

Enventis Corp
Form DEFM14A
August 27, 2014

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[TABLE OF CONTENTS](#)

[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

ENVENTIS CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

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 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- o Fee paid previously with preliminary materials.
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

Table of Contents

121 South 17th Street
Mattoon, Illinois 61938-3987

221 East Hickory Street, P.O. Box 3248
Mankato, MN 56002-3248

August 22, 2014

PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

To the Stockholders of Consolidated Communications Holdings, Inc. and
the Shareholders of Enventis Corporation:

On June 29, 2014, Consolidated Communications Holdings, Inc. ("Consolidated") and Enventis Corporation, formerly known as Hickory Tech Corporation ("Enventis"), entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which Consolidated has agreed to acquire Enventis. The Merger Agreement provides for the acquisition of Enventis through a statutory merger of Sky Merger Sub Inc. (the "Merger Sub"), a wholly-owned subsidiary of Consolidated, with and into Enventis, with Enventis as the surviving entity (the "Merger"). As a result of the Merger, the separate corporate existence of Merger Sub will cease, and Enventis will continue as the surviving corporation and a wholly-owned subsidiary of Consolidated.

In the proposed Merger, each issued and outstanding share of Enventis common stock will be converted into the right to receive 0.7402 validly issued, fully paid and nonassessable shares of Consolidated common stock, subject to certain exceptions, together with cash in lieu of fractional shares. Upon the effectiveness of the Merger, each share of Enventis common stock issued and outstanding shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist. Each certificate formerly representing any share of Enventis common stock and each uncertificated share registered to a holder on the stock transfer books of Enventis, shall thereafter represent only the right to receive shares of Consolidated common stock. On August 21, 2014, the latest practicable date before the printing of this joint proxy statement/prospectus, the closing price of Consolidated common stock was \$23.92 per share.

Consolidated common stock trades on the NASDAQ Global Select Market under the symbol "CNSL."

Enventis will hold a special meeting of its shareholders on October 8, 2014 at 8:00 a.m. Central time, at Enventis' corporate headquarters, 221 East Hickory Street, Mankato, Minnesota 56001. At the Enventis special meeting, Enventis' shareholders will be asked (i) to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, (ii) to approve, by an advisory vote, the change in control payments to Enventis' named executive officers, and (iii) to adjourn or postpone the Enventis special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

Consolidated will hold a special meeting of stockholders on October 8, 2014 at 9:00 a.m. Central time, at Consolidated's corporate headquarters, 121 South 17th Street, Mattoon, Illinois 61938. At the Consolidated special meeting, Consolidated's stockholders will be asked (i) to approve issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement and (ii) to adjourn or postpone the Consolidated special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

The board of directors of Enventis recommends that Enventis' shareholders vote "FOR" each of (i) the approval of Merger Agreement and the transactions contemplated thereby, including the Merger, (ii) the approval, by an advisory vote, of the change in control payments to Enventis' named executive officers, and (iii) the proposal to adjourn or postpone the Enventis special meeting, if necessary or appropriate, to, among other reasons, solicit additional proxies.

The board of directors of Consolidated recommends that Consolidated's stockholders vote "FOR" each of (i) the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement and (ii) the proposal to adjourn or postpone the Consolidated special meeting, if necessary or appropriate, to, among other reasons, solicit additional proxies.

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend the Consolidated special meeting or the Enventis special meeting, as applicable, please take the time to vote by using the Internet or by telephone as described in this joint proxy statement/prospectus or by completing the enclosed proxy card and mailing it in the enclosed envelope. Information about the meetings, the Merger and the other business to be considered at the meetings is contained in this joint proxy statement/prospectus. You are urged to read this joint proxy statement/prospectus carefully.

In particular, you should read the "Risk Factors Relating to the Merger" section beginning on page 30 for a discussion of some of the risks you should consider in evaluating the Merger Agreement and the Merger and how they will affect you.

Thank you for your cooperation and continued support.

Sincerely,

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Robert J. Currey

Chairman and Chief Executive Officer

Consolidated Communications Holdings, Inc.

Diane L. Dewbrey

Board Chair

Enventis Corporation

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved the Merger Agreement and the Merger described in this joint proxy statement/prospectus or the Consolidated common stock to be issued in the Merger contemplated by the Merger Agreement or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated August 22, 2014 and is first being mailed to Consolidated stockholders and Enventis shareholders on or about August 29, 2014.

Table of Contents

REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Consolidated and Enventis from documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your oral or written request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Enventis Corporation
221 East Hickory Street
P.O. Box 3248
Mankato, Minnesota 56002-3248
Attention: Investor Relations
Telephone: (507) 387-3355

Consolidated Communications Holdings, Inc.
121 South 17th Street
Mattoon, Illinois 61938
Attention: Investor Relations
Telephone: (217) 235-3311

If you would like to request documents, please do so by September 30, 2014 in order to receive them before the meetings.

See "Where You Can Find More Information" on page 144.

ABOUT THIS DOCUMENT

This joint proxy statement/prospectus forms a part of a registration statement on Form S-4 (Registration No. 333-198000) filed by Consolidated and Enventis with the Securities and Exchange Commission. It constitutes a prospectus of Consolidated under Section 5 of the Securities Act of 1933, as amended, and the rules thereunder, with respect to the shares of Consolidated common stock to be issued to Enventis shareholders in the Merger. In addition, it constitutes a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, and a notice of meeting with respect to (i) the Consolidated special meeting of stockholders at which Consolidated stockholders will consider and vote upon (a) the proposal to approve the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement and (b) the proposal to adjourn or postpone the Consolidated special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies, and (ii) the special meeting of Enventis shareholders at which Enventis shareholders will consider and vote upon (a) the proposal to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, (b) the proposal to approve, by an advisory vote, the change in control payments to Enventis' named executive officers, and (c) the proposal to adjourn or postpone the Enventis special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

Table of Contents

ENVENTIS CORPORATION

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD OCTOBER 8, 2014

To Our Shareholders:

A special meeting of shareholders of Enventis Corporation, formerly known as Hickory Tech Corporation ("Enventis"), will be held at **Enventis' corporate headquarters, 221 East Hickory Street in Mankato, Minnesota, on October 8, 2014 at 8:00 a.m., Central time.** The special meeting of shareholders is being held for the following purposes:

1. To approve the Agreement and Plan of Merger, dated as of June 29, 2014 (the "Merger Agreement"), by and among Enventis, Consolidated Communications Holdings, Inc., a Delaware corporation ("Consolidated"), and Sky Merger Sub Inc., a Minnesota corporation and a wholly owned subsidiary of Consolidated ("Merger Sub"), a copy of which is attached as Annex I to the accompanying joint proxy statement/prospectus, pursuant to which Merger Sub will merge with and into Enventis, with Enventis as the surviving entity (the "Merger"), and the transactions contemplated thereby, including the Merger (Enventis Proposal No. 1);
2. To approve, by an advisory vote, the change in control payments to Enventis' named executive officers (Enventis Proposal No. 2); and
3. To approve the adjournment or postponement of the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve Enventis Proposal No. 1 (Enventis Proposal No. 3).

Only shareholders of record at the close of business on August 21, 2014 are entitled to vote at the Enventis special meeting or at any adjournment or postponement thereof.

We hope that as many shareholders as possible will personally attend the Enventis special meeting. Whether or not you plan to attend the special meeting, please complete the enclosed proxy card and sign, date, and return it promptly so that your shares will be represented. You also may vote your shares by telephone or through the Internet by following the instructions set forth on the proxy card. Submitting your proxy in writing, by telephone, or through the Internet will not prevent you from voting in person at the special meeting.

The board of directors of Enventis, by unanimous vote, has determined that it is in the best interests of Enventis and its shareholders to consummate the transactions contemplated by the Merger Agreement, and unanimously recommends that shareholders vote FOR the proposal to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, FOR the proposal to approve, by an advisory vote, the change in control payments to Enventis' named executive officers,

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Table of Contents

and FOR the proposal to adjourn or postpone the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

By Order of the Board of Directors,

Diane L. Dewbrey
Board Chair

SHAREHOLDERS WHO CANNOT ATTEND IN PERSON ARE REQUESTED TO VOTE AS PROMPTLY AS POSSIBLE. YOU MAY VOTE OVER THE INTERNET, BY TELEPHONE, OR BY U.S. MAIL.

