

UNITED STATES CELLULAR CORP  
Form 8-A12B  
November 17, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**UNITED STATES CELLULAR CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State of Incorporation or Organization)

**62-1147325**

(IRS Employer Identification No.)

**8410 W. Bryn Mawr, Chicago, Illinois**

(Address of Principal Executive Offices)

**60631**

(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

**Title of Each Class  
to be so Registered**

7.25% Senior Notes due 2064

**Name of Each Exchange  
on Which Each Class is to be Registered**

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  O

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SECURITIES ACT REGISTRATION STATEMENT FILE NUMBER TO WHICH THIS FORM RELATES: **333-202271**

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: **None.**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Registrant's 7.25% Senior Notes due 2064 (the "Notes") to be registered hereby is contained under the caption "Description of the Notes" set forth in the Prospectus Supplement dated November 16, 2015, and under the caption "Description of Debt Securities" set forth in the Prospectus dated November 16, 2015, as filed with the Securities and Exchange Commission under Rule 424(b)(5) under the Securities Act of 1933, as amended, with respect to the Registrant's Registration Statement on Form S-3 (Registration No. 333-202271), and such descriptions are incorporated herein by reference thereto.

**Item 2. Exhibits.**

**Exhibit  
Number**

**Description of Exhibit**

1. Indenture dated as of June 1, 2002 between the Registrant and The Bank of New York Mellon Trust Company, N.A. (formerly known as the Bank of New York Trust Company, N.A., as successor to BNY Midwest Trust Company), filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-188971) and incorporated herein by reference thereto.
2. Form of Eighth Supplemental Indenture between the Registrant and The Bank of New York Mellon Trust Company, N.A., including the form of 7.25% Senior Notes due 2064 attached as Exhibit A thereto.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

UNITED STATES CELLULAR CORPORATION

Date: November 17, 2015

By:

/s/ Steven T. Campbell  
Steven T. Campbell  
Executive Vice President Finance, Chief Financial  
Officer and Treasurer

SIGNATURE PAGE TO FORM 8-A RE U.S. CELLULAR RETAIL DEBT NOVEMBER 2015

EXHIBIT INDEX

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Form of Eighth Supplemental Indenture

[SEE ATTACHED]