

UNITED STATES CELLULAR CORP
Form 8-K/A
May 12, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K/A

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 9, 2011**

UNITED STATES CELLULAR CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-9712
(Commission
File Number)

62-1147325
(IRS Employer
Identification
No.)

8410 W. Bryn Mawr, Suite 700, Chicago, Illinois
(Address of Principal Executive Offices)

60631
(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:

- 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 1.01. Entry into a Material Definitive Agreement.

The purpose of this Current Report on Form 8-K/A is to update the Current Report on Form 8-K dated May 9, 2011 originally filed on May 11, 2011, to disclose the exercise, on May 11, 2011, of an additional \$42,000,000 aggregate principal amount of 6.95% Senior Notes due 2060 pursuant to the overallotment option granted to the underwriters, and to file an Exhibit 5 opinion with respect to such additional notes.

On May 9, 2011, United States Cellular Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives (the Representatives) of several underwriters named therein (the Underwriters), and a related Terms Agreement (the Terms Agreement) among the Company and the Representatives, pursuant to which the Company agreed to sell to the Underwriters, and the Underwriters agreed to purchase from the Company, subject to the satisfaction of the terms and conditions set forth in the Underwriting Agreement, \$300,000,000 aggregate principal amount of the Company's 6.95% Senior Notes due 2060 (the Notes). The Underwriting Agreement contains customary representations, warranties and agreements of the Company, conditions to closing, indemnification rights and obligations of the parties, and termination provisions. Copies of the Underwriting Agreement and the Terms Agreement are attached hereto as Exhibit 1.1 and Exhibit 1.2, respectively, and are incorporated herein by reference thereto.

In addition, as of May 9, 2011, the Company entered into a sixth supplemental indenture with The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A., as successor to BNY Midwest Trust Company), as trustee (the Trustee), which supplements the indenture dated as of June 1, 2002 and establishes the terms and conditions of the Notes (the Sixth Supplemental Indenture). The Trustee is an affiliate of The Bank of New York Mellon Corp., which is one of a number of banks with which the Company and its subsidiaries maintain ordinary banking relationships, including, in certain cases, credit facilities. A copy of the Sixth Supplemental Indenture, including the form of the Notes, is attached hereto as Exhibit 4.1 and is incorporated herein by reference thereto.

The foregoing summary of the Underwriting Agreement, the Terms Agreement and the Sixth Supplemental Indenture does not purport to be complete and is qualified in its entirety by reference to the respective documents incorporated by reference herein.

Item 8.01. Other Events.

A copy of the opinion of Sidley Austin LLP relating to the legality of the Initial Notes (as defined below) to be issued and sold in the offering is filed as Exhibit 5.1 hereto. A copy of the opinion of Sidley Austin LLP relating to the legality of the Option Notes (as defined below) to be issued and sold in the offering is filed as Exhibit 5.2 hereto.

The Notes were registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a shelf registration statement on Form S-3 (File No. 333-168545). On May 10, 2011, the Company filed with the Securities and Exchange Commission a prospectus

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supplement to the prospectus dated May 9, 2011 pursuant to Rule 424(b)(5) under the Securities Act, relating to the offering of the Notes, which is incorporated by reference herein as Exhibit 99.1.

On May 10, 2011, the Company announced that it had priced a public offering of \$300 million of 6.95% Senior Notes due 2060 (the Initial Notes). The Company's press release issued on May 10, 2011 relating to such announcement is attached as Exhibit 99.2 and incorporated herein by reference thereto.

On May 11, 2011, the underwriters exercised their option pursuant to Section 2(b) of the Underwriting Agreement to purchase an additional \$42 million of 6.95% Senior Notes due 2060 (the Option Notes).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits included in this Form 8-K are identified 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

Date: May 12, 2011

By:

/s/ Kenneth R. Meyers
Kenneth R. Meyers
Chief Accounting Officer

EXHIBIT INDEX

The following exhibits are filed herewith as noted below.

Exhibit No.	Description
1.1*	Underwriting Agreement dated as of May 9, 2011 among the Registrant and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters, relating to the Registrant's 6.95% Senior Notes due 2060.
1.2*	Terms Agreement dated as of May 9, 2011 among the Registrant and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters, relating to the Registrant's 6.95% Senior Notes due 2060.
4.1*	Form of Sixth Supplemental Indenture dated as of May 9, 2011 between the Registrant and The Bank of New York Mellon Trust Company, N.A., including the form of the Registrant's 6.95% Senior Notes due 2060.
5.1*	Opinion of Sidley Austin LLP relating to the Initial Notes.
5.2	Opinion of Sidley Austin LLP relating to the Option Notes.
23.1	Consent of Sidley Austin LLP (included as part of Exhibit 5.1).
99.1	The Prospectus Supplement dated May 9, 2011 and the Prospectus dated May 9, 2011 filed by the Registrant with the Securities and Exchange Commission on May 10, 2011 are incorporated herein by reference thereto.
99.2*	Press Release dated May 10, 2011.
99.3*	Private Securities Litigation Reform Act of 1995 Safe Harbor Cautionary Statement.

* Previously filed with the initial filing on May 11, 2011.