UNITED STATES CELLULAR CORP
Form S-8
August 02, 2013

As filed with the Securities and Exchange Commission on August 2, 2013

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

UNITED STATES CELLULAR CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	62-1147325 (I.R.S. Employer Identification No.)
8410 West Bryn Mawr Avenue Chicago, Illinois (Address of Principal Executive Offices)	60631 (Zip Code)

United States Cellular Corporation

Restated Compensation Plan for Non-Employee Directors

(Full Title of the Plan)
LeRoy T. Carlson, Jr.

Chairman

United States Cellular Corporation.

c/o Telephone and Data Systems, Inc.

30 North LaSalle Street, Suite 4000

Chicago, Illinois 60602

(Name and Address of Agent for Service)

(312) 630-1900

(Telephone Number, Including
Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One)

Large accelerated filer R | Accelerated filer £

Non-accelerated filer £ | Smaller reporting company £

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Shares, $1.00 par value	200,000 Shares	$40.00 (2)	$8,000,000	$1,092

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, the number of Common Shares registered shall include an indeterminate number of additional Common Shares that may become issuable pursuant to the anti-dilution provisions of the above-referenced Plan as a result of stock splits, stock dividends, or similar transactions.

(2) Estimated in accordance with Rules 457(c) and 457(h)(1) of the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Common Shares of the Registrant as reported on The New York Stock Exchange on July 26, 2013.

(3) Calculated based on the current statutory fee of $136.40 per million.

The Registrant has previously filed a Registration Statement on Form S-8 (No. 333-152841), relating to 50,000 Common Shares, which first became effective on August 7, 2008, for issuance under the registrant's Compensation Plan for Non-Employee Directors. Pursuant to Rule 429 under the Securities Act of 1933, as amended, the Prospectus related to the Plan includes the Common Shares covered by Registration Statement No. 333-152841 that remain unissued, as well as the securities registered by this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registration Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "1933 Act") and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents which have heretofore been filed by United States Cellular Corporation (the "Company" or the "Registrant"), with the Securities and Exchange Commission (the "Commission") pursuant to the 1933 Act and the Securities Exchange Act of 1934, as amended (the "1934 Act"), are incorporated by reference herein and shall be deemed to be a part hereof:

1. The description of the Company's Common Shares, par value $1.00 per share ("Common Shares"), contained in the Company's Registration Statement on Form 8-A dated September 12, 2008.

2. The Company's Annual Report on Form 10-K for the year ended December 31, 2012, including the incorporated portions of the Registrant's Notice of Annual Meeting and Proxy Statement dated April 15, 2013.

3. The Company's Quarterly Reports on Form 10-Q for the periods ended March 31, 2013 and June 30, 2013.

4. The Company's Current Reports on Form 8-K reporting events since December 31, 2012, provided that any information in any Form 8-K that is not deemed to be "filed" pursuant to Item 2.02 or 7.01 shall not be incorporated by reference herein.

5. All other reports filed by the Company pursuant to Sections 13(a) and 15(d) of the 1934 Act since December 31, 2012.

All documents, subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and made a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents").

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters relating to the securities registered hereby will be addressed by Sidley Austin LLP, One South Dearborn Street, Chicago, Illinois 60603. The Company is controlled by Telephone and Data Systems, Inc. ("TDS") and the following persons are members of Sidley Austin LLP: Walter C.D. Carlson, a trustee and beneficiary of a voting trust that controls TDS, the non-executive Chairman of the Board and member of the Board of Directors of TDS and member of the Board of Directors of the Company; William S. DeCarlo, the General Counsel of TDS and an Assistant Secretary of TDS and certain subsidiaries of TDS; and Stephen P. Fitzell, the General Counsel and/or an Assistant Secretary of the Company and certain other subsidiaries of TDS. Walter C.D. Carlson does not provide legal services to TDS, the Company or their subsidiaries.

Item 6. Indemnification of Directors and Officers.

Article XI of the Company's Restated Certificate of Incorporation, as amended, contains a provision providing that no director or officer of the Company shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director or officer except for breach of the director's or officer's duty of loyalty to the Company or its stockholders, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, unlawful payment of dividends, unlawful stock redemptions or repurchases and transactions from which the director or officer derived an improper personal benefit.

Article XI of the Company's Restated Certificate of Incorporation, as amended, also provides that the Company shall indemnify directors and officers of the Company, its consolidated subsidiaries and certain other related entities generally in the same manner and to the fullest extent permitted by the Delaware General Corporation Law. Under the Delaware General Corporation Law, directors and officers, as well as other employees or persons, may be indemnified against judgments, fines and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation - a "derivative action"), and against expenses (including attorney's fees) in any action (including a derivative action), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. However, in the case of a derivative action, a person cannot be indemnified for expenses in respect of any matter as to which the person is adjudged to be liable to the corporation unless and to the extent a court determines that such person is fairly and reasonably entitled to indemnity for such expenses.

