

UNITED STATES CELLULAR CORP  
Form 8-K  
May 07, 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):  
May 1, 2018

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		
	File Number)	

incorporation  
or  
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))

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 of Certain Officers

Pursuant to Item 5.02(e) of Form 8-K, United States Cellular Corporation (U.S. Cellular) is filing this Form 8-K to report retention agreements that were entered into with certain “named executive officers”, as follows.

Effective May 1, 2018, U.S. Cellular entered into a retention agreement (Retention Agreement) with each of (i) Steven T. Campbell, Executive Vice President – Finance, Chief Financial Officer and Treasurer, and (ii) Jay M. Ellison, Executive Vice President and Chief Operating Officer. Pursuant to the Retention Agreement, each executive will be eligible to receive, among other things, a consulting fee of \$270,000 per year for three years, subject to the conditions as set forth in the Retention Agreement, including the Confidentiality, Non-Solicitation and Non-Competition Agreement attached thereto.

The foregoing brief description is qualified by reference to the form of Retention Agreement attached hereto as Exhibit 10.1, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Description of Exhibit
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10.1	<u>Form of Retention Agreement</u>
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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 7, 2018 By: /s/ Steven T. Campbell  
Steven T. Campbell  
Executive Vice President - Finance,  
Chief Financial Officer and Treasurer  
(principal financial officer)