
Section 1: 8-K (FORM 8-K)

**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 24, 2017

Lumos Networks Corp.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35180
(Commission
File Number)

80-0697274
(IRS Employer
Identification No.)

One Lumos Plaza, P.O. Box 1068, Waynesboro, Virginia 22980
(Address of Principal Executive Offices) (Zip Code)

(540) 946-2000
(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 (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 5.07 Submission of Matters to a Vote of Security Holders

The following summarizes the voting results for the six proposals submitted for a vote of the stockholders at the 2017 Annual Meeting of Stockholders of Lumos Networks Corp. (the “Company”) held on May 24, 2017.

Proposal 1. To adopt the agreement and plan of merger (the “Merger Agreement”) with MTN Infrastructure TopCo, Inc., a Delaware corporation (“Parent”), and MTN Infrastructure BidCo, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent (“Merger Sub”), pursuant to which, subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, Merger Sub will be merged with and into the Company, with the Company surviving the merger as a wholly-owned subsidiary of Parent (the “Merger”). This proposal was approved by the Company’s stockholders at the 2017 Annual Meeting.

The number of shares cast in favor and against the proposal and the number of abstentions and broker non-votes were as follows:

Votes For	19,497,770
Votes Against	7,731
Votes Abstained	60,607
Broker non-votes	1,371,774

Proposal 2. To approve a non-binding advisory resolution approving the Merger-related compensation of the Company’s named executive officers. This proposal was approved by the Company’s stockholders at the 2017 Annual Meeting.

The number of shares cast in favor and against the proposal and the number of abstentions and broker non-votes were as follows:

Votes For	18,915,321
Votes Against	586,150
Votes Abstained	64,637
Broker non-votes	1,371,774

Proposal 4. To elect Messrs. Peter D. Aquino, Lawrence J. Askowitz, Timothy G. Biltz, Robert E. Guth, Shawn F. O’Donnell, William M. Pruellage, Michael K. Robinson, Michael T. Sicoli and Jerry E. Vaughn to the Company’s Board of Directors to serve until the 2018 Annual Meeting of Stockholders or until their successors are duly elected and qualified. This proposal was approved by the Company’s stockholders at the 2017 Annual Meeting.

The number of shares cast in favor and against the proposal and the number of abstentions and broker non-votes were as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker non-votes</u>
Peter D. Aquino	17,997,533	1,557,210	11,365	1,371,774
Lawrence J. Askowitz	19,503,891	47,686	14,531	1,371,774
Timothy G. Biltz	19,520,090	39,411	6,607	1,371,774
Robert E. Guth	19,496,389	58,354	11,365	1,371,774
Shawn F. O’Donnell	19,489,423	62,154	14,531	1,371,774
William M. Pruellage	19,501,132	55,442	9,534	1,371,774
Michael K. Robinson	18,093,746	1,462,825	9,537	1,371,774
Michael T. Sicoli	19,491,896	36,513	37,699	1,371,774
Jerry E. Vaughn	19,385,998	171,415	8,695	1,371,774

Proposal 5. To approve a non-binding advisory resolution approving the compensation of the Company’s named executive officers. This proposal was approved by the Company’s stockholders at the 2017 Annual Meeting.

The number of shares cast in favor and against the proposal and the number of abstentions and broker non-votes were as follows:

Votes For	19,254,067
Votes Against	300,206
Votes Abstained	11,835
Broker non-votes	1,371,774

Proposal 6. To ratify the appointment by the Audit Committee of the Board of Directors of KPMG LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017. This proposal was approved by the Company's stockholders at the 2017 Annual Meeting.

The number of shares cast in favor and against the proposal and the number of abstentions and broker non-votes were as follows:

Votes For	20,919,156
Votes Against	13,268
Votes Abstained	5,458
Broker non-votes	0

In connection with the 2017 Annual Meeting, the Company also solicited proxies with respect to Proposal 3 to approve the adjournment of the 2017 Annual Meeting to solicit additional proxies if the Company had not received proxies representing a sufficient number of votes to adopt the Merger Agreement. As there were sufficient votes at the time of the 2017 Annual Meeting to adopt the Merger Agreement, the adjournment proposal was rendered moot and was not presented at the 2017 Annual Meeting.

Item 8.01 Other Events

On May 24, 2017, the Company issued a press release announcing the voting results on the Merger Agreement at the 2017 Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 24, 2017

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 hereunto duly authorized.

Date: May 24, 2017

LUMOS NETWORKS CORP.