August 22, 2014

Table of Contents

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD OCTOBER 8, 2014

To Stockholders:

A special meeting of stockholders of Consolidated Communications Holdings, Inc. ("Consolidated") will be held at Consolidated's corporate headquarters, 121 South 17th Street, Mattoon, Illinois 61938 on October 8, 2014 at 9:00 a.m., Central time. The special meeting of stockholders is being held for the following purposes:

1. To approve the issuance of Consolidated common stock to Enventis Corporation ("Enventis") shareholders in the Merger contemplated by the Agreement and Plan of Merger, dated as of June 29, 2014 (the "Merger Agreement"), by and among Consolidated, Enventis, and Sky Merger Sub Inc., a Minnesota corporation and a wholly-owned subsidiary of Consolidated ("Merger Sub"), a copy of which is attached as Annex I to the accompanying joint proxy statement/prospectus, pursuant to which Merger Sub will merge with and into Enventis (the "Merger"), with Enventis as the surviving entity (Consolidated Proposal No. 1); and
2. To approve the adjournment or postponement of the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement (Consolidated Proposal No. 2).

Only stockholders of record at the close of business on August 21, 2014 are entitled to vote at the meeting or at any adjournment or postponement thereof.

We hope that as many stockholders as possible will personally attend the meeting. Whether or not you plan to attend the meeting, please complete the enclosed proxy card and sign, date and return it promptly so that your shares will be represented. You also may vote your shares by telephone or through the Internet by following the instructions set forth on the proxy card. Submitting your proxy in writing, by telephone or through the Internet will not prevent you from voting in person at the meeting.

The board of directors of Consolidated unanimously recommends that you vote "FOR" each of (i) the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement; and (ii) the proposal to adjourn or postpone the special meeting, if necessary or appropriate, to, among other reasons, solicit additional proxies.

By Order of the Board of Directors,

Steven J. Shirar
Senior Vice President & Secretary

August 22, 2014

Table of Contents

TABLE OF CONTENTS

	Page
<u>DEFINED TERMS USED IN THIS JOINT PROXY STATEMENT/PROSPECTUS</u>	<u>1</u>
<u>QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE ENVENTIS SPECIAL MEETING</u>	<u>2</u>
<u>What is the Merger?</u>	<u>2</u>
<u>Is my vote necessary to complete the Merger?</u>	<u>2</u>
<u>Are there other matters related to the Merger that require the vote of Enventis shareholders?</u>	<u>2</u>
<u>What will the shareholders receive in the Merger?</u>	<u>3</u>
<u>Where and when is the special meeting of Enventis shareholders?</u>	<u>3</u>
<u>Who can vote at the Enventis special meeting?</u>	<u>3</u>
<u>What vote of Enventis shareholders is required to approve the proposals?</u>	<u>3</u>
<u>What constitutes a quorum for the Enventis special meeting?</u>	<u>3</u>
<u>How does the Board of Directors of Enventis recommend that Enventis shareholders vote?</u>	<u>4</u>
<u>How do I vote?</u>	<u>4</u>
<u>What is the difference between a shareholder of record and a "street name" beneficial holder of shares?</u>	<u>5</u>
<u>If my shares are held in "street name" by my broker, will my broker vote my shares for me?</u>	<u>5</u>
<u>Will anyone contact me regarding this vote?</u>	<u>5</u>
<u>Can I change my vote after I have delivered my proxy?</u>	<u>5</u>
<u>Should I send in my Enventis stock certificates with my proxy card?</u>	<u>6</u>
<u>What are the material U.S. federal income tax consequences of the Merger to U.S. holders of Enventis shares?</u>	<u>6</u>
<u>When do Enventis and Consolidated expect the Merger to be completed?</u>	<u>6</u>
<u>Will Enventis continue to pay dividends on its common stock until the Merger is completed?</u>	<u>6</u>
<u>Can Enventis shareholders dissent and require appraisal of their shares?</u>	<u>7</u>
<u>Who can help answer my questions?</u>	<u>7</u>
<u>QUESTIONS AND ANSWERS ABOUT THE CONSOLIDATED SPECIAL MEETING</u>	<u>8</u>
<u>What is the purpose of this joint proxy statement/prospectus?</u>	<u>8</u>
<u>What proposals will be voted on at the Consolidated special meeting?</u>	<u>8</u>
<u>Who is entitled to vote?</u>	<u>8</u>
<u>What is the difference between a stockholder of record and a beneficial holder of shares?</u>	<u>8</u>
<u>Who can attend the meeting?</u>	<u>9</u>
<u>What constitutes a quorum?</u>	<u>9</u>
<u>How do I vote?</u>	<u>9</u>
<u>Can I change my vote after I return my proxy card?</u>	<u>10</u>
<u>How many votes are required for the proposals to pass?</u>	<u>10</u>
<u>How are abstentions and broker non-votes treated?</u>	<u>10</u>
<u>What if I do not specify a choice for a matter when returning a proxy?</u>	<u>10</u>
<u>What are the board's recommendations?</u>	<u>11</u>
<u>What happens if additional matters are presented at the special meeting?</u>	<u>11</u>
<u>Will anyone contact me regarding this vote?</u>	<u>11</u>
<u>Who can help answer my questions?</u>	<u>11</u>
<u>Who will tabulate and certify the vote?</u>	<u>11</u>
<u>SUMMARY</u>	<u>12</u>
<u>The Companies</u>	<u>12</u>
<u>General</u>	<u>12</u>
<u>The Enventis Special Meeting</u>	<u>15</u>

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Table of Contents

	Page
<u>The Consolidated Special Meeting</u>	<u>15</u>
<u>Record Dates; Shares Entitled to Vote; Required Vote with respect to the Merger; Quorums</u>	<u>15</u>
<u>Shares Owned by Enventis Directors and Executive Officers</u>	<u>16</u>
<u>Shares Owned by Consolidated Directors and Executive Officers</u>	<u>16</u>
<u>The Merger</u>	<u>16</u>
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.</u>	<u>19</u>
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF ENVENTIS CORPORATION</u>	<u>22</u>
<u>SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	<u>24</u>
<u>COMPARATIVE PER SHARE MARKET PRICE, DIVIDEND AND OTHER DATA</u>	<u>26</u>
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>28</u>
<u>RISK FACTORS RELATING TO THE MERGER</u>	<u>30</u>
<u>THE MERGER</u>	<u>36</u>
<u>The Companies</u>	<u>36</u>
<u>Background of the Merger</u>	<u>37</u>
<u>Recommendation of the Enventis Board; Enventis' Reasons for the Merger</u>	<u>44</u>
<u>Opinion of Financial Advisor to Enventis</u>	<u>49</u>
<u>Financial Forecasts of Enventis' Management</u>	<u>56</u>
<u>Consolidated's Reasons for the Merger</u>	<u>58</u>
<u>Opinion of Financial Advisor to Consolidated</u>	<u>60</u>
<u>Board of Directors of Consolidated after Completion of the Merger</u>	<u>69</u>
<u>Interests of Enventis Directors and Executive Officers in the Merger</u>	<u>69</u>
<u>Effect of the Merger</u>	<u>75</u>
<u>Merger Consideration</u>	<u>75</u>
<u>Ownership of Consolidated Following the Merger</u>	<u>75</u>
<u>Conversion of Shares; Exchange Procedures; Fractional Shares</u>	<u>75</u>
<u>Accounting Treatment</u>	<u>76</u>
<u>Regulatory Approvals Required for the Merger</u>	<u>77</u>
<u>No Dissenters' Rights of Enventis Shareholders</u>	<u>78</u>
<u>Stock Exchange Listing of Consolidated Common Stock</u>	<u>78</u>
<u>Delisting and Deregistration of Enventis Common Stock</u>	<u>78</u>
<u>Legal Proceedings Related to the Merger</u>	<u>78</u>
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES</u>	<u>79</u>
<u>Treatment of the Merger as a Reorganization - General</u>	<u>80</u>
<u>Consequences of the Merger to Enventis and Consolidated</u>	<u>80</u>
<u>Tax Consequences of the Merger for U.S. Holders of Enventis Common Stock</u>	<u>80</u>
<u>Cash in Lieu of Fractional Shares of Consolidated Common Stock</u>	<u>81</u>
<u>Information Reporting and Backup Withholding</u>	<u>81</u>
<u>Reporting Requirements</u>	<u>81</u>
<u>THE MERGER AGREEMENT</u>	<u>82</u>
<u>The Merger</u>	<u>82</u>
<u>Closing and Effectiveness of the Merger</u>	<u>82</u>
<u>Appointment of Director Designated by Enventis</u>	<u>82</u>

