

AOL Inc.
Form 3
June 23, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â VERIZON COMMUNICATIONS INC | | | (Month/Day/Year) 06/23/2015 | AOL Inc. [AOL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1095 AVENUE OF THE AMERICAS | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10036 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share <u>(2)</u> | <u>(1)</u> 78,714,844 | I <u>(3)</u> | See Footnote <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|------------|----------------------------|------------------------------|--|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VERIZON COMMUNICATIONS INC 1095 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | X | | |
| Hanks Acquisition Sub, Inc. ONE VERIZON WAY BASKING RIDGE, NJ 07920 | | X | | |

Signatures

| | |
|---|------------|
| /s/ William L. Horton, Jr., Verizon Communications Inc. By: William L. Horton, Jr., Senior Vice President, Deputy General Counsel and Corporate Secretary | 06/23/2015 |
| **Signature of Reporting Person | Date |
| Hanks Acquisition Sub, Inc. By: /s/ John N. Doherty, President | 06/22/2015 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This form is a joint filing by Verizon Communications Inc. ("Verizon") and Hanks Acquisition Sub, Inc., a direct wholly owned subsidiary of Verizon ("Acquisition Corp.").
- (2) Shares of Common Stock, par value \$0.01 per share (the "Shares"), of AOL Inc. ("AOL") acquired pursuant to the tender offer effected pursuant to the Agreement and Plan of Merger, dated May 26, 2015 (the "Merger Agreement"), by and among Verizon, Acquisition Corp. and AOL (such tender offer, the "Offer").
- (3) Shares were held by Acquisition Corp. As Acquisition Corp. is a direct wholly owned subsidiary of Verizon, Verizon may be deemed to have acquired indirect beneficial ownership of the Shares.
- (4) Reflects all of the outstanding shares of AOL not tendered in the Offer, which may be deemed to have been acquired by Verizon and Acquisition Corp. pursuant to the consummation of the transactions contemplated by the Merger Agreement.

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Remarks:

Exhibit 99.1 Joint Filer Information, incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.