

WINDSTREAM CORP  
Form 8-K  
February 08, 2011

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

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FORM 8-K

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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 7, 2011

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WINDSTREAM CORPORATION  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of  
incorporation or  
organization)

001-32422  
(Commission  
File Number)

20-0792300  
(I.R.S. Employer  
Identification No.)

4001 Rodney Parham Road, Little Rock,  
Arkansas  
(Address of principal executive offices)

72212  
(Zip Code)

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(501) 748-7000

Registrant's telephone number, including area code

N/A

(Former Name or Former Address, if Changed Since Last Report)

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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))
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Item 8.01. Other Events.

On February 7, 2011, Windstream Corporation (the “Company” or “Windstream”) announced the expiration of its previously announced tender offer to purchase for cash any and all of the \$400 million in aggregate outstanding principal amount of 7.75 % Senior Notes due 2015 (the “Notes”) issued by Windstream’s wholly owned subsidiaries Valor Telecommunications Enterprises, LLC and Valor Telecommunications Enterprises Finance Corp.

The tender offer for the Notes expired at 12:00 midnight, New York City time, on February 4, 2011 (the “Expiration Date”). As of the Expiration Date, Windstream had received tenders with respect to \$151,625,000 in aggregate principal amount of the Notes (approximately 37.9% of the outstanding aggregate principal amount of the Notes) pursuant to Windstream’s Offer to Purchase, dated January 7, 2011, and the related Letter of Transmittal. Windstream accepted for payment and paid for \$151,376,000 in aggregate principal amount of such Notes on January 24, 2011. Windstream accepted for payment and paid for the remaining Notes validly tendered prior to the Expiration Date on February 7, 2011. Windstream intends to redeem the remaining \$248,375,000 in aggregate principal amount of outstanding Notes that were not tendered by the Expiration Date on February 23, 2011.

A copy of the press release announcing the expiration of the tender offer is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act and 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are subject to uncertainties that could cause actual future events and results to differ materially from those expressed in the forward-looking statements. These forward-looking statements are based on estimates, projections, beliefs, and assumptions that Windstream believes are reasonable but are not guarantees of future events and results. Actual future events and results of Windstream may differ materially from those expressed in these forward-looking statements as a result of a number of important factors. Factors that could cause actual results to differ materially from those contemplated above include, among others: further adverse changes in economic conditions in the markets served by Windstream; the extent, timing and overall effects of competition in the communications business; continued voice line loss; the impact of new, emerging or competing technologies; the adoption of intercarrier compensation and/or universal service reform proposals by the Federal Communications Commission or Congress that results in a significant loss of revenue to Windstream; the risks associated with the integration of acquired businesses or the ability to realize anticipated synergies, cost savings and growth opportunities; for Windstream’s competitive local exchange carrier operations, adverse effects on the availability, quality of service and price of facilities and services provided by other incumbent local exchange carriers on which Windstream’s competitive local exchange carrier services depend; the availability and cost of financing in the corporate debt markets; the potential for adverse changes in the ratings given to Windstream’s debt securities by nationally accredited ratings organizations; the effects of federal and state legislation, and rules and regulations governing the communications industry; material changes in the communications industry that could adversely affect vendor relationships with equipment and network suppliers and customer relationships with wholesale customers; unfavorable results of litigation; unfavorable rulings by state public service commissions in proceedings regarding universal service funds, inter carrier compensation or other matters that could reduce revenues or increase expenses; the effects of work stoppages; the impact of equipment failure, natural disasters or terrorist acts; earnings on pension plan investments significantly below Windstream’s expected long term rate of return for plan assets; changes in federal, state and local tax laws and rates; and those additional factors under the caption “Risk Factors” in Windstream’s Form 10-K for the year ended December 31, 2009, and in subsequent filings with the Securities and Exchange Commission. In addition to these factors, actual future performance, outcomes and results may differ materially because of more general factors including, among others, general industry and market

conditions and growth rates, economic conditions, and governmental and public policy changes. Windstream undertakes no obligation to update or revise any forward-looking

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statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause Windstream's actual results to differ materially from those contemplated in the forward-looking statements contained in this Current Report on Form 8-K should be considered in connection with information regarding risks and uncertainties that may affect Windstream's future results included in Windstream's filings with the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).

Item 9.01 Exhibits.

(d) Exhibits

| Exhibit<br>Number | Description                           |
|-------------------|---------------------------------------|
| 99.1              | Press Release dated February 7, 2011. |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WINDSTREAM CORPORATION

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|--------|--|
| By:    | /s/ John P. Fletcher                               |
| Name:  | John P. Fletcher                                   |
| Title: | Executive Vice<br>President and General<br>Counsel |

February 7, 2011

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EXHIBIT INDEX

| Exhibit<br>Number | Description                           |
|-------------------|---------------------------------------|
| 99.1              | Press Release dated February 7, 2011. |