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Table of Contents

	Page
<u>Consideration to be Received in the Merger</u>	82
<u>Treatment of Enventis Equity Awards</u>	82
<u>Representations and Warranties</u>	83
<u>Enventis' Conduct of Business Before Completion of the Merger</u>	85
<u>Consolidated's Forbearances Before Completion of the Merger</u>	87
<u>No Solicitation; Changes in Recommendations</u>	87
<u>Commercially Reasonable Efforts to Complete the Merger; Other Agreements</u>	90
<u>Access to Information</u>	90
<u>Director and Officer Indemnification and Insurance</u>	91
<u>Employee Matters</u>	91
<u>Definition of Material Adverse Effect</u>	92
<u>Conditions of the Merger</u>	92
<u>Termination; Termination Fees; Expenses</u>	93
<u>Specific Performance; Remedies</u>	96
<u>Amendment; Extension and Waiver</u>	96
<u>Governing Law; Venue</u>	96
<u>DEBT FINANCING</u>	97
<u>General</u>	97
<u>Bridge Facility</u>	97
<u>Initial Bridge Loans, Extended Term Loans and Exchange Notes</u>	98
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS</u>	100
<u>NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS (AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)</u>	104
<u>DESCRIPTION OF CONSOLIDATED CAPITAL STOCK</u>	112
<u>COMPARISON OF RIGHTS OF COMMON SHAREHOLDERS OF ENVENTIS AND COMMON STOCKHOLDERS OF CONSOLIDATED</u>	113
<u>Capitalization</u>	113
<u>Number, Election, Vacancy and Removal of Directors</u>	113
<u>Amendments to Charter Documents</u>	114
<u>Amendments to Bylaws</u>	115
<u>Action by Written Consent</u>	115
<u>Notice of Stockholder/Shareholder Actions</u>	116
<u>Special Stockholder/Shareholder Meetings</u>	117
<u>Stockholder/Shareholder Inspection Rights</u>	117
<u>Limitation of Personal Liability and Indemnification of Directors and Officers</u>	117
<u>Exclusive Forum for the Resolution of Certain Disputes</u>	119
<u>Dividends</u>	119
<u>Conversion; Preemptive Rights</u>	120
<u>Rights Plan</u>	120
<u>Voting Rights; Required Vote for Authorization of Certain Actions</u>	121
<u>Other Statutes Affecting Corporate Control</u>	126
<u>Appraisal Rights and Dissenters' Rights</u>	127
<u>Interested Directors</u>	128
<u>THE ENVENTIS SPECIAL MEETING</u>	130
<u>Date, Time, and Place</u>	130
<u>Purposes of the Enventis Special Meeting</u>	130
<u>Enventis Board Recommendation</u>	130

Table of Contents

	Page
<u>Who Can Vote at the Enventis Special Meeting</u>	<u>130</u>
<u>Vote Required: Quorum</u>	<u>130</u>
<u>Shares Owned by Enventis Directors and Executive Officers</u>	<u>131</u>
<u>Voting by Proxy</u>	<u>131</u>
<u>Solicitation of Proxies</u>	<u>133</u>
<u>ENVENTIS PROPOSAL NO. 1: APPROVAL OF THE MERGER AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREBY, INCLUDING THE MERGER</u>	<u>134</u>
<u>ENVENTIS PROPOSAL NO. 2: APPROVAL, BY AN ADVISORY VOTE, OF THE CHANGE IN CONTROL PAYMENTS</u>	<u>135</u>
<u>ENVENTIS PROPOSAL NO. 3: APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE</u>	<u>136</u>
<u>THE CONSOLIDATED SPECIAL MEETING</u>	<u>137</u>
<u>Date, Time and Place</u>	<u>137</u>
<u>Purpose of the Consolidated Special Meeting</u>	<u>137</u>
<u>Record Date; Shares Entitled to Vote; Required Vote; Quorum</u>	<u>137</u>
<u>Shares Owned by Consolidated Directors and Executive Officers</u>	<u>138</u>
<u>Voting of Proxies</u>	<u>138</u>
<u>Changing Your Vote</u>	<u>139</u>
<u>Solicitation of Proxies</u>	<u>139</u>
<u>CONSOLIDATED PROPOSAL NO. 1: APPROVAL OF THE ISSUANCE OF CONSOLIDATED COMMON STOCK IN CONNECTION WITH THE MERGER</u>	<u>140</u>
<u>Board Recommendation and Stockholder Vote Required</u>	<u>140</u>
<u>CONSOLIDATED PROPOSAL NO. 2: APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE CONSOLIDATED SPECIAL MEETING, IF NECESSARY OR APPROPRIATE</u>	<u>141</u>
<u>Board Recommendation and Stockholder Vote Required</u>	<u>141</u>
<u>LEGAL MATTERS</u>	<u>142</u>
<u>EXPERTS</u>	<u>142</u>
<u>OTHER MATTERS</u>	<u>142</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>144</u>
<u>ANNEX I Merger Agreement</u>	
<u>ANNEX II Fairness Opinion of Waller Capital Securities, LLC</u>	
<u>ANNEX III Fairness Opinion of Wells Fargo Securities, LLC</u>	

Table of Contents

DEFINED TERMS USED IN THIS JOINT PROXY STATEMENT/PROSPECTUS

Consolidated	Consolidated Communications Holdings, Inc., a Delaware corporation
Enventis	Enventis Corporation, a Minnesota corporation, formerly known as Hickory Tech Corporation
Exchange Act	Securities Exchange Act of 1934, as amended
Merger	Business combination whereby Merger Sub will merge with and into Enventis, with Enventis as the surviving entity, pursuant to the Merger Agreement
Merger Agreement	Agreement and Plan of Merger, dated as of June 29, 2014, as it may be amended from time to time, by and among Consolidated, Enventis and Merger Sub
Merger Consideration	With respect to a given share of Enventis common stock, the right to receive 0.7402 validly issued, fully paid and nonassessable shares of Consolidated common stock, subject to certain exceptions, together with any cash in lieu of fractional shares
Merger Sub	Sky Merger Sub Inc., a Minnesota corporation and a wholly-owned subsidiary of Consolidated
SEC	Securities and Exchange Commission
Securities Act	Securities Act of 1933, as amended

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE ENVENTIS SPECIAL MEETING

The following questions and answers address briefly some questions you may have regarding the Merger and the Enventis special meeting. These questions and answers may not address all questions that may be important to you as a shareholder of Enventis or as a stockholder of Consolidated. Please refer to the more detailed information contained elsewhere in this joint proxy statement/prospectus, the annexes to this joint proxy statement/prospectus and the documents referred to in or incorporated by reference into this joint proxy statement/prospectus. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled "Where You Can Find More Information" on page 144.

For certain questions and answers about the Consolidated special meeting, see the section entitled "Questions and Answers about the Consolidated special meeting" on page 8.

What is the Merger?

In accordance with the terms and conditions of the Merger Agreement, if Enventis shareholders approve the Merger Agreement and the transactions contemplated thereby, including the Merger, and Consolidated stockholders approve the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement and the other closing conditions under the Merger Agreement are satisfied or waived, Merger Sub will merge with and into Enventis, and Enventis will be the surviving corporation and a wholly owned subsidiary of Consolidated. A copy of the Merger Agreement is attached as Annex I to this joint proxy statement/prospectus.

Is my vote necessary to complete the Merger?

Yes. Enventis and Consolidated have agreed to combine the two companies upon the terms and conditions of the Merger Agreement that is described in this joint proxy statement/prospectus. You are receiving these proxy materials to help you decide, among other matters, how to vote your shares of Enventis with respect to the proposed Merger.

The Merger cannot be completed unless, among other things, Enventis shareholders approve the Merger Agreement and the transactions contemplated thereby, including the Merger.

The Enventis special meeting is being held to vote on, among other matters, the proposals necessary to complete the Merger. Information about the special meeting, the Merger and the other business to be considered by Enventis shareholders is contained in this joint proxy statement/prospectus.

Your vote is important. Enventis encourages you to vote as soon as possible.

Are there other matters related to the Merger that require the vote of Enventis shareholders?

Yes. At the Enventis special meeting, shareholders will be asked to consider and vote upon a proposal to approve, by an advisory vote, the agreements and understandings of Enventis and its named executive officers concerning compensation that is based on or otherwise relates to the Merger contemplated by the Merger Agreement, and the aggregate total of all such compensation that may be paid or become payable to or on behalf of such executive officers, as disclosed in this joint proxy statement/prospectus under the heading "The Merger Interests of Enventis Directors and Executive Officers in the Merger Change of Control Agreements with Executive Officers" (the "change in control payments").

