

UNITED STATES CELLULAR CORP
Form 8-K
March 02, 2015

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 26, 2015**

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

Delaware
(State or other jurisdiction of
incorporation or organization)

1-9712
(Commission
File Number)

62-1147325
(I.R.S. Employer
Identification No.)

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

60631
(Zip Code)

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

Not Applicable

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(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.

This Current Report on Form 8-K is being filed by United States Cellular Corporation (“U.S. Cellular”) to file as Exhibits updated forms of agreements with respect to “named executive officers” of U.S. Cellular as specified in paragraph (e) of Item 5.02 of Form 8-K.

The following forms of award agreement were approved and became effective for use under the United States Cellular Corporation 2013 Long-Term Incentive Plan (the “2013 Long-Term Incentive Plan”) and after February 26, 2015.

1. Form of 2013 Long-Term Incentive Plan Stock Option Award Agreement for Officers other than the President and CEO:

This form provides for the award of stock options with respect to Company Common Shares to officers other than the President and CEO. The foregoing description is qualified by reference to the form of the award agreement, which is filed herewith as Exhibit 10.1 and incorporated by reference herein.

2. Form of 2013 Long-Term Incentive Plan Restricted Stock Unit Award Agreement for Officers other than the President and CEO:

This form provides for the award of restricted stock units with respect to Company Common Shares to officers other than the President and CEO. The foregoing description is qualified by reference to the form of the award agreement, which is filed herewith as Exhibit 10.2 and incorporated by reference herein.

3. Form of 2013 Long-Term Incentive Plan Stock Option Award Agreement for the President and CEO:

This form provides for the award of stock options with respect to Company Common Shares to the President and CEO. The foregoing description is qualified by reference to the form of the award agreement, which is filed herewith as Exhibit 10.3 and incorporated by reference herein.

4. Form of 2013 Long-Term Incentive Plan Restricted Stock Unit Award Agreement for the President and CEO:

This form provides for the award of restricted stock units with respect to Company Common Shares to the President and CEO. The foregoing description is qualified by reference to the form of the award agreement, which is filed herewith as Exhibit 10.4 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(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, thereto duly authorized.

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| United States Cellular Corporation | | |
| (Registrant) | | |
| | | |
| Date: | March 2, 2015 | |
| | | |
| 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 | | Form of Long-Term Incentive Plan Stock Option Award Agreement for Officers other than the President and CEO |
| 10.2 | | Form of Long-Term Incentive Plan Restricted Stock Unit Award Agreement for Officers other than the President and CEO |
| 10.3 | | Form of Long-Term Incentive Plan Stock Option Award Agreement for the President and CEO |
| 10.4 | | Form of Long-Term Incentive Plan Restricted Stock Unit Award Agreement for the President and CEO |