By: /s/ Johan G. Broekhuysen
Johan G. Broekhuysen
Executive Vice President, Chief Financial Officer and
Chief Accounting Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 24, 2017

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

Contact: Will Davis
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Lumos Networks Stockholders Approve Merger Agreement With EQT Infrastructure

Waynesboro, VA (May 24, 2017) – Lumos Networks Corp. (“Lumos Networks”) (NASDAQ: LMOS), a leading fiber-based service provider in the mid-Atlantic region, announced that, at the Lumos Networks Annual Meeting of Stockholders held today, Lumos Networks stockholders approved the merger agreement with EQT Infrastructure investment strategy (“EQT Infrastructure”).

Timothy G. Biltz, President and CEO of Lumos Networks, said, “We are pleased with the results of today’s meeting. We look forward to working with EQT Infrastructure as Lumos continues to innovate and expand its network, products and service offerings to our customers.”

More than 99% of the shares voted at the meeting were voted in favor of the merger, representing approximately 81% of Lumos Networks’ outstanding shares as of the record date for the meeting.

The transaction remains subject to customary closing conditions, including regulatory approvals, and is expected to be completed during the third quarter of 2017.

As previously announced, under the terms of the merger agreement, EQT Infrastructure will acquire all of Lumos Networks’ common stock. Lumos Networks stockholders of record will receive \$18.00 in cash per share of Lumos Networks’ common stock.

Media and Investor Contacts

Lumos Networks
Will Davis
SVP of Marketing and Investor Relations and Chief of Staff
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About Lumos Networks

Lumos Networks is a leading fiber-based service provider in the Mid-Atlantic region serving Carrier, Enterprise and Data Center customers, offering end-to-end connectivity in 26 markets in Virginia, West Virginia, North Carolina, Pennsylvania, Maryland, Ohio and Kentucky. With a fiber network of 10,907 fiber route miles and 503,616 total fiber strand miles, Lumos Networks connects 1,306 unique Fiber to the Cell sites, 1,663 total FTTC connections, 2,125 on-net buildings and over 3,400 total on-net locations. The Company also connects 43 total data centers, including five data centers acquired from DC74, two acquired from Clarity Communications and seven company owned co-location facilities. In 2016, Lumos Networks generated over \$123 million in Data revenue over our fiber network. Detailed information about Lumos Networks is available at www.lumosnetworks.com.

SPECIAL NOTE FROM THE COMPANY REGARDING FORWARD-LOOKING STATEMENTS

Any statements contained in this presentation that are not statements of historical fact, including statements about our beliefs and expectations, are forward-looking statements and should be evaluated as such. The words “anticipates,” “believes,” “expects,” “intends,” “plans,” “estimates,” “targets,” “projects,” “should,” “may,” “will” and similar words and expressions are intended to identify forward-looking statements. Such forward-looking statements reflect, among other things, our current expectations, plans and strategies, and anticipated financial results, all of which are subject to known and unknown risks, uncertainties and factors that may cause our actual results to differ materially from those expressed or implied by these forward-looking statements. Many of these risks are beyond our ability to control or predict. Because of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the date they are made. We do not undertake any obligation to update or review any forward-looking information, whether as a result of new information, future events or otherwise. Important factors with respect to any such forward-looking statements, including certain risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements, include, but are not limited to: the successful closing of the announced transaction with EQT Infrastructure, including obtaining the requisite regulatory and governmental approvals and satisfying other closing conditions; the risk that required governmental and regulatory approvals may delay the transaction or result in the imposition of conditions that could cause the parties to abandon the transaction or materially impact the financial benefits of the transaction; the timing to consummate the proposed transaction; any disruption from the proposed transaction making it more difficult to maintain relationships with customers, employees or suppliers; the diversion of management time on transaction-related issues; the transaction may involve unexpected costs, liabilities or delays; the outcome of any legal proceedings related to the transaction; the failure by EQT Infrastructure to obtain the necessary financing arrangement set forth in commitment letters received in connection with the merger; the impact of our previous acquisitions of Clarity Communications and DC 74 on our operations; rapid development and intense competition with resulting pricing pressure in the telecommunications and high speed data transport industry; our ability to grow our data business on an organic or inorganic basis in order to offset expected revenue declines in legacy voice and access products; our ability to obtain new carrier contracts or expand services under existing carrier contracts at competitive pricing levels to offset churn and achieve revenue growth from our carrier businesses; our ability to separate our legacy business on a timely basis; our ability to effectively allocate capital and timely implement network expansion plans necessary to accommodate organic growth initiatives; our ability to complete customer installations in a timely manner; adverse economic conditions; operating and financial restrictions imposed by our senior credit facility and our unsecured debt obligations; our cash and capital requirements; our ability to maintain and enhance our network; the potential to experience a high rate of customer turnover; federal and state regulatory fees, requirements and developments; our reliance on certain suppliers and vendors; and other unforeseen difficulties that may occur. These risks and uncertainties are not intended to represent a complete list of all risks and uncertainties inherent in our business, and should be read in conjunction with the more detailed cautionary statements and risk factors included in our SEC filings, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.

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