

VERIZON COMMUNICATIONS INC

Form 8-K

January 06, 2012

**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: January 4, 2012**

*(Date of earliest event reported)*

**VERIZON COMMUNICATIONS INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation)*

**1-8606**

*(Commission File Number)*

**23-2259884**

*(I.R.S. Employer Identification No.)*

**140 West Street**

**10007**

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**New York, New York**

*(Address of principal executive offices)*

*(Zip Code)*

**Registrant's telephone number, including area code: (212) 395-1000**

**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:

- .. 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 7.01 Regulation FD Disclosure.**

In a January 4, 2012 presentation at the Citi Global Entertainment, Media and Telecommunications Conference, Francis J. Shammo, Executive Vice President and Chief Financial Officer of Verizon Communications Inc. (Verizon), discussed the Company's wireless device sales for the fourth quarter of 2011 and certain of its pension obligations.

Verizon sold over 4.3 million iPhones and over 2.3 million 4G LTE devices in the fourth quarter of 2011. As a result, Verizon expects a negative impact of 500 to 600 basis points on Wireless Service EBITDA margin in the fourth quarter of 2011 compared with the third quarter of 2011.

Verizon expects a minimum required qualified pension plan contribution in the range of \$1.2 billion to \$1.3 billion in 2012.

Verizon expects a mark-to-market, non-cash, pre-tax charge for pension and other post-employment benefits will be in the range of \$5 billion to \$6 billion for 2011.

The information provided pursuant to this Item 7.01 is furnished and shall not be deemed to be filed with the Securities and Exchange Commission or incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filing.

NOTE: This presentation contains statements about expected future events and financial results that are forward-looking and subject to risks and uncertainties. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. The following important factors could affect future results and could cause those results to differ materially from those expressed in the forward-looking statements: the effects of adverse conditions in the U.S. and international economies; the effects of competition in our markets; materially adverse changes in labor matters, including labor negotiations, and any resulting financial and/or operational impact; the effect of material changes in available technology; any disruption of our key suppliers provisioning of products or services; significant increases in benefit plan costs or lower investment returns on plan assets; the impact of natural disasters, terrorist attacks, breaches of network or information technology security or existing or future litigation and any resulting financial impact not covered by insurance; technology substitution; an adverse change in the ratings afforded our debt securities by nationally accredited ratings organizations or adverse conditions in the credit markets impacting the cost, including interest rates, and/or availability of financing; any changes in the regulatory environments in which we operate, including any increase in restrictions on our ability to operate our networks; the timing, scope and financial impact of our deployment of broadband technology; changes in our accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings; our ability to complete acquisitions and dispositions; and the inability to implement our business strategies.

**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.

Verizon Communications Inc.  
(Registrant)

Date: January 6, 2012

/s/ Robert J. Barish  
Robert J. Barish  
Senior Vice President and Controller