The Delaware General Corporation Law also provides that, to the extent a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action or matter, the corporation must indemnify such party against expenses (including attorneys' fees) actually and reasonably incurred by such party in connection therewith.

The Delaware General Corporation Law provides that expenses incurred by a director or officer in defending any action may be paid by a Delaware corporation in advance of the final disposition of the action upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it is ultimately determined that such party is not entitled to be indemnified by the corporation.

The Company's Restated Certificate of Incorporation, as amended, states that the right to indemnification conferred in Article XI thereof is a contract right and includes the right to be paid by the Company for expenses incurred in defending proceedings covered by Article XI in advance of their final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Company of an undertaking, by or on behalf of an indemnified director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is

not entitled to be indemnified under the Restated Certificate of Incorporation, as amended, or otherwise.

The Delaware General Corporation Law provides that the indemnification and advancement of expenses provided thereby are not exclusive of any other rights granted by bylaws, agreements or otherwise, and provides that a corporation shall have the power to purchase and maintain insurance on behalf of any person, whether or not the corporation would have the power to indemnify such person under Delaware law.

The Company has directors' and officers' liability insurance which provides, subject to certain policy limits, deductible amounts and exclusions, coverage for all persons who have been, are or may in the future be, directors or officers of the Company, against amounts which such persons must pay resulting from claims against them by reason of their being such directors or officers during the policy period for certain breaches of duty, omissions or other acts done or wrongfully attempted or alleged.

Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The exhibits accompanying this Registration Statement are listed on the accompanying Exhibit Index. The United States Cellular Corporation Restated Compensation Plan for Non-Employee Directors is not intended to be qualified under Section 401(a) of the Internal Revenue Code.

Item 9. Undertakings.

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the 1933 Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the 1934 Act that are incorporated by reference in the

Registration Statement.

(2) That, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the Common Shares being registered hereby which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for the purpose of determining any liability under the 1933 Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the 1934 Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on August 2, 2013.

UNITED STATES CELLULAR CORPORATION

By: /s/ LeRoy T. Carlson, Jr.
LeRoy T. Carlson, Jr.
Chairman

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints LeRoy T. Carlson, Jr. as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement and/or any filings pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and to take such actions in, and file with, the appropriate applications, statements, consents and other documents as may be necessary or expedient to register any securities of the Registrant for sale, granting unto said attorney-in-fact and agent full power and authority to do so and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all the said attorney-in-fact and agent or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on August 2, 2013.

Signature	Title
/s/ LeRoy T. Carlson, Jr. LeRoy T. Carlson, Jr.	Chairman and Director
/s/ Kenneth R. Meyers Kenneth R. Meyers	President and Chief Executive Officer and Director (principal executive officer)

/s/ James Barr III James Barr III	Director
/s/ Walter C.D. Carlson Walter C.D. Carlson	Director
/s/ J. Samuel Crowley J. Samuel Crowley	Director
/s/ Ronald E. Daly Ronald E. Daly	Director
/s/ Paul-Henri Denuit Paul-Henri Denuit	Director
/s/ Harry J. Harczak, Jr. Harry J. Harczak, Jr.	Director
/s/ Gregory P. Josefowicz Gregory P. Josefowicz	Director
/s/ Cecelia D. Stewart Cecelia D. Stewart	Director
/s/ Steven T. Campbell Steven T. Campbell	Executive Vice President-Finance, Chief Financial Officer and Treasurer (principal financial officer)
/s/ Douglas D. Shuma Douglas D. Shuma	Chief Accounting Officer (principal accounting officer)

EXHIBIT INDEX

The following documents are filed herewith or incorporated herein by reference.

Exhibit No.	**Description**
4.1(a)	Restated Certificate of Incorporation of the Company, as amended, is hereby incorporated by reference to Exhibit 2(a) to the Company's Amendment No. 1 on Form 8 dated March 24, 1992 to the Company's Registration Statement on Form 8-A.
4.1(b)	Certificate of Amendment to Restated Certificate of Incorporation of the Company, is hereby incorporated by reference to an exhibit to the Company's Amendment No. 2 on Form 8 dated December 28, 1992 to the Company's Registration Statement on Form 8-A.
4.2	Restated Bylaws of the Company, as amended, are hereby incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated April 6, 2012.
5	Opinion of Counsel
23.1	Consent of Principal Independent Registered Public Accounting Firm – PricewaterhouseCoopers LLP
23.2	Consent of Other Independent Registered Public Accounting Firm – Deloitte & Touche LLP
23.3	Consent of Counsel (contained in Exhibit 5)
24	Powers of Attorney (included on signature page)
99.1	United States Cellular Corporation Restated Compensation Plan for Non-Employee Directors dated March 25, 2013, is hereby incorporated by reference to Exhibit B to the Company's Notice of Annual Meeting of Shareholders and Proxy Statement dated April 15, 2013.