Table of Contents

What will shareholders receive in the Merger?

Enventis shareholders will be entitled to receive 0.7402 shares of Consolidated common stock for each share of Enventis common stock owned at the effective time of the Merger. No fractional shares of Consolidated common stock will be issued. Each Enventis shareholder will be entitled to receive, in lieu of any fractional share of Consolidated common stock, an amount in cash equal to the value of the fractional share of Consolidated common stock to which such shareholder would otherwise have been entitled.

After completion of the Merger, each Consolidated stockholder will have the same number of shares of Consolidated common stock that such stockholder held immediately prior to the completion of the Merger. However, upon issuance of the shares of Consolidated common stock to Enventis shareholders in connection with the Merger, each share of Consolidated common stock outstanding immediately prior to the completion of the Merger will represent a smaller percentage of the aggregate number of shares of Consolidated common stock outstanding after the completion of the Merger. On the other hand, each share of Consolidated common stock will then represent an interest in a company with more assets.

Where and when is the special meeting of Enventis shareholders?

The Enventis special meeting will be held at 8:00 a.m., Central time, on October 8, 2014, at Enventis' corporate headquarters, 221 East Hickory Street in Mankato, Minnesota 56001.

Who can vote at the Enventis special meeting?

Enventis shareholders can vote at the Enventis special meeting if such shareholders owned shares of Enventis common stock as of the close of business on August 21, 2014, which is the record date for the special meeting.

What vote of Enventis shareholders is required to approve the proposals?

To approve the Merger Agreement and the transactions contemplated thereby, including the Merger, holders of at least two-thirds of the outstanding shares of Enventis common stock entitled to vote must vote their shares "**FOR**" the approval of the proposal.

To approve, by an advisory vote, the change in control payments, holders of the greater of (1) a majority of the voting power of the shares present in person or represented by proxy and entitled to vote on this item of business at the Enventis special meeting, or (2) a majority of the voting power of the minimum number of the shares entitled to vote that would constitute a quorum for the transaction of business at the Enventis special meeting, must vote their shares "**FOR**" the proposal.

To approve adjournment of the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies, holders a majority of the voting power of the shares present in person or represented by proxy and entitled to vote on this item of business at the Enventis special meeting, whether or not a quorum is present, must vote their shares "**FOR**" the proposal.

What constitutes a quorum for the Enventis special meeting?

A majority of the outstanding shares of Enventis common stock entitled to vote being present in person or represented by proxy constitutes a quorum for the special meeting. If a quorum is not present, the shareholders present, in person or by proxy, may adjourn the meeting, without notice other than announced at the meeting, to another place, if any, date or time.

Table of Contents

How does the Board of Directors of Enventis recommend that Enventis shareholders vote?

The Enventis board of directors has determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, are in the best interests of Enventis and its shareholders and recommends that Enventis shareholders vote "**FOR**" the approval of the Merger Agreement and the transactions contemplated thereby, including the Merger, "**FOR**" the approval, by advisory vote, of the change in control payments and "**FOR**" the proposal to adjourn or postpone the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies. The board is soliciting shareholder votes consistent with the board's recommendation. You should read the section entitled "The Merger Enventis' Reasons for the Merger and Recommendation of the Enventis Board of Directors" for a discussion of the factors that the board considered in deciding to recommend voting "**FOR**" the approval of the Merger Agreement and the transactions contemplated thereby, including the Merger.

How do I vote?

If you are an Enventis shareholder of record, as of the record date, after carefully reading and considering the information contained in this joint proxy statement/prospectus, you may vote by any of the following methods:

Internet. Electronically through the Internet by accessing www.proxyvote.com. You may vote through the Internet until 11:59 p.m., Eastern time, on October 7, 2014. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and create an electronic voting instruction form. Internet voting is available 24 hours a day, and the procedures are designed to authenticate votes cast by using a control number located on your proxy card. These procedures allow you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote through the Internet, you should not return your proxy card.

Mail. By returning your proxy through the mail. If you complete and properly sign the accompanying proxy card and return it to Enventis, it will be voted as you direct on the proxy card. You should follow the instructions set forth on the proxy card, being sure to complete it, to sign it, and to mail it in the enclosed postage-paid envelope.

Telephone. By calling 1-800-690-6903. You may vote by telephone until 11:59 p.m., Eastern time, on October 7, 2014. This toll free number is also included on the proxy card. Telephone voting is available 24 hours a day, and the procedures are designed to authenticate votes cast by using a control number located on your proxy card. These procedures allow you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote by telephone, you should not return your proxy card.

In Person. In person at the meeting. At the meeting, you will need to request a ballot in order to vote your shares in person.

Enventis recommends that you vote in advance even if you plan to attend the meeting so that Enventis will know as soon as possible that enough votes will be present for Enventis to hold the meeting. If you are a shareholder of record and attend the meeting, you may vote at the meeting or deliver your completed proxy card in person. If you properly return or submit your proxy but do not indicate how you wish to vote, Enventis will count your proxy as a vote "**FOR**" the approval of the Merger Agreement and the transactions contemplated thereby, including the Merger, "**FOR**" the approval, by advisory vote, of the change in control payments and "**FOR**" the proposal to adjourn or postpone the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

Table of Contents

If your shares are held in "street name," please refer to the information forwarded to you by your bank, broker or other holder of record to see what you must do in order to vote your shares, including whether you may be able to vote electronically through your bank, broker or other record holder. If so, instructions regarding electronic voting will be provided by the bank, broker or other holder of record to you as part of the package that includes this joint proxy statement/prospectus. If you are a "street name" beneficial holder of shares and you wish to vote in person at the meeting, you will need to obtain a proxy from the institution that holds your shares and present it to the inspector of elections with your ballot when you vote at the special meeting.

What is the difference between a shareholder of record and a "street name" beneficial holder of shares?

If your shares are registered directly in your name with Enventis' transfer agent, Wells Fargo Bank, N.A., you are considered a shareholder of record with respect to those shares. If this is the case, the shareholder proxy materials have been sent or provided directly to you by Enventis.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the "beneficial holder" of the shares held for you in what is known as "street name." If this is the case, the proxy materials have been forwarded to you by your brokerage firm, bank or other nominee, which is considered the shareholder of record with respect to these shares. As the beneficial holder, you have the right to direct your broker, bank or other nominee how to vote your shares. Please contact your broker, bank, or other nominee for instructions on how to vote any shares you beneficially own.

If my shares are held in "street name" by my broker, will my broker vote my shares for me?

If your shares are held for you as a beneficial owner in "street name," your broker will vote your shares on the proposals only if you provide instructions to your broker on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Without instructions, your shares will not be voted, which will have the effect of an "Against" vote for the proposal to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, and will have no effect on the proposals to approve, by an advisory vote, of the change in control payments and to adjourn or postpone the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

Will anyone contact me regarding this vote?

Enventis has retained Morrow & Co., LLC, 470 West Ave., Stamford, CT 06902 to aid in the solicitation of proxies and to verify certain records related to the solicitation. Enventis will pay Morrow & Co., LLC a fee of \$10,000 plus solicitation charges plus reimbursement for its reasonable out-of-pocket expenses. Such solicitations may be made by mail, telephone, facsimile, e-mail, the Internet or personal interviews.

Can I change my vote after I have delivered my proxy?

Yes. You can change your vote before the Enventis special meeting. If you are an Enventis shareholder of record, you may change your proxy voting instructions prior to commencement of the special meeting by granting a new proxy (by mail, by phone or over the Internet), as described under "The Enventis Special Meeting Voting by Proxy" on page 131. You may also revoke a proxy by submitting a notice of revocation to the Secretary of Enventis at the address set forth under "The Enventis Special Meeting Voting by Proxy" on page 131 prior to the commencement of the special meeting. Attendance at the special meeting will not in and of itself constitute revocation of a proxy.

Table of Contents

If your shares are held in "street name," you may change your vote by submitting new voting instructions to your broker or other nominee holder in accordance with the procedures established by it. Please contact your broker or other nominee and follow its directions in order to change your vote.

Should I send in my Enventis stock certificates with my proxy card?

No. Please DO NOT send your Enventis stock certificates with your proxy card.

What are the material U.S. federal income tax consequences of the Merger to U.S. holders of Enventis shares?

