

UNITED STATES CELLULAR CORP
Form 8-K
May 27, 2016

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): May 24, 2016

UNITED STATES CELLULAR
CORPORATION
(Exact name of registrant as specified
in its charter)

Delaware 001-09712 62-1147325
(State (I.R.S.
or Employer
other (Commission Identification
jurisdiction No.)
of
incorporation
or File Number)
organization)

8410 West Bryn Mawr, Chicago,
Illinois 60631
(Address of principal executive
offices) (Zip code)

Registrant's telephone number,
including area code: (773) 399-8900

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))

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

At the Annual Meeting of shareholders of United States Cellular Corporation (“U.S. Cellular”) held on May 24, 2016 (“Annual Meeting”), based on the voting results under Item 5.07 below, the shareholders of U.S. Cellular approved (i) an amendment (the “Amendment”) to the U.S. Cellular 2013 Long-Term Incentive Plan (the “2013 Incentive Plan”), and (ii) the material terms of the performance goals under such plan.

The Amendment increases the number of Common Shares reserved for issuance under the 2013 Incentive Plan by 6 million Common Shares to 11 million Common Shares. In addition, the Amendment also makes certain other changes to the 2013 Incentive Plan as described under Proposal 3 of the U.S. Cellular definitive proxy statement dated April 12, 2016, as filed with the SEC on Schedule 14A on April 12, 2016, which description is incorporated by reference herein.

In addition, other terms of the 2013 Incentive Plan, including material terms of performance goals under such plan, are set forth under Proposal 3 of such definitive proxy statement, and are also incorporated by reference herein.

The foregoing description is qualified in its entirety by reference to the 2013 Incentive Plan, which is included as Exhibit 10.1 to this Form 8-K and incorporated by reference into this Item 5.02, and the Amendment to the 2013 Incentive Plan, which is included as Exhibit 10.2 to this Form 8-K and incorporated by reference into this Item 5.02.

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

At the Annual Meeting of Shareholders on May 24, 2016, the following number of votes were cast for the matters indicated. The following voting results are final.

1. Election of Directors:

The following directors received the following votes and were elected:

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a. For the election of four Directors of U.S. Cellular by the holders of Common Shares:

| Nominee | For | Withhold | Broker Non-vote |
|-----------------------|------------|----------|-----------------|
| J. Samuel Crowley | 49,919,704 | 404,732 | 635,460 |
| Paul Henri Denuit | 49,913,424 | 411,012 | 635,460 |
| Harry J. Harczak, Jr. | 49,931,332 | 393,104 | 635,460 |
| Gregory P. Josefowicz | 49,973,531 | 350,905 | 635,460 |

b. For the election of ten Directors of U.S. Cellular by the holder of Series A Common Shares:

| Nominee | For | Withhold | Broker Non-vote |
|-----------------------|-------------|----------|-----------------|
| James Barr III | 330,058,770 | - | - |
| Steven T. Campbell | 330,058,770 | - | - |
| LeRoy T. Carlson, Jr. | 330,058,770 | - | - |
| Walter C.D. Carlson | 330,058,770 | - | - |
| Ronald E. Daly | 330,058,770 | - | - |
| Kenneth R. Meyers | 330,058,770 | - | - |
| Peter L. Sereda | 330,058,770 | - | - |
| Douglas D. Shuma | 330,058,770 | - | - |
| Cecelia D. Stewart | 330,058,770 | - | - |
| Kurt B. Thaus | 330,058,770 | - | - |

2. Proposal to ratify the selection of PricewaterhouseCoopers LLP as Independent Registered Public Accountants for 2016:

This proposal received the following votes and was approved:

| For | Against | Abstain | Broker | Non-vote |
|-------------|---------|---------|--------|----------|
| 380,966,401 | 48,580 | 3,685 | - | |

3. Proposal to amend U.S. Cellular's 2013 Long-Term Incentive Plan and re-approve the material terms of the performance goals under such plan:

This proposal received the following votes and was approved:

| For | Against | Abstain | Broker | Non-vote |
|-------------|-----------|---------|---------|----------|
| 373,764,703 | 6,614,946 | 3,557 | 635,460 | |

4. Proposal to approve, on an advisory basis, the compensation of our named executive officers as disclosed in U.S. Cellular's Proxy Statement dated April 12, 2016 (commonly known as "Say-on-Pay"):

This proposal received the following votes and was approved:

| For | Against | Abstain | Broker | Non-vote |
|-------------|---------|---------|---------|----------|
| 380,031,463 | 341,043 | 10,700 | 635,460 | |

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits filed herewith are set forth on the Exhibit Index attached hereto.

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.

UNITED STATES CELLULAR
CORPORATION
(Registrant)

Date: May 27, 2016

By: /s/ Steven T. Campbell
Steven T. Campbell
Executive Vice President - Finance,
Chief Financial Officer and Treasurer
(principal financial officer)

EXHIBIT INDEX

The following exhibits are filed or furnished herewith as noted below.

| Exhibit No. | Description |
|-------------|---|
| 10.1 | U.S. Cellular 2013 Long-Term Incentive Plan, is hereby incorporated by reference from Exhibit B to the U.S. Cellular definitive proxy statement dated April 12, 2016, which was filed with the SEC on Schedule 14A on April 12, 2016 |
| 10.2 | Amendment No. 1 to U.S. Cellular 2013 Long-Term Incentive Plan, is hereby incorporated by reference from Exhibit A to the U.S. Cellular definitive proxy statement dated April 12, 2016, which was filed with the SEC on Schedule 14A on April 12, 2016 |