

# SECURITIES AND EXCHANGE COMMISSION

## FORM 10-Q/A

Quarterly report pursuant to sections 13 or 15(d) [amend]

Filing Date: **1996-11-14** | Period of Report: **1996-09-30**  
SEC Accession No. **0000950138-96-000363**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### FILER

#### **BROOKS FIBER PROPERTIES INC**

CIK: **915509** | IRS No.: **431656187** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **10-Q/A** | Act: **34** | File No.: **000-28036** | Film No.: **96666412**  
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address	Business Address
425 WOODS MILL ROAD	425 WOODS MILL RD S STE
SOUTH SUITE 300	300
TOWN & COUNTRY MO 63017	TOWN & COUNTY MO 63017

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Amendment No. 1  
to  
FORM 10-Q/A

(Mark One)

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

For the quarterly period ended September 30, 1996

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

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

Commission file number 0-28036

BROOKS FIBER PROPERTIES, INC.

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

-----  
(State or other jurisdiction of incorporation or organization)

43-1656187

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

425 Woods Mill Road South, Suite 300, St. Louis, Missouri

63017

-----  
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code 314-878-1616

-----  
(Former name, former address and former fiscal year,  
if changed since last report)

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

Shares of Voting Common Stock outstanding at September 30, 1996: 28,461,890 par value \$.01.

Exhibit Index is on page 5.

## PART II

### Item 4. Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Stockholders of the Company held on August 20, 1996, four proposals described in the Notice of Annual Meeting of Stockholders dated July 23, 1996 were voted upon.

1. The shareholders elected eight directors, Mr. Robert A. Brooks, Mr. Jonathan M. Nelson and Mr. G. Jackson Tankersley, Jr. each for a term of three years; Mr. James C. Allen, Mr. William J. Bresnan and Mr. D. Craig Young each for a term of two years; and Mr. Robert F. Benbow and Mr. Ronald H. Vander Pol each for a term of one year.

Directors	For	Withheld
Robert A. Brooks	24,038,395	141,900
Jonathan M. Nelson	24,042,425	137,870
G. Jackson Tankersley, Jr.	24,042,495	137,800
James C. Allen	24,038,395	141,900
William J. Bresnan	24,042,495	137,800
D. Craig Young	24,036,195	144,100
Robert F. Benbow	24,042,425	137,870
Ronald H. Vander Pol	24,038,395	141,900

2. The proposal to approve an amendment to the Company's Restated Certificate of Incorporation to divide the Board of Directors into three classes having staggered terms of three years each was approved by a vote of 20,325,940 in favor to 2,459,128 against, with 125,800 abstaining and 1,269,427 broker non-votes.
3. The proposal to approve the adoption of the Brooks Fiber Properties, Inc. 1996 Employee Stock Purchase Plan was approved by a vote of 22,708,244 in favor to 139,413 against, with 123,100 abstaining and 1,209,538 broker non-votes.
4. The proposal to ratify the appointment of KPMG Peat Marwick LLP as independent auditors for the fiscal year ending December 31, 1996 was approved by a vote of 23,994,455 in favor to 63,340 against, with 122,500 abstaining.

### Item 6. Exhibits and Reports on Form 8-K

(a)	Exhibit No. (Reference to Item 601(b) of Regulation S-K)	Description
	3	Certificate of Amendment of Certificate of Incorporation of the Company dated as of August 20, 1996
	11	Statement regarding Computation of Per Share Earnings
	27	Financial Data Schedule (furnished to the Securities and Exchange Commission for Electronic Data Gathering, Analysis, and Retrieval [EDGAR] purposes only)

(b) Reports on Form 8-K

There were no reports on Form 8-K filed during the quarter for which this report is filed.

3

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 to sign on behalf of the Registrant and as the Principal Financial Officer thereof.

BROOKS FIBER PROPERTIES, INC.  
(Registrant)

Date: November 14, 1996

By: /s/ David L. Solomon

-----  
David L. Solomon  
(Principal Financial Officer)

4

EXHIBIT INDEX

Exhibit Number	Description	Sequential Page Number
3	Certificate of Amendment of Certificate of Incorporation of the Company dated as of August 20, 1996	6

\*11 Computation of Earnings Per Share

\*27 Financial Data Schedule (furnished to the Securities and Exchange Commission for Electronic Data Gathering, Analysis, and Retrieval [EDGAR] purposes only)

-----

\*Previously Filed

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\* \* \* \* \*

BROOKS FIBER PROPERTIES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by unanimous written consent adopted a resolution proposing and declaring advisable that the Certificate of Incorporation of BROOKS FIBER PROPERTIES, INC. be amended to include a new Article Tenth to read as follows:

TENTH.

A. The Board of Directors shall be divided into three (3) classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. At the annual meeting of stockholders to be held in 1996, the directors of Class I shall be elected for a term of one year, the directors of Class II shall be elected for a term of two years, and the directors of Class III shall be elected for a term of three years, and in each case, until their respective successors shall have been elected and qualified in the class to which such director is assigned or until their earlier death, resignation and removal. At each annual meeting of stockholders thereafter, the successors of the directors of the class whose term expires in that year shall be elected to hold office for a term of three years (and until their respective successors shall have been elected and qualified in such class or until their earlier death, resignation or removal), so that the term of one class of directors shall expire in each year. If the number of directors is changed, any increase or decrease in directorships shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office only until the next election of directors by the stockholders, but in no case will a decrease in the number of directors shorten the term of any incumbent director. Any vacancy on the Board of Directors, whether arising through death, resignation or removal, or through an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors then in office, even if less than a quorum. Any director elected to fill a vacancy shall hold office only until the next election of directors by the stockholders.

B. Notwithstanding anything in the Certificate of Incorporation or By-Laws of the Corporation to the contrary, whenever the holders of any one or more classes or series of shares of capital stock of the Corporation other than shares of Voting Common Stock shall have the right, voting separately by class or series, to elect directors, the election, term of office, filling of vacancies and other features of

such directorship shall be governed by the terms of the Restated Certificate of Incorporation of the Corporation or any Certificate of Designation thereunder applicable thereto; and such directors so elected shall not be divided into classes pursuant to this Article Tenth unless expressly provided by such terms.

SECOND: That holders of more than a majority of all the outstanding Voting Common Stock voted in favor of said amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said BROOKS FIBER PROPERTIES, INC. has caused this certificate to be signed by J. C. Allen, its Vice Chairman, and attested by J. P. Denneen, its Secretary this 20th day of August, 1996.

BROOKS FIBER PROPERTIES, INC.

By: /s/ James C. Allen

-----  
J. C. Allen, Vice Chairman

ATTEST:

/s/ J. P. Denneen

-----  
J. P. Denneen  
Secretary