

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

UNITED STATES CELLULAR CORP

CIK: **821130** | IRS No.: **621147325** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-09712** | Film No.: **96502716**
SIC: **4812** Radiotelephone communications

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CHICAGO IL 60631
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FORM 8-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 10, 1996

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

Iowa
(State or other
jurisdiction of
incorporation)

1-9712
(Commission
File Number)

62-1147325
(IRS Employer
Identification
No.)

8410 West Bryn Mawr, Suite 700, Chicago, Illinois
(Address of principal executive offices)

60631
(Zip Code)

Registrant's telephone number, including area code: (312) 399-8900

Not Applicable
(Former name or former address, if changed since last report)

The Exhibit Index is Located on Page 4 of 5 Total Pages.

Item 5. Other Events.

On January 10, 1996, the Company announced that it has received a proposal from Telephone and Data Systems, Inc. ("TDS") for the transfer to the

Company of TDS's minority ownership interests in certain cellular markets for approximately \$116.7 million. The minority interests subject to the proposal represent approximately 675,000 population equivalents.

This Current Report on Form 8-K is being filed for the purpose of filing the news release issued by the Company relating to such announcement as an exhibit.

Item 7. Financial Statements and Exhibits

(c) Exhibits

The exhibits accompanying this report are listed in the accompanying Exhibit Index.

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, thereto duly authorized.

United States Cellular Corporation
(Registrant)

Date: January 11, 1996

By: /s/ PHILLIP A. LORENZINI

Phillip A. Lorenzini
Controller
(principal accounting officer)

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit	Sequentially Numbered Page
99	News Release dated January 10, 1996	5

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FOR RELEASE: IMMEDIATE

U.S. CELLULAR ANNOUNCES PROPOSAL FROM TDS
ON TRANSFER OF CELLULAR MINORITY POPS

January 10, 1996, Chicago, Illinois - United States Cellular Corporation [AMEX: USM] announced today that it has received a proposal from Telephone and Data Systems, Inc. [AMEX: TDS], the holder of more than 80% of USM's common stock, for the transfer to USM of TDS's minority ownership interests in certain cellular markets. The minority interests subject to the proposal represent approximately 675,000 population equivalents ("pops"). The proposed purchase price is approximately \$116.7 million. The form of consideration to be paid by USM is subject to negotiation and would likely consist of cash or USM common stock or a combination thereof.

The TDS proposal is subject to negotiation and has been referred to a previously established independent committee of the USM board of directors. The independent committee has retained Lazard Freres & Co. as its financial advisor. The proposed transaction will be subject to approval by the independent committee of the USM board of directors, to definitive documentation, and to compliance with regulatory requirements.

Based in Chicago, USM manages and invests in cellular systems throughout the United States. As of September 30, 1995, USM managed operational systems serving 149 markets.

Contact: Kenneth R. Meyers
Vice President - Finance
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