

WINDSTREAM HOLDINGS, INC.
Form DEFA14A
April 10, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Windstream Holdings, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

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- 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
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-

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 21, 2018.**

WINDSTREAM HOLDINGS, INC.

*WINDSTREAM HOLDINGS, INC.
4001 NORTH RODNEY PARHAM ROAD
LITTLE ROCK, AR 72212*

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 22, 2018
Date: May 21, 2018 **Time:** 10:00 AM CDT

Location: Meeting live via the Internet-please visit
www.virtualshareholdermeeting.com/WIN18

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit www.virtualshareholdermeeting.com/WIN18 and be sure to have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

— Before You Vote —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

I. 2017 Annual Report, Proxy Statement and Form 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 7, 2018 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/WIN18. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote **FOR** each of the nominees listed in the following proposal:

1. Election of Directors

Nominees:

- | | |
|-----|----------------------|
| 1a. | Samuel E. Beall, III |
| 1b. | Jeannie Diefenderfer |
| 1c. | Jeffrey T. Hinson |
| 1d. | William G. LaPerch |
| 1e. | Dr. Julie A. Shimer |
| 1f. | Michael G. Stoltz |
| 1g. | Tony Thomas |
| 1h. | Walter L. Turek |
| 1i. | Alan L. Wells |

The Board of Directors recommends you vote **FOR** the following proposals:

- | | |
|----|--|
| 2. | To approve an advisory (non-binding) resolution on executive compensation. |
| 3. | To approve an amendment to the Certificate of Incorporation of Windstream Holdings, Inc. to: (i) effect a reclassification (or reverse stock split) of our common stock, whereby each outstanding five (5) shares of common stock would be combined into and become one (1) share of |

common stock and (ii) reduce the total number of shares of common and preferred stock that Windstream may issue from 375,000,000 and 33,333,333, respectively, to 75,000,000 and 6,666,667, respectively.

4. To approve an amendment to the Windstream 2006 Equity Incentive Plan to increase the authorized shares by 9,600,000 shares (or 1,920,000 post-reverse stock split shares if Proposal No. 3 is approved).
5. To approve an amendment to extend the term of Windstream's Rights Plan designed to protect the substantial tax benefits of Windstream's net operating loss carryforwards.
6. To approve amendments to the Certificate of Incorporation and Bylaws of Windstream Holdings, Inc., to enable stockholders to call special meetings of stockholders under certain circumstances.
7. To approve amendments to the Certificate of Incorporation and Bylaws of Windstream Holdings, Inc., to eliminate super-majority voting provisions.
8. To ratify the appointment of PricewaterhouseCoopers LLP as Windstream's independent registered public accountant for 2018.

The Board of Directors recommends you vote AGAINST the following proposal:

9. To allow stockholders to act by written consent without a meeting in certain circumstances, if properly presented at the Annual Meeting by the stockholder submitting the proposal.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof. You may attend the Meeting via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.
