

FRONTIER COMMUNICATIONS CORP  
Form 8-K  
April 10, 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): April 10, 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

The information referred to in “Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant” is hereby incorporated by reference herein.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant

On April 10, 2013, the Company completed its registered offering of \$750 million of 7.625% Senior Notes due 2024 (the “Notes”). The Notes were issued pursuant to an indenture dated as of April 9, 2009, as amended, and a fifth supplemental indenture dated as of April 10, 2013, with The Bank of New York Mellon as trustee. The Notes bear interest at the rate of 7.625% per year. Interest on the Notes is payable on April 15 and October 15 of each year, beginning on October 15, 2013. The Notes will mature on April 15, 2024. The Company may, at its option, redeem some or all of the Notes at any time by paying a make-whole premium, plus accrued and unpaid interest, if any, to the date of redemption. The Notes are senior unsecured obligations of the Company and rank equally with all of its other existing and future senior unsecured indebtedness. The indenture and fifth supplemental indenture contain certain covenants and events of default and other customary provisions.

In connection with the offering, the Company is filing as Exhibit 5.1 hereto an opinion of counsel addressing the validity of the Notes. Such opinion and the fifth supplemental indenture are incorporated by reference into the Company’s Registration Statement on Form S-3 (File No. 333- 181299), pursuant to which the Notes were offered and issued.

The foregoing descriptions of the Notes, the indenture and the fifth supplemental indenture are summaries only and are qualified in their entirety by reference to the full text of such documents. A copy of the fifth supplemental indenture is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

4.1 Fifth Supplemental Indenture dated as of April 10, 2013, between Frontier Communications Corporation and The Bank of New York Mellon, as Trustee.

4.2 Form of 7.625% Senior Notes due 2024

5.1 Opinion of Jones Day

23.1 Consent of Jones Day (included in Exhibit 5.1 hereof)

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: April 10, 2013

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