

TELEPHONE & DATA SYSTEMS INC /DE/
Form 8-K
January 18, 2012

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 13, 2012**

TELEPHONE AND DATA SYSTEMS, INC.

(Exact name of registrant as specified in their charter)

Delaware
(State or other jurisdiction
of incorporation)

001-14157
(Commission File Number)

36-2669023
(I.R.S. Employer Identification No.)

30 North LaSalle Street, Suite 4000, Chicago, Illinois
(Address of principal executive offices)

60602
(Zip Code)

Registrant's telephone number, including area code: **(312) 630-1900**

Not Applicable

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

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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))
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Item 5.07**Submission of Matters to a Vote of Security Holders.**

At an adjourned special meeting of shareholders of Telephone and Data Systems, Inc. (TDS) held on January 13, 2012, the following number of votes were cast for the following resolutions by shareholders. On January 13, 2012, TDS issued a press release to disclose the voting results, a copy of which is attached as Exhibit 99.1 hereto and incorporated by reference herein.

1. Revised Share Consolidation Amendment - Statutory Vote.

This proposal received the following votes and was approved:

| | For | Against | Abstain | Non Vote | Total Represented | Not Represented | Total Outstanding |
|-----------------------------------|-------------|-----------|---------|----------|-------------------|-----------------|-------------------|
| Series A Common Shares | 63,528,498 | 243 | | | 63,528,741 | 1,853,019 | 65,381,760 |
| Common Shares | 38,873,410 | 4,485,235 | 301,497 | | 43,660,142 | 6,302,631 | 49,962,773 |
| Preferred Shares | 15 | | | | 15 | 8,285 | 8,300 |
| Total Voting Power | 102,401,923 | 4,485,478 | 301,497 | | 107,188,898 | 8,163,935 | 115,352,833 |
| Class Vote Common Shares | 38,873,410 | 4,485,235 | 301,497 | | 43,660,142 | 6,302,631 | 49,962,773 |
| Class Vote Special Common Shares | 36,192,246 | 4,132,321 | 156,103 | | 40,480,670 | 6,405,379 | 46,886,049 |
| Class Vote Series A Common Shares | 63,528,498 | 243 | | | 63,528,741 | 1,853,019 | 65,381,760 |

2. Revised Share Consolidation Amendment - Ratification Vote.

This proposal received the following votes and was approved:

| | For | Against | Abstain | Non Vote | Total Represented | Not Represented | Total Outstanding |
|-----------------------|-------------|-----------|---------|----------|-------------------|-----------------|-------------------|
| Common Shares | 38,823,515 | 4,512,406 | 324,221 | | 43,660,142 | 6,302,631 | 49,962,773 |
| Less Affiliated | (136,383) | | | | (136,383) | (18,399) | (154,782) |
| Unaffiliated | 38,687,132 | 4,512,406 | 324,221 | | 43,523,759 | 6,284,232 | 49,807,991 |
| Special Common Shares | 36,174,276 | 4,135,012 | 171,382 | | 40,480,670 | 6,405,379 | 46,886,049 |
| Less Affiliated | (6,399,146) | | | | (6,399,146) | (12,368) | (6,411,514) |
| Unaffiliated | 29,775,130 | 4,135,012 | 171,382 | | 34,081,524 | 6,393,011 | 40,474,535 |

3. Revised Vote Amendment - Statutory Vote.

This proposal received the following votes and was approved:

| | For | Against | Abstain | Non Vote | Total Represented | Not Represented | Total Outstanding |
|-----------------------------------|-------------|-----------|---------|----------|-------------------|-----------------|-------------------|
| Series A Common Shares | 63,528,498 | 243 | | | 63,528,741 | 1,853,019 | 65,381,760 |
| Common Shares | 38,820,217 | 4,537,455 | 302,470 | | 43,660,142 | 6,302,631 | 49,962,773 |
| Preferred Shares | 15 | | | | 15 | 8,285 | 8,300 |
| Total Voting Power | 102,348,730 | 4,537,698 | 302,470 | | 107,188,898 | 8,163,935 | 115,352,833 |
| Class Vote Common Shares | 38,820,217 | 4,537,455 | 302,470 | | 43,660,142 | 6,302,631 | 49,962,773 |
| Class Vote Series A Common Shares | 63,528,498 | 243 | | | 63,528,741 | 1,853,019 | 65,381,760 |

