

WINDSTREAM CORP  
Form 8-K  
January 08, 2013

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): January 8, 2013 (January 8, 2013)

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

Delaware (State or other jurisdiction of incorporation or organization)	001-32422 (Commission File Number)	20-0792300 (I.R.S. Employer Identification No.)
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4001 Rodney Parham Road, Little Rock, Arkansas (Address of principal executive offices) (501) 748-7000 Registrant's telephone number, including area code	72212 (Zip Code)
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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.

Offering of Senior Notes

On January 8, 2013, Windstream Corporation ("Windstream") issued (i) a press release announcing its intention to offer in a private placement \$700 million aggregate principal amount of senior unsecured notes due 2023 (the "Offering") and (ii) a press release announcing the pricing of the Offering. A copy of the press release announcing the proposed Offering is filed herewith as Exhibit 99.1 and a copy of the press release announcing the pricing of the Offering is filed herewith as Exhibit 99.2 and each is incorporated herein by reference.

Tender Offer and Consent Solicitation

On January 8, 2013, Windstream also announced that it had commenced a tender offer (the "Tender Offer") to purchase for cash any and all of the outstanding \$650.0 million aggregate principal amount of 8.875% Senior Secured Notes due 2017 issued by PAETEC Holding Corp., a wholly-owned subsidiary of Windstream (the "Notes"). In conjunction with the Tender Offer, Windstream also commenced a solicitation of consents (the "Consent Solicitation") to amend the indenture governing the Notes to eliminate or modify certain restrictive covenants and other provisions contained in the indenture governing the Notes and to release all of the collateral securing obligations under the Notes.

A copy of the press release announcing the Tender Offer and Consent Solicitation, and which describes the Tender Offer and Consent Solicitation in greater detail, is hereby incorporated by reference and attached hereto as Exhibit 99.3.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit  
Number

Description

Exhibit 99.1	Press Release announcing the proposed Offering, dated January 8, 2013.
Exhibit 99.2	Press Release announcing the pricing of the Offering, dated January 8, 2013.
Exhibit 99.3	Press Release announcing the Tender Offer and Consent Solicitation, dated January 8, 2013.

SIGNATURE

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, thereunto duly authorized.

WINDSTREAM CORPORATION

By: /s/ John P. Fletcher  
Name: John P. Fletcher  
Title: Executive Vice President and  
General Counsel

January 8, 2013

EXHIBIT INDEX

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