

WINDSTREAM HOLDINGS, INC.

Form DEFA14A

February 13, 2015

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 13, 2015 (February 9, 2015)

Exact name of registrant as specified in its charter	State or other jurisdiction of incorporation or organization	Commission File Number	I.R.S. Employer Identification No.
Windstream Holdings, Inc.	Delaware	001-32422	46-2847717
Windstream Corporation	Delaware	001-36093	20-0792300

4001 Rodney Parham Road

Little Rock, Arkansas

(Address of principal executive
offices)

72212

(Zip Code)

(501) 748-7000

(Registrants' telephone number, including area code)

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 8.01 Other Events.

On February 9, 2015, a purported stockholder of Windstream Holdings, Inc. (“Windstream”) filed a putative class action lawsuit in the Delaware Court of Chancery, captioned *Doppelt v. Windstream Holdings, Inc., et al.*, C.A. No. 10629-VCN. Plaintiff alleges that Windstream’s Board of Directors (the “Board”) breached their fiduciary duties by causing Windstream to issue a proxy statement that allegedly omitted material information in connection with a special meeting of stockholders scheduled to be held on February 20, 2015 to vote on certain amendments to Windstream Corporation’s charter and to approve a 1 for 6 reverse stock split (the “Special Meeting”). Plaintiff seeks to enjoin the Special Meeting until additional public disclosures are made. Windstream and the Board believe the lawsuit is without merit and plan to vigorously defend against the claims made in the lawsuit. A hearing is scheduled for February 19, 2015.

Information about the matters to be considered at the Special Meeting can be found in the definitive proxy statement dated January 9, 2015 that Windstream has filed with the Securities and Exchange Commission (the “SEC”) and mailed to stockholders. Such proxy statement includes information about Windstream’s directors and executive officers and their ownership of Windstream’s common stock who may be deemed to be participants in the solicitation of proxies from Windstream’s stockholders with respect to the proposals for which stockholder approval is being sought. Investors are urged to read the definitive proxy statement (including any amendments and supplements) and any other relevant documents filed with the SEC because they contain important information about Windstream and the proposed transaction. The definitive proxy statement and other documents relating to the proposed transaction can be obtained free of charge from the SEC’s website at www.sec.gov and Windstream’s website at www.windstream.com. In addition, these documents can also be obtained free of charge from Windstream Holdings upon written request to the Corporate Secretary at 4001 Rodney Parham Road, Little Rock, Arkansas 72212.

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.

WINDSTREAM HOLDINGS, INC.

By: /s/ John P. Fletcher

Name: John P. Fletcher

Title: Executive Vice President and General Counsel

WINDSTREAM CORPORATION

By: /s/ John P. Fletcher

Name: John P. Fletcher

Title: Executive Vice President and General Counsel

February 13, 2015