Each of Stinson Leonard Street LLP, tax counsel to Enventis, and Schiff Hardin LLP, tax counsel to Consolidated, is delivering an opinion that the Merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. However, neither Enventis nor Consolidated has requested or received a ruling from the Internal Revenue Service that the Merger will qualify as a reorganization. Assuming that the Merger qualifies as a reorganization, U.S. holders of Enventis shares should not recognize any gain or loss for U.S. federal income tax purposes when they exchange their Enventis shares for shares of Consolidated common stock in the Merger, except with respect to cash received in lieu of fractional shares of Consolidated common stock.

The tax opinions regarding the Merger do not address any state, local or foreign tax consequences of the Merger.

Please carefully review the information set forth in the section titled "Material United States Federal Income Tax Consequences" beginning on page 79 for a description of the material United States federal income tax consequences of the Merger. The tax consequences of the Merger to each Enventis shareholder will depend on such Enventis shareholder's own situation. Enventis shareholders should consult with their own tax advisors for a full understanding of the tax consequences of the Merger to them.

When do Enventis and Consolidated expect the Merger to be completed?

Enventis and Consolidated are working to complete the Merger as quickly as possible. If the Merger Agreement and the transactions contemplated thereby, including the Merger, are approved by Enventis shareholders, the issuance of Consolidated common stock to Enventis shareholders in the Merger is approved by Consolidated stockholders, and the other conditions to completion of the Merger are satisfied or waived, including required regulatory approvals, it is anticipated that the Merger will be completed in the fourth quarter of 2014. However, it is possible that factors outside the control of Enventis and Consolidated could require Enventis and Consolidated to complete the Merger at a later time or not complete it at all. If the Merger is not completed by January 31, 2015, either Enventis or Consolidated may terminate the Merger Agreement (provided that the party terminating the Merger Agreement has not materially contributed to the failure to fulfill any condition under the Merger Agreement). The commitments that Consolidated received from lenders in connection with its financing of the Merger and the transactions contemplated thereby terminate on January 31, 2015 unless an extension is agreed to by such lenders, as described further under "Debt Financing" on page 97.

Will Enventis continue to pay dividends on its common stock until the Merger is completed?

Enventis paid cash dividends of \$0.145 per share, \$0.150 per share, \$0.150 per share and \$0.150 per share in the third and fourth quarters of the year ending December 31, 2013 and the first and second quarters of the year ending December 31, 2014, respectively. Enventis currently expects to pay comparable cash dividends in the future and is expressly permitted to continue to pay a quarterly dividend of \$0.150 per share under the terms of the Merger Agreement. However, future dividend

Table of Contents

payments are at the discretion of the Enventis board and changes in the dividend program will continue to depend on Enventis' earnings, capital requirements, financial condition, debt covenant and other factors considered relevant by the Enventis board.

Can Enventis shareholders dissent and require appraisal of their shares?

No. Under Minnesota law, unless otherwise set forth in the articles of incorporation or bylaws, dissenters' rights are not available in connection with a merger to the holders of shares listed on certain national stock exchanges, including the NASDAQ Global Select Market, as long as the consideration to be received for such shares consists only of shares that are listed on one of such national stock exchanges and cash in lieu of fractional shares. Because (i) the Enventis articles of incorporation and bylaws do not contain provisions relating to dissenters' rights and appraisal rights, (ii) the common stock of Enventis is listed on the NASDAQ Global Select Market, and (iii) the consideration to be received by holders of Enventis common stock in the Merger will consist only of common stock of Consolidated (which is registered on the NASDAQ Global Select Market) and cash in lieu of fractional shares, holders of common stock of Enventis do not have any right to dissent from corporate action and obtain payment of the fair value of their shares in connection with the Merger.

Who can help answer my questions?

If Enventis shareholders have any questions about the Merger or the Enventis special meeting, or if they need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, they should contact:

Morrow & Co. LLC
470 West Ave.
Stamford, CT 06902
Banks and Brokerage Firms, please call: (203) 658-9400
Stockholders and All others, call toll-free: (888) 681-0976
Email: enve.info@morrowco.com

Who will tabulate and certify the vote?

Representatives of Broadridge Financial Solutions, Inc. will tabulate the votes and act as Inspector of Elections.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE CONSOLIDATED SPECIAL MEETING

The following questions and answers address briefly some questions you may have regarding the Consolidated special meeting. These questions and answers may not address all questions that may be important to you as a stockholder of Consolidated. Please refer to the more detailed information contained elsewhere in this joint proxy statement/prospectus, the annexes to this joint proxy statement/prospectus and the documents referred to in or incorporated by reference into this joint proxy statement/prospectus. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled "Where You Can Find More Information" on page 144.

For certain questions and answers about the Enventis special meeting, see the section entitled "Questions and Answers about the Merger and the Enventis Special Meeting" on page 2.

What is the purpose of this joint proxy statement/prospectus?

The purpose of this joint proxy statement/prospectus is to provide information regarding matters to be voted on at the special meeting of Consolidated's stockholders. Proxies are solicited by Consolidated's board to give all stockholders of record an opportunity to vote on the matters to be presented at the special meeting, even if the stockholders cannot attend the meeting. The board has designated Steven J. Shirar and Matthew K. Smith as proxies, who will vote the shares represented by proxies at the special meeting in the manner indicated by the proxies.

What proposals will be voted on at the Consolidated special meeting?

Consolidated stockholders will vote on the following proposals at the special meeting:

the approval of the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement, a copy of which is attached as Annex I to the accompanying joint proxy statement/prospectus (Consolidated Proposal No. 1); and

the proposal to adjourn or postpone the Consolidated special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies (Consolidated Proposal No. 2).

Who is entitled to vote?

Each outstanding share of Consolidated's common stock entitles its holder to cast one vote on each matter to be voted upon at the special meeting. Only stockholders of record at the close of business on the record date, August 21, 2014, are entitled to receive notice of the special meeting and to vote the shares of common stock that they held on that date at the meeting, or any adjournment or postponement of the meeting. If your shares are held for you as a beneficial holder in "street name," please refer to the information forwarded to you by your bank, broker or other holder of record to see what you must do to vote your shares.

A complete list of stockholders entitled to vote at the special meeting will be available for examination by any stockholder at Consolidated's corporate headquarters, 121 South 17th Street, Mattoon, Illinois 61938, during normal business hours for a period of ten days before the special meeting and at the time and place of the special meeting.

What is the difference between a stockholder of record and a beneficial holder of shares?

If your shares are registered directly in your name with Consolidated's transfer agent, Computershare Trust Company, N.A., you are considered a stockholder of record with respect to those shares. If this is the case, the stockholder proxy materials have been sent or provided directly to you by Consolidated.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the "beneficial holder" of the shares held for you in what is known as "street name." If this

Table of Contents

is the case, the proxy materials have been forwarded to you by your brokerage firm, bank or other nominee, which is considered the stockholder of record with respect to these shares. As the beneficial holder, you have the right to direct your broker, bank or other nominee how to vote your shares. Please contact your broker, bank, or other nominee for instructions on how to vote any shares you beneficially own.

Who can attend the meeting?

All stockholders of record as of August 21, 2014, or their duly appointed proxies, may attend the meeting. Cameras, recording devices and other electronic devices will not be permitted at the meeting. If you hold your shares in "street name," you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date.

What constitutes a quorum?

A quorum of stockholders is necessary to hold the special meeting. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum. As of August 21, 2014, the record date, 40,289,154 shares of Consolidated's common stock were outstanding. Proxies received but marked as withheld, abstentions or broker non-votes will be included in the calculation of the number of shares considered present at the meeting for purposes of establishing a quorum. In the event that a quorum is not present at the special meeting, Consolidated expects that the special meeting will be adjourned or postponed to solicit additional proxies.

How do I vote?

If you are a stockholder of record, you may vote by any of the following methods:

Internet. Electronically through the Internet by accessing Consolidated's materials using the information on your proxy card. To vote through the Internet, you should sign on to this website and follow the procedures described at the website. Internet voting is available 24 hours a day, and the procedures are designed to authenticate votes cast by using a personal identification number located on your proxy card. These procedures allow you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote through the Internet, you should not return your proxy card. If you vote through the Internet, your proxy will be voted as you direct on the website.

Mail. By returning your proxy through the mail. If you complete and properly sign the accompanying proxy card and return it to Consolidated, it will be voted as you direct on the proxy card. You should follow the instructions set forth on the proxy card, being sure to complete it, to sign it and to mail it in the enclosed postage-paid envelope.