4. Revised Vote Amendment - Ratification Vote.

This proposal received the following votes and was approved:

| | For | Against | Abstain | Non Vote | Total Represented | Not Represented | Total Outstanding |
|-----------------------|-------------|-----------|---------|----------|-------------------|-----------------|-------------------|
| Common Shares | 38,811,252 | 4,522,102 | 326,788 | | 43,660,142 | 6,302,631 | 49,962,773 |
| Less Affiliated | (136,383) | | | | (136,383) | (18,399) | (154,782) |
| Unaffiliated | 38,674,869 | 4,522,102 | 326,788 | | 43,523,759 | 6,284,232 | 49,807,991 |
| Special Common Shares | 36,082,426 | 4,136,585 | 261,659 | | 40,480,670 | 6,405,379 | 46,886,049 |
| Less Affiliated | (6,399,146) | | | | (6,399,146) | (12,368) | (6,411,514) |
| Unaffiliated | 29,683,280 | 4,136,585 | 261,659 | | 34,081,524 | 6,393,011 | 40,474,535 |

5. Ancillary Amendment.

This proposal received the following votes and was approved:

| | For | Against | Abstain | Non Vote | Total Represented | Not Represented | Total Outstanding |
|------------------------|-------------|---------|---------|----------|-------------------|-----------------|-------------------|
| Series A Common Shares | 63,528,498 | 243 | | | 63,528,741 | 1,853,019 | 65,381,760 |
| Common Shares | 43,147,022 | 200,076 | 313,044 | | 43,660,142 | 6,302,631 | 49,962,773 |
| Preferred Shares | 15 | | | | 15 | 8,285 | 8,300 |
| Total Voting Power | 106,675,535 | 200,319 | 313,044 | | 107,188,898 | 8,163,935 | 115,352,833 |

6. Revised 2011 Long-Term Incentive Plan.

This proposal received the following votes and was approved:

| | For | Against | Abstain | Total Votes that could be Cast and Present or Represented | Non Vote | Total Represented | Not Represented | Total Outstanding |
|------------------------|-------------|-----------|---------|---|----------|-------------------|-----------------|-------------------|
| Series A Common Shares | 62,840,681 | 688,060 | | 63,528,741 | | 63,528,741 | 1,853,019 | 65,381,760 |
| Common Shares | 39,134,629 | 3,609,348 | 916,165 | 43,660,142 | | 43,660,142 | 6,302,631 | 49,962,773 |
| Preferred Shares | 15 | | | 15 | | 15 | 8,285 | 8,300 |
| Total Voting Power | 101,975,325 | 4,297,408 | 916,165 | 107,188,898 | | 107,188,898 | 8,163,935 | 115,352,833 |

7. Compensation Plan for Non-Employee Directors.

This proposal received the following votes and was approved:

| | For | Against | Abstain | Total Votes that could be Cast and Present or Represented | Non Vote | Total Represented | Not Represented | Total Outstanding |
|------------------------|-------------|-----------|---------|---|----------|-------------------|-----------------|-------------------|
| Series A Common Shares | 62,840,438 | 688,303 | | 63,528,741 | | 63,528,741 | 1,853,019 | 65,381,760 |
| Common Shares | 41,786,242 | 1,017,040 | 856,860 | 43,660,142 | | 43,660,142 | 6,302,631 | 49,962,773 |
| Preferred Shares | 15 | | | 15 | | 15 | 8,285 | 8,300 |
| Total Voting Power | 104,626,695 | 1,705,343 | 856,860 | 107,188,898 | | 107,188,898 | 8,163,935 | 115,352,833 |

8. Revised Adjournment Proposal.

This proposal received the following votes and was approved:

| | For | Against | Abstain | Total Votes that could be Cast and Present or Represented | Non Vote | Total Represented | Not Represented | Total Outstanding |
|------------------------|------------|---------|---------|---|----------|-------------------|-----------------|-------------------|
| Series A Common Shares | 63,528,741 | | | 63,528,741 | | 63,528,741 | 1,853,019 | 65,381,760 |

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| | | | | | | | |
|--------------------|------------|------------|---------|-------------|-------------|-----------|-------------|
| Common Shares | 33,127,763 | 10,120,392 | 411,987 | 43,660,142 | 43,660,142 | 6,302,631 | 49,962,773 |
| Preferred Shares | 15 | | | 15 | 15 | 8,285 | 8,300 |
| Total Voting Power | 96,656,519 | 10,120,392 | 411,987 | 107,188,898 | 107,188,898 | 8,163,935 | 115,352,833 |

Although Proposal 8 was adopted by the shareholders, Proposal 8 was not implemented because Proposals 1-4 were approved by the shareholders at the meeting.

Item 9.01 Exhibits.

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits included in this Form 8-K are identified on the Exhibit Index attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on their behalf by the undersigned, thereto duly authorized.

Telephone and Data Systems, Inc.
(Registrant)

Date: January 18, 2012

By: /s/ Douglas D. Shuma
Douglas D. Shuma
Senior Vice President and Controller

EXHIBIT INDEX

The following exhibits are filed or furnished herewith as noted below.

| Exhibit No. | Description |
|------------------------|---|
| 99.1 | Press Release dated January 13, 2012 |
| 99.2 | Private Securities Litigation Reform Act of 1995 Safe Harbor Cautionary Statement |