
Section 1: 8-A12B (FORM 8A12B)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

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**

Frontier Communications Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

06-0619596
(I.R.S. Employer Identification No.)

**401 Merritt 7
Norwalk, CT**
(Address of principal executive offices)

06851
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
Preferred Stock Purchase Rights

**Name of each exchange on which
each class is to be registered**
The Nasdaq Stock Market LLC

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.

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.

Securities Act registration statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

N/A
(Title of class)

Item 1. Description of Registrant’s Securities to be Registered.

On July 1, 2019, the Board of Directors of Frontier Communications Corporation (the “Company”) declared a dividend of one preferred share purchase right (a “Right”), payable on July 11, 2019, for each share of common stock, par value \$0.25 per share, of the Company outstanding on July 11, 2019 (the “Record Date”) to the stockholders of record on that date. In connection with the distribution of the Rights, the Company entered into a Section 382 Rights Agreement (the “Rights Agreement”), dated as of July 1, 2019, between the Company and Computershare Trust Company, N.A., as rights agent.

Each Right entitles the registered holder to purchase from the Company one one-thousandth of a share of Series B Preferred Stock, par value \$0.01 per share, of the Company (the “Preferred Shares”) at a price of \$6.25 per one one-thousandth of a Preferred Share represented by a Right, subject to adjustment.

The Rights are in all respects subject to and governed by the provisions of the Rights Agreement, which is incorporated herein by reference. The description of the Rights is incorporated herein by reference to the description set forth under Items 1.01 and 5.03 of the Company’s Current Report on Form 8-K filed on July 1, 2019 and is qualified in its entirety by reference to the full text of the Rights Agreement.

Item 2. Exhibits.

Exhibit No.	Description of Exhibit
<u>3.1</u>	Certificate of Designations of Series B Preferred Stock of Frontier Communications Corporation, as filed with the Secretary of State of the State of Delaware on July 1, 2019 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on July 1, 2019).
<u>4.1</u>	Section 382 Rights Agreement, dated as of July 1, 2019, between Frontier Communications Corporation and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on July 1, 2019).
<u>99.1</u>	Press Release dated July 1, 2019 (incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K filed on July 1, 2019).

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.

Frontier Communications Corporation

By: /s/ Mark D. Nielsen

Name: Mark D. Nielsen

Title: Executive Vice President, Chief Legal Officer, Chief
Transaction Officer and Secretary

Date: July 1, 2019

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