





ITEM 3.01. Failure to Satisfy a Continued Listing Rule or Standard

As previously reported by Shenandoah Telecommunications Company (the “Company”) in a Current Report on Form 8-K filed with the Securities and Exchange Commission on April 12, 2016, the Company informed the Nasdaq Stock Market LLC (“NASDAQ”) of the resignation of Jonelle St. John from the board of directors (the “Board”) of the Company effective as of April 15, 2016. The Company further informed NASDAQ that as a result of Ms. St. John’s resignation, the Company was no longer in compliance with NASDAQ Listing Rule 5605(c)(2)(A), which requires that the Company’s audit committee be composed of at least three independent directors.

On April 15, 2016, the Company received a letter from NASDAQ Listing Qualifications confirming that the Company no longer complies with NASDAQ’s audit committee composition requirements as set forth in Listing Rule 5605(c)(2)(A). Furthermore, NASDAQ confirmed that the Company is eligible to rely on the cure period provided by Listing Rule 5605(c)(4), which permits the Company to temporarily operate in non-compliance with the audit committee composition requirement, provided the Company regains compliance no later than October 12, 2016.

The Company intends to regain compliance with Listing Rule 5605(c)(2)(A) prior to the end of the cure period.

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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.

Dated: April 19, 2016 SHENANDOAH TELECOMMUNICATIONS  
COMPANY

By: /s/ Raymond B. Ostroski  
Name: Raymond B. Ostroski  
Title: Vice President - Legal and General Counsel  
(Duly Authorized Officer)

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