Telephone. By calling 1-800-652-VOTE (1-800-652-8683). This toll free number is also included on the proxy card. Telephone voting is available 24 hours a day, and the procedures are designed to authenticate votes cast by using a personal identification number located on your proxy card. These procedures allow you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote by telephone, you should not return your proxy card.

In Person. In person at the meeting.

Consolidated recommends that you vote in advance even if you plan to attend the meeting so that Consolidated will know as soon as possible that enough votes will be present for Consolidated to hold the meeting. If you are a stockholder of record and attend the meeting, you may vote at the meeting or deliver your completed proxy card in person.

Table of Contents

If your shares are held in "street name," please refer to the information forwarded to you by your bank, broker or other holder of record to see what you must do in order to vote your shares, including whether you may be able to vote electronically through your bank, broker or other record holder. If so, instructions regarding electronic voting will be provided by the bank, broker or other holder of record to you as part of the package that includes this joint proxy statement/prospectus. If you are a "street name" stockholder and you wish to vote in person at the meeting, you will need to obtain a proxy from the institution that holds your shares and present it to the inspector of elections with your ballot when you vote at the special meeting.

Can I change my vote after I return my proxy card?

Yes. Even after you have submitted your proxy, you may change your vote at any time before the proxy is voted by:

delivering to Consolidated's Secretary at the address set forth under "The Consolidated Special Meeting Date, Time and Place" on page 137 a written notice of revocation of your proxy by mail, by telephone or through the Internet;

delivering a duly executed proxy bearing a later date; or

voting in person at the special meeting.

If your shares are held in "street name," you may vote in person at the special meeting if you obtain a proxy as described in the answer to the previous question.

How many votes are required for the proposals to pass?

The vote required for each of (i) the approval of the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement (Consolidated Proposal No. 1) and (ii) the proposal to adjourn or postpone the Consolidated special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies (Consolidated Proposal No. 2) is the approval of a majority of the votes present, in person or by proxy, and entitled to vote on the matter.

How are abstentions and broker non-votes treated?

If a stockholder abstains from voting on Consolidated Proposal No. 1 or Consolidated Proposal No. 2, it will have the same effect as a vote "AGAINST" that proposal. Broker non-votes and shares as to which proxy authority has been withheld with respect to any matter are not entitled to vote for purposes of determining whether stockholder approval for that matter has been obtained and, therefore, will have no effect on the outcome of the vote on any such matter. A broker "non-vote" occurs on a proposal when shares held of record by a broker are present or represented at the meeting but the broker is not permitted to vote on that proposal without instruction from the beneficial owner of the shares and no instruction has been given.

What if I do not specify a choice for a matter when returning a proxy?

Stockholders should specify their choice for each matter on the enclosed proxy. If no specific instructions are given, proxies that are signed and returned will be voted:

"FOR" the approval of the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement (see page 140); and

"FOR" the proposal to adjourn or postpone the special meeting, if necessary or appropriate, for, among other reasons the solicitation of additional proxies (see page 141).

Table of Contents

What are the board's recommendations?

The board's recommendations, together with the description of each proposal, are set forth in this joint proxy statement/prospectus. In summary, the board recommends that you vote:

"FOR" the approval of the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement (see page 140); and

"FOR" the proposal to adjourn or postpone the special meeting, if necessary or appropriate, for, among other reasons the solicitation of additional proxies (see page 141).

You should read the section entitled "The Merger Consolidated's Reasons for the Merger" for a discussion of the factors that Consolidated's board considered in deciding to recommend voting "FOR" the approval of the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement.

Unless you give other instructions on your proxy card, the persons named as proxy holders on the enclosed proxy card will vote in accordance with the recommendations of the board of directors.

What happens if additional matters are presented at the special meeting?

Other than the two proposals described in this joint proxy statement/prospectus, Consolidated is not aware of any other business to be acted upon at the special meeting. If you grant a proxy, the persons named as proxy holders on the enclosed proxy card will, pursuant to the provisions of Rule 14a-4(c) under the Exchange Act, vote your shares on any additional matters properly presented for a vote at the meeting as recommended by the board or, if no recommendation is given, in their own discretion.

Will anyone contact me regarding this vote?

Consolidated has retained Morrow & Co., LLC, 470 West Ave., Stamford, CT 06902 to aid in the solicitation of proxies and to verify certain records related to the solicitation. Consolidated will pay Morrow & Co., LLC a fee of \$10,000 as compensation for its services and will reimburse it for its reasonable out-of-pocket expenses. Such solicitations may be made by mail, telephone, facsimile, e-mail, the Internet or personal interviews.

Who can help answer my questions?

If Consolidated stockholders have any questions about the Merger or the Consolidated special meeting, or if they need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, they should contact:

Morrow & Co. LLC
470 West Ave.
Stamford, CT 06902
Banks and Brokerage Firms, please call: (203) 658-9400
Stockholders and All others, call toll-free: (877) 849-0763
Email: cnsi.info@morrowco.com

Who will tabulate and certify the vote?

Representatives of Computershare Trust Company, N.A., Consolidated's transfer agent, will tabulate the votes and act as Inspector of Elections.

Table of Contents

SUMMARY

This summary highlights selected information from this joint proxy statement/prospectus and may not contain all the information that is important to you. To understand the Merger fully and for a more complete description of the legal terms of the Merger, you should carefully read this entire joint proxy statement/prospectus and the other documents to which you are referred. See also "Where You Can Find More Information" on page 144. Page references are included to direct you to a more complete description of the topics presented in this summary.

The Companies (page 36)

Consolidated

Consolidated Communications Holdings, Inc.
121 South 17th Street
Mattoon, Illinois 61938
Telephone: (218) 235-3311

Consolidated offers a wide range of telecommunications services, including local and long-distance service, high-speed broadband Internet access, video services, digital telephone service ("VOIP"), custom calling features, private line services, carrier grade access services, network capacity services over Consolidated's regional fiber optic networks, directory publishing, Competitive Local Exchange Carrier ("CLEC") services and equipment sales.

Enventis

Enventis Corporation
221 East Hickory Street
P.O. Box 3248
Mankato, Minnesota 56002-3248
Telephone: (507) 387-3355

Enventis, a Minnesota corporation, formerly Hickory Tech Corporation, is a leading provider of advanced communication solutions including data, cloud and IT services to businesses throughout the upper Midwest. The company also provides residential broadband services in select southern Minnesota and northwest Iowa communities. The Enventis fiber network spans more than 4,200 route miles across Minnesota and into Iowa, North Dakota, South Dakota and Wisconsin. The company has 520 employees with corporate headquarters located in Mankato, Minnesota and a 116-year track record of stability.

General

What Enventis Shareholders Will Receive in the Merger (page 75)

At the effective time of the Merger, each share of Enventis common stock (other than shares owned directly by Enventis, any Enventis subsidiary, Consolidated or Merger Sub) issued and outstanding immediately prior to the effective time of the Merger will be converted into and become the right to receive 0.7402 shares of Consolidated common stock and cash in lieu of fractional shares.

Ownership of Consolidated Following the Merger (page 75)

Based on the number of shares of Enventis common stock and Consolidated common stock outstanding on the record date, it is anticipated that, immediately following the Merger, Enventis shareholders will own in the aggregate approximately 20.3% of the outstanding shares of Consolidated common stock.

