, Inc.

By:                      /s/ Anand Vadapalli  
                             Anand Vadapalli  
                             President and Chief Executive Officer