

WINDSTREAM CORP
Form 8-K
February 12, 2007

Table of Contents

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): February 12, 2007
WINDSTREAM CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

001-32422

20-0792300

(State or other jurisdiction
of
incorporation or
organization)

(Commission File
Number)

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

4001 Rodney Parham Road, Little Rock, Arkansas

72212

(Address of principal executive offices)

(Zip Code)

(501) 748-7000

Registrant's telephone number, including area code
N/A

(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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TABLE OF CONTENTS

Item 8.01. Other Events.

Item 9.01 Exhibits.

SIGNATURE

EXHIBIT INDEX

Press Release

Table of Contents

Item 8.01. Other Events.

On February 12, 2007, Windstream Corporation (Windstream) issued a press release announcing that it intends to privately place \$500 million aggregate principal amount of senior notes due 2019. The offering is expected to be consummated in February 2007, subject to market and other customary conditions. Windstream intends to use the net proceeds from the offering to repay approximately \$500 million of amounts outstanding under the term loan portion of its senior secured credit facilities.

The press release also announced that Windstream is seeking the consent of lenders to an amendment and restatement of its \$2.9 billion senior secured credit facilities to, among other things, reduce the interest rate payable under tranche B of the term loan portion of the facilities; modify the pre-payment provisions; modify certain covenants to permit the consummation of the previously announced split-off of its directory publishing business; and make other specified changes. The company expects to complete the amendment and restatement in February 2007.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Exhibits.

(d) Exhibits

**Exhibit
Number**

Description

| | |
|------|---------------------------------------|
| 99.1 | Press Release dated February 12, 2007 |
|------|---------------------------------------|

Table of Contents

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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

Table of Contents

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---------------------------------------|
| 99.1 | Press Release dated February 12, 2007 |