Table of Contents

Material United States Federal Income Tax Consequences (page 79)

Each of Stinson Leonard Street LLP, tax counsel to Enventis, and Schiff Hardin LLP, tax counsel to Consolidated, is delivering an opinion that the Merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Assuming that the Merger qualifies as a reorganization, Enventis shareholders should not recognize any gain or loss for U.S. federal income tax purposes when they exchange their Enventis shares for shares of Consolidated common stock in the Merger, except with respect to cash received in lieu of fractional shares of Consolidated common stock. The tax opinions regarding the Merger do not address any state, local or foreign tax consequences of the Merger. The tax opinions are subject to customary qualifications and assumptions, including that the Merger will be completed according to the terms of the Merger Agreement. In rendering the tax opinions, each counsel is relying on representations of Enventis, Merger Sub and Consolidated. If any such assumption or representation is or becomes inaccurate, the U.S. federal income tax consequences of the Merger could be adversely affected. An opinion of counsel represents counsel's best legal judgment but is not binding on the Internal Revenue Service or on any court. Neither Enventis nor Consolidated intends to request any ruling from the Internal Revenue Service as to the U.S. federal income tax consequences of the Merger. Consequently, no assurance can be given that the Internal Revenue Service will not assert, or that a court will not sustain, a position contrary to any of the tax consequences set forth in this joint proxy statement/prospectus. **The tax consequences of the Merger to each Enventis shareholder will depend on such Enventis shareholder's own situation. Enventis shareholders should consult with their own tax advisors for a full understanding of the tax consequences of the Merger to them.**

Recommendation of the Enventis Board of Directors (page 130)

The board of directors of Enventis unanimously recommends that Enventis shareholders vote "FOR" each of (i) the approval of the Merger Agreement and the transactions contemplated thereby, including the Merger; (ii) the approval, by an advisory vote, of the change in control payments to Enventis' named executive officers; and (iii) the approval of the adjournment or postponement of the Enventis special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

Recommendations of the Consolidated Board of Directors (pages 140 and 141)

The board of directors of Consolidated unanimously recommends that Consolidated stockholders vote "FOR" each of (i) the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement; and (ii) the proposal to adjourn or postpone the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

Opinion of Financial Advisor to Enventis (page 49 and Annex II)

On June 29, 2014, at a meeting of the Enventis board of directors held to evaluate the Merger, Waller Capital Securities, LLC ("Waller Capital") delivered an oral opinion to the Enventis board of directors, which opinion was confirmed by delivery of a written opinion, dated June 29, 2014, to the effect that, as of such date, and based upon and subject to the assumptions, procedures, factors, qualifications and limitations described in its opinion the exchange ratio to be received by holders of Enventis common stock in the Merger was fair, from a financial point of view, to such holders.

The full text of Waller Capital's opinion to the Enventis board of directors describes the assumptions made, procedures followed, factors considered and limitations on the review undertaken by Waller Capital. This written opinion is attached as Annex II to this joint proxy statement/prospectus and incorporated by reference herein. Waller Capital's opinion was provided for the benefit of the Enventis board of directors (in its capacity as such) in connection with, and for the purpose of, its

Table of Contents

evaluation of the fairness of the exchange ratio to be received by holders of Enventis common stock in the Merger, from a financial point of view, and does not address any other aspect of the Merger. The opinion does not address the relative merits of the Merger as compared to other business strategies or transactions that might be available with respect to Enventis or Enventis' underlying business decision to effect the Merger. You are encouraged to read the opinion in its entirety, which is attached to this joint proxy statement/prospectus as Annex II, and the description thereof in the section titled "The Merger Opinion of Financial Advisor to Enventis".

Opinion of Financial Advisor to Consolidated (page 60 and Annex III)

On June 29, 2014, Wells Fargo Securities, LLC ("Wells Fargo Securities") delivered its written opinion to the board of directors of Consolidated to the effect that, as of June 29, 2014, and based on and subject to various assumptions made, procedures followed, matters considered and limitations on the review undertaken by Wells Fargo Securities in connection with the opinion, the experience of its investment bankers and other factors it deemed relevant, the exchange ratio pursuant to the Merger Agreement was fair, from a financial point of view, to Consolidated.

The full text of the written opinion of Wells Fargo Securities sets forth, among other things, assumptions made, procedures followed, matters considered and limitations on the review undertaken by Wells Fargo Securities in connection with such opinion. This written opinion is attached as Annex III to this joint proxy statement/prospectus and is incorporated by reference in its entirety into this joint proxy statement/prospectus. Wells Fargo Securities provided its opinion for the information and use of the board of directors of Consolidated in connection with its evaluation of the Merger. Wells Fargo Securities' opinion only addresses the fairness, from a financial point of view, to Consolidated of the exchange ratio to the extent expressly specified in its opinion, and does not address any other terms or aspects of the Merger. Wells Fargo Securities' opinion does not address the merits of the underlying decision by Consolidated to enter into the Merger Agreement or the relative merits of the Merger or contemplated financings compared with other business strategies or transactions available or that have been or might be considered by the management or the board of directors of Consolidated or in which Consolidated might engage. Wells Fargo Securities' opinion did not and does not constitute a recommendation as to how any holder of shares of Consolidated common stock should vote with respect to the issuance of shares of Consolidated common stock pursuant to the Merger and the Merger Agreement or any other matter. You are encouraged to read the opinion in its entirety, which is attached to this joint proxy statement/prospectus as Annex III, and the description thereof in the section titled "The Merger Opinion of Financial Advisor to Consolidated".

Interests of Enventis Directors and Executive Officers in the Merger (page 69)

In considering the recommendation of the Enventis board of directors with respect to the Merger Agreement, you should be aware that some of Enventis' directors and executive officers have interests in the Merger that are different from, or in addition to, those of Enventis shareholders generally. The Enventis board of directors was aware of these interests and considered them, among other matters, in reaching its decision to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, and to recommend that Enventis shareholders vote "**FOR**" the approval of the Merger Agreement and the transactions contemplated thereby, including the Merger.

Comparison of Rights of Common Shareholders of Enventis and Common Stockholders of Consolidated (page 113)

The rights of Enventis shareholders are currently governed by the Enventis articles of incorporation, the Enventis bylaws, and Minnesota law. Upon completion of the Merger, all shareholders of Enventis will become stockholders of Consolidated and their rights will be governed by the Consolidated certificate of incorporation, the Consolidated bylaws, and Delaware law.

Table of Contents

The Enventis Special Meeting (page 130)

The special meeting of Enventis shareholders will be held on October 8, 2014 at Enventis' corporate headquarters, 221 East Hickory Street in Mankato, Minnesota, at 8:00 a.m., Central time. At the special meeting, Enventis shareholders will be asked to (i) vote upon the proposal to approve the Merger Agreement and the transactions contemplated thereby, including the Merger; (ii) cast an advisory vote to approve the change in control payments to Enventis' named executive officers; and (iii) vote to approve the adjournment or postponement of the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

The Consolidated Special Meeting (page 137)

The special meeting of stockholders of Consolidated will be held at Consolidated's corporate headquarters, 121 South 17th Street, Mattoon, Illinois on October 8, 2014 at 9:00 a.m., Central time. The special meeting of stockholders is being held for the following purposes: (i) to approve the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement; and (ii) to approve the adjournment or postponement of the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement.

Record Dates; Shares Entitled to Vote; Required Vote with respect to the Merger; Quorums (pages 130 and 137)

Enventis shareholders are entitled to vote at the special meeting if they owned shares of Enventis common stock at the close of business on August 21, 2014, the record date. On the record date, there were 13,665,701 shares of Enventis common stock outstanding. Shareholders will be entitled to one vote for each share of Enventis common stock that they owned on the record date on all matters submitted to a vote at the special meeting.

To approve the Merger Agreement and the transactions contemplated thereby, including the Merger, the affirmative vote of at least two-thirds of the outstanding shares of Enventis entitled to vote thereon is required. The presence at the special meeting on October 8, 2014, in person or by proxy, of shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast at the special meeting will constitute a quorum, which is necessary to hold the meeting. In the event that a quorum is not present at the special meeting, Enventis expects that the special meeting will be adjourned or postponed to solicit additional proxies.

Consolidated stockholders are entitled to vote at the special meeting if they owned shares of Consolidated common stock at the close of business on August 21, 2014, the record date. As of the record date, 40,289,154 shares of Consolidated's common stock were outstanding. Each outstanding share of Consolidated's common stock entitles its holder to cast one vote on each matter to be voted upon at the special meeting.

To approve the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement, the approval of a majority of the votes present, in person or by proxy, and entitled to vote is required. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum. In the event that a quorum is not present at the special meeting, Consolidated expects that the special meeting will be adjourned or postponed to solicit additional proxies.

Table of Contents

Shares Owned by Enventis Directors and Executive Officers (page 131)

At the close of business on the record date, directors and executive officers of Enventis beneficially owned and were entitled to vote, in the aggregate 1,120,459 shares of Enventis common stock, which represented approximately 8.2% of the shares of Enventis common stock outstanding on that date. The affirmative vote of at least two-thirds of the outstanding shares of Enventis common stock are required to approve the Merger Agreement and the transactions contemplated thereby, including the Merger. The directors and executive officers of Enventis have informed Enventis that they intend to vote all of their shares of Enventis common stock **"FOR"** the Merger Agreement and the transactions contemplated thereby, including the Merger.

