

FRONTIER COMMUNICATIONS CORP  
Form 8-K  
March 28, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): March 27, 2013

Frontier Communications Corporation  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-11001  
(Commission File Number)

06-0619596  
(IRS Employer Identification No.)

3 High Ridge Park, Stamford, Connecticut  
(Address of principal executive offices)

06905  
(Zip Code)

(203) 614-5600  
(Registrant's telephone number, including area code)

\_\_\_\_\_  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01                    Entry into a Material Definitive Agreement

On March 27, 2013, Frontier Communications Corporation (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with J.P. Morgan Securities LLC, as the representative of the several underwriters named therein, in connection with the Company’s offering of \$750 million of 7.625% Senior Notes due 2024. The Underwriting Agreement includes the terms and conditions of the offer and sale of the notes, indemnification and contribution obligations and other terms and conditions customary in agreements of this type.

The foregoing disclosure is qualified in its entirety by reference to the Underwriting Agreement, which is attached hereto as Exhibit 1.1 and incorporated by reference herein. The Underwriting Agreement is also incorporated by reference into the Company’s Registration Statement on Form S-3 (File No. 333- 181299), pursuant to which the notes will be issued.

Item Other Events  
8.01

The information set forth in the press release issued by Frontier Communications Corporation on March 28, 2013, attached hereto as Exhibit 99.1, is incorporated herein by reference.

Item 9.01    Financial Statements and Exhibits

(d)            Exhibits

1.1 Underwriting Agreement dated March 27, 2013, between Frontier Communications Corporation and J.P. Morgan Securities LLC, as representative of the several underwriters named therein

99.1            Press Release of Frontier Communications Corporation released on March 28, 2013.

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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 hereunto duly authorized.

FRONTIER COMMUNICATIONS CORPORATION

Date: March 28, 2013

By:/s/ Nancy S. Rights  
Nancy S. Rights  
Senior Vice President, Deputy General Counsel  
and Secretary