

TELEPHONE & DATA SYSTEMS INC /DE/
Form 8-K
March 16, 2018

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):
March 12, 2018

TELEPHONE AND DATA
SYSTEMS, INC.
(Exact name of registrant as specified
in its charter)

Delaware	001-14157	36-2669023
(State	(Commission	(I.R.S.
or		Employer
other		Identification

jurisdiction No.)
of
incorporation
or File Number)
organization)

30 North LaSalle Street, Suite 4000,
Chicago, Illinois 60602
(Address of principal executive
offices) (Zip code)

Registrant's telephone number,
including area code: (312) 630-1900

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 (see
General Instruction A.2. below):

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements for Certain Officers

This Form 8-K is being filed by Telephone and Data Systems, Inc. (TDS) to file as an Exhibit an updated form of agreement with respect to a “named executive officer” of TDS as specified in paragraph (e) of Item 5.02 of Form 8-K.

United States Cellular Corporation (U.S. Cellular), a subsidiary of TDS, filed a Form 8-K dated March 12, 2018, which included as an Exhibit a form of agreement that will be used for performance share awards to its President and Chief Executive Officer. Because U.S. Cellular is a principal business unit of TDS, the President and Chief Executive Officer (the President and CEO) of U.S. Cellular is a named executive officer of TDS.

Accordingly, the following form of agreement that was filed by U.S. Cellular is incorporated as an Exhibit to this Form 8-K:

1. Form of U.S. Cellular 2013 Long-Term Incentive Plan 2018 Performance Award Agreement for the President and CEO of U.S. Cellular. This form grants to the U.S. Cellular President and CEO performance awards with respect to U.S. Cellular Common Shares and sets forth the terms and conditions thereof, as described in, and filed as Exhibit 10.2 to, U.S. Cellular’s Form 8-K dated March 12, 2018, which are incorporated by reference herein.

The foregoing descriptions are qualified by reference to the forms of award agreements, which are incorporated herein from the Exhibits filed with the U.S. Cellular Form 8-K dated March 12, 2018.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

Exhibit Number	Description of Exhibit
10.1	<u>Form of U.S. Cellular 2013 Long-Term Incentive Plan 2018 Performance Award Agreement for the President and Chief Executive Officer of U.S. Cellular, is hereby incorporated by reference from Exhibit 10.2 to U.S. Cellular’s Current Report on Form 8-K dated March 12, 2018</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.

TELEPHONE AND DATA SYSTEMS, INC.
(Registrant)

Date: March 16, 2018 By: /s/ Douglas D. Shuma
Douglas D. Shuma
Senior Vice President-Finance and Chief Accounting Officer
(principal financial officer and principal accounting officer)