

WINDSTREAM CORP
Form 8-K
June 01, 2010

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): June 1, 2010

WINDSTREAM CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-32422
(Commission
File Number)

20-0792300
(I.R.S. Employer
Identification No.)

Edgar Filing: WINDSTREAM CORP - Form 8-K

4001 Rodney Parham Road,

Little Rock, Arkansas
(Address of principal executive offices)

(501) 748-7000

72212
(Zip Code)

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On November 23, 2009, Windstream Corporation (the Company) and Iowa Telecommunications Services, Inc. (Iowa Telecom) entered into an Agreement and Plan of Merger (the Merger Agreement) whereby Iowa Telecom would merge with and into a wholly-owned subsidiary of the Company (the Merger). Pursuant to the Merger Agreement, the Company agreed to cause Mr. Alan L. Wells, formerly the Chief Executive Officer and Chairman of the board of directors of Iowa Telecom, to be appointed to its board of directors (the Board) effective upon closing of the Merger.

The Board appointed Mr. Wells to serve as a director of the Company, effective immediately following closing of the Merger. Mr. Wells will serve until the date of the Company s 2011 annual meeting of stockholders, subject to re-election at such meeting, or until his earlier resignation or removal.

Mr. Wells will be compensated for his services on the Board in the same manner as the other non-employee directors. Because of Mr. Well s employment as an executive officer of Iowa Telecom during the three year period prior to his appointment to the Board, Mr. Wells does not qualify as an independent director under applicable stock exchange rules. Because Mr. Wells does not qualify as independent, he is disqualified from serving on the Audit, Compensation or Governance Committees of the Board pursuant to applicable stock exchange rules and such committees charters.

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**

June 1, 2010