

SHENANDOAH TELECOMMUNICATIONS CO/VA/  
Form 10-Q/A  
November 03, 2008

UNITED STATES OF AMERICA

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

**FORM 10-Q/A**

**(Amendment No. 1)**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 2008

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No.: 000-09881

SHENANDOAH TELECOMMUNICATIONS COMPANY

(Exact name of registrant as specified in its charter)

VIRGINIA  
(State or other jurisdiction of

54-1162807  
(I.R.S. Employer Identification No.)

incorporation or organization)

500 Shentel Way, Edinburg, Virginia 22824

(Address of principal executive offices) (Zip Code)

(540) 984-4141

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(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of the registrant's common stock outstanding on July 28, 2008 was

23,534,890.

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**Explanatory Statement**

The Company inadvertently omitted the results of voting held at its Annual Meeting of Shareholders from its Quarterly Report on Form 10-Q for the period ended June 30, 2008. Accordingly, Shenandoah Telecommunications Company is filing this amendment to its Form 10-Q to include the information required under Item II, Part 4. Submission of Matters to a Vote of Security Holders.

**PART II. OTHER INFORMATION**

**ITEM 4. Submission of Matters to a Vote of Security Holders**

On May 6, 2008, the Company held its Annual Meeting of Shareholders. At the meeting, by proxy or in person, the following directors were appointed to three year terms, and one proposal, to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for 2008, was approved. Vote totals for each director and the one proposal were as follows:

	Votes For	Votes Withheld
Appointment of directors to three year terms:		
Douglas C. Arthur	15,220,577	3,137,584
Tracy Fitzsimmons	14,817,774	3,540,387
John W. Flora	17,684,742	673,419

	Votes For	Votes Against	Abstentions
Ratify selection of KPMG	17,946,113	233,471	178,577

ITEM 6. **Exhibits**

(a) The following exhibits are filed with this Amended Quarterly Report on Form 10-Q:

- 10.37 Asset Purchase Agreement dated August 6, 2008, between Rapid Communications, LLC, Rapid Acquisition Company, LLC, and Shentel Cable Company, filed as Exhibit 10.37 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2008, and incorporated herein by reference.
- 31.1 Certification of President and Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
- 31.2 Certification of Vice President - Finance and Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
- 32 Certifications pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. § 1350.

SIGNATURES

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.

SHENANDOAH TELECOMMUNICATIONS COMPANY  
(Registrant)

/s/ Adele M. Skolits

Adele M. Skolits, Vice President - Finance and Chief Financial Officer

Date: November 3, 2008

EXHIBIT INDEX

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<u>32</u>	<u>Certifications pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. 1350.</u>