

FRONTIER COMMUNICATIONS CORP

Form 8-K

May 11, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): May 9, 2018

Frontier Communications Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-11001

(Commission File Number)

06-0619596

(IRS Employer Identification No.)

401 Merritt 7, Norwalk, Connecticut

(Address of principal executive offices)

06851

(Zip Code)

(203) 614-5600

(Registrant's telephone number, including area code)

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 (§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.

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

Frontier Communications Corporation held its 2018 Annual Meeting of Stockholders on May 9, 2018. The number of shares of common stock present at the Annual Meeting was 66,844,418, or 83.3% of the shares of common stock outstanding on March 12, 2018, the record date for the Annual Meeting. At the Annual Meeting, the following items were submitted to a vote of stockholders:

(1) All nominees were elected to serve on the Board of Directors pursuant to the following votes:

| Director | FOR | AGAINST | ABSTAIN |
|-------------------------|------------|-----------|---------|
| Leroy T. Barnes, Jr. | 23,762,809 | 3,382,496 | 353,869 |
| Peter C.B. Bynoe | 24,293,326 | 2,853,302 | 352,546 |
| Diana S. Ferguson | 24,342,565 | 2,795,201 | 361,408 |
| Edward Fraioli | 24,312,938 | 2,810,405 | 375,831 |
| Daniel J. McCarthy | 24,349,427 | 2,797,670 | 352,077 |
| Pamela D.A. Reeve | 24,350,462 | 2,804,535 | 344,177 |
| Virginia P. Ruesterholz | 24,353,640 | 2,800,181 | 345,353 |
| Howard L. Schrott | 23,767,784 | 3,369,528 | 361,862 |
| Mark Shapiro | 24,032,017 | 3,102,491 | 364,666 |

There were 39,345,244 broker non-votes with respect to each nominee.

(2) The advisory proposal to approve executive compensation was approved with the following vote:

| FOR | AGAINST | ABSTAIN |
|------------|-----------|---------|
| 22,849,766 | 4,166,065 | 483,343 |

There were 39,345,244 broker non-votes with respect to this matter.

(3) The appointment of KPMG LLP as Frontier's independent registered public accounting firm for 2018 was ratified with the following vote:

| FOR | AGAINST | ABSTAIN |
|------------|-----------|---------|
| 60,938,595 | 5,049,919 | 855,904 |

There were no broker non-votes with respect to this matter.

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.

FRONTIER Communications CORPORATION

Date: May 11, 2018 By: /s/ Mark D. Nielsen
Mark D. Nielsen
Executive Vice President, Chief Legal Officer and Secretary
