

UNITED STATES CELLULAR CORP  
Form 8-K  
March 18, 2016

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): March 14, 2016

UNITED STATES CELLULAR  
CORPORATION  
(Exact name of registrant as  
specified in its charter)

Delaware 01-09712 62-1147325  
(State (I.R.S.  
or Employer  
other (Commission Identification  
jurisdiction No.)  
of  
incorporation  
or File Number)  
organization)

8410 West Bryn Mawr, Chicago,  
Illinois 60631  
(Address of principal executive  
offices) (Zip code)

Registrant's telephone number,  
including area code: (773) 399-8900

Not Applicable  
(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.

This Current Report on Form 8-K is being filed by United States Cellular Corporation (“U.S. Cellular”) to file as Exhibits updated forms of agreements with respect to “named executive officers” of U.S. Cellular as specified in paragraph (e) of Item 5.02 of Form 8-K.

The following forms of award agreement were approved and became effective for use under the United States Cellular Corporation 2013 Long-Term Incentive Plan (the “2013 Long-Term Incentive Plan”) on and after March 14, 2016.

1. Form of 2013 Long-Term Incentive Plan Stock Option Award Agreement for Officers other than the President and CEO:

This form provides for the award of stock options with respect to U.S. Cellular Common Shares to officers other than the President and CEO. The foregoing description is qualified by reference to the form of the award agreement, which is filed herewith as Exhibit 10.1 and incorporated by reference herein.

2. Form of 2013 Long-Term Incentive Plan Restricted Stock Unit Award Agreement for Officers other than the President and CEO:

This form provides for the award of restricted stock units with respect to U.S. Cellular Common Shares to officers other than the President and CEO. The foregoing description is qualified by reference to the form of the award agreement, which is filed herewith as Exhibit 10.2 and incorporated by reference herein.

3. Form of 2013 Long-Term Incentive Plan Stock Option Award Agreement for the President and CEO:

This form provides for the award of stock options with respect to U.S. Cellular Common Shares to the President and CEO. The foregoing description is qualified by reference to the form of the award agreement, which is filed herewith as Exhibit 10.3 and incorporated by reference herein.

4. Form of 2013 Long-Term Incentive Plan Restricted Stock Unit Award Agreement for the President and CEO:

This form provides for the award of restricted stock units with respect to U.S. Cellular Common Shares to the President and CEO. The foregoing description is qualified by reference to the form of the award agreement, which is filed herewith as Exhibit 10.4 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits filed herewith are set forth on the Exhibit Index attached hereto.



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 hereunto duly authorized.

UNITED STATES CELLULAR  
CORPORATION  
(Registrant)

Date: March 18, 2016

By: /s/ Steven T. Campbell  
Steven T. Campbell  
Executive Vice President - Finance,  
Chief Financial Officer and Treasurer  
(principal financial officer)

EXHIBIT INDEX

The following exhibits are filed or furnished herewith as noted below.

Exhibit

Description

No.

- |      |  |
|------|--|
| 10.1 | Form of Long-Term Incentive Plan Stock Option Award Agreement for Officers other than the President and CEO          |
| 10.2 | Form of Long-Term Incentive Plan Restricted Stock Unit Award Agreement for Officers other than the President and CEO |
| 10.3 | Form of Long-Term Incentive Plan Stock Option Award Agreement for the President and CEO                              |
| 10.4 | Form of Long-Term Incentive Plan Restricted Stock Unit Award Agreement for the President and CEO                     |