Shares Owned by Consolidated Directors and Executive Officers (page 138)

At the close of business on the record date, directors and executive officers of Consolidated beneficially owned and were entitled to vote, in the aggregate, 2,445,572 shares of Consolidated common stock, which represented approximately 6.1% of the shares of Consolidated common stock outstanding on that date. The affirmative vote of a majority of the votes present in person or by proxy, and entitled to vote on the matter is required to approve the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement. The directors and executive officers of Consolidated have informed Consolidated that they intend to vote all of their shares of Consolidated common stock **"FOR"** the approval of the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement.

The Merger (pages 36 and 82)

The Merger Agreement is attached as Annex I to this joint proxy statement/prospectus. You are encouraged to read the Merger Agreement carefully and in its entirety because it is the principal document governing the Merger.

Conditions to the Merger (page 92)

Enventis and Consolidated are obligated to complete the Merger only if certain conditions precedent are satisfied or waived, including the following:

The Merger Agreement has been approved by the affirmative vote of holders of not less than two-thirds of the outstanding shares of Enventis common stock at the Enventis special meeting.

The waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), has expired or has been terminated (this condition has been satisfied see "The Merger Regulatory Approvals Required for the Merger United States Antitrust").

The approvals of the Federal Communications Commission (the "FCC"), the Minnesota Public Utility Commission (the "Minnesota PUC"), the Iowa Utilities Board (the "Iowa UB"), the North Dakota Public Service Commission (the "North Dakota PSC"), the South Dakota Public Utilities Commission (the "South Dakota PUC") and the Wisconsin Public Service Commission (the "Wisconsin PSC") have been obtained.

No order, injunction, statute, rule, regulation or decree shall have been issued, enacted, entered, promulgated or enforced by a governmental entity that prohibits, precludes, restrains, enjoins or makes illegal the consummation of the Merger.

Consolidated's registration statement on Form S-4, of which this joint proxy statement/prospectus forms a part, has been declared effective by the SEC and no stop order suspending the effectiveness of the registration statement is in effect, and no proceeding for such purpose is pending or, to Consolidated's knowledge or Enventis', threatened by the SEC.

Table of Contents

The issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement, pursuant to the NASDAQ Listing Rules, has been approved by a majority of the votes present, in person or by proxy, and entitled to vote at the special meeting of stockholders of Consolidated.

The shares of Consolidated common stock to be issued in the Merger have been approved for listing on the NASDAQ Global Select Market.

Other contractual conditions set forth in the Merger Agreement have been satisfied or waived.

Termination; Termination Fees; Expenses (page 93)

The Merger Agreement contains provisions addressing the circumstances under which Consolidated or Enventis may terminate the Merger Agreement. In addition, the Merger Agreement provides that, in certain circumstances, Enventis may be required to pay Consolidated a termination fee of \$8,448,750.

No Solicitation; Changes in Recommendation (page 87)

The Merger Agreement contains certain restrictions on Enventis' ability to solicit or engage in discussions or negotiations with a third party regarding specified transactions involving Enventis. Notwithstanding these restrictions, under certain circumstances, the Enventis board of directors may (i) respond to an unsolicited bona fide proposal for an alternative acquisition or (ii) terminate the Merger Agreement and enter into an agreement with respect to a superior proposal (in which case Enventis will be required to pay to Consolidated the termination fee described above).

Regulatory Approvals Required for the Merger (page 77)

United States antitrust laws prohibit Consolidated and Enventis from completing the Merger until they have furnished certain information and materials to the Antitrust Division of the Department of Justice and the Federal Trade Commission under the HSR Act and a required waiting period has ended. Enventis and Consolidated filed the required notification and report forms with the Antitrust Division of the Department of Justice and the Federal Trade Commission on July 11, 2014. The required waiting period was terminated on July 21, 2014.

Completion of the Merger is also conditioned upon the receipt of the following approvals of the FCC, the Minnesota PUC, the Iowa UB, certain local municipalities in Minnesota and filing notices with the North Dakota PSC, the South Dakota PUC, the Wisconsin PSC. On July 11, 2014, Enventis and its subsidiaries that are regulated by the Minnesota Public Utilities Commission ("Minnesota PUC"), and Consolidated and its subsidiary, Sky Merger Sub Inc., jointly filed an application with the Minnesota PUC for approval of the transfer of control of those Enventis subsidiaries to Consolidated. Upon closing of the transaction, the parties will notify the Minnesota PUC that the transaction has been consummated. On July 17 and 18, 2014, Consolidated, Enventis and the subsidiaries of Enventis that hold FCC Section 214 authorizations jointly filed applications for the transfer control of those subsidiaries to Consolidated. Upon closing of the transaction, the parties will notify the FCC that the transaction has been consummated. On July 22, 2014, Consolidated and Enventis filed with the Iowa UB an informational notice of the transfer of control of the Enventis subsidiaries that are regulated by the Iowa UB. Upon closing of the transaction, the parties will notify the Iowa UB that the transaction has been consummated. On or before August 19, 2014 Enventis, Enventis Telecom, Inc. and Consolidated filed for approval of transfer of control of Enventis Telecom, Inc. and/or debt financing with the state regulatory commissions in Georgia, Indiana, Maryland, New York, Ohio and Pennsylvania. Upon closing of the transaction, the parties will notify the state regulatory commissions that the transaction has been consummated. On August 1, 2014, Consolidated and Enventis filed notice with the Minnesota municipalities of Amboy,

Table of Contents

Eagle Lake, Ellendale, Faribault, Garden City, Good Thunder, Janesville, Lake Crystal, Madison Lake, Mankato, Mapleton, Nicollet, North Mankato, Skyline, South Bend Township, St. Peter, Vernon Center, and Waseca, each of which require municipal approval to transfer control of the legacy local cable franchises held by Crystal Communications, Inc. Notice of the transfer of control of the Enventis subsidiaries that are regulated in each state will be filed with the state regulatory commissions in Florida, Illinois, Kentucky, Montana, North Dakota, South Dakota and Washington at least 30 days prior to close and in Wisconsin within 20 days after close.

Debt Financing (page 97)

The Merger Agreement is not subject to any financing contingency. Consolidated intends to finance the repayment of existing indebtedness of Enventis and pay fees and expenses incurred in connection with the transactions contemplated by the Merger Agreement with debt and cash on hand. With respect to the debt financing, Consolidated has obtained a commitment for the financing necessary to complete the transaction from Morgan Stanley Senior Funding, Inc., WF Investment Holdings, LLC and The Royal Bank of Scotland plc, which provides for a senior unsecured bridge facility in an aggregate principal amount that will yield up to \$140,000,000 in gross proceeds that can be used to repay existing indebtedness of Enventis and pay fees and expenses incurred in connection with the transactions contemplated by the Merger Agreement. The terms of this commitment are described further under "Debt Financing" on page 97. The financing commitment permits Consolidated to secure other funding in lieu of drawing on the financing commitment. Before the completion of the Merger, Consolidated expects to conduct a private placement offering of notes under Securities Act Rule 144A if it believes that the terms of this alternative financing would be more favorable to it.

No Dissenters' Rights of Enventis Shareholders

Under Minnesota law, unless otherwise set forth in the articles of incorporation or bylaws, dissenters' rights are not available in connection with a merger to the holders of shares listed on certain national stock exchanges, including the NASDAQ Global Select Market, as long as the consideration to be received for such shares consists only of shares that are listed on one of such national stock exchanges and cash in lieu of fractional shares. Because (i) the Enventis articles of incorporation and bylaws do not contain provisions relating to dissenters' rights and appraisal rights, (ii) the common stock of Enventis is listed on the NASDAQ Global Select Market, and (iii) the consideration to be received by holders of Enventis common stock in the Merger will consist only of common stock of Consolidated (which is registered on the NASDAQ Global Select Market) and cash in lieu of fractional shares, holders of common stock of Enventis do not have any right to dissent from corporate action and obtain payment of the fair value of their shares in connection with the Merger.

Risk Factors (page 30)

Before voting at the Consolidated special meeting or the Enventis special meeting, you should carefully consider all information contained in or as incorporated by reference into this joint proxy statement/prospectus, including the "Risk Factors Relating to the Merger" section beginning on page 30 for a discussion of some of the risks related to the Merger Agreement and the Merger and how they will affect you.

Table of Contents

**SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF
CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.**

The selected financial data set forth below has been derived from Consolidated's audited historical financial statements and related notes. The selected historical financial information as of June 30, 2014 and 2013 and for the six months then ended is derived from unaudited historical financial statements and related notes of Consolidated which were previously filed with the SEC and are incorporated by reference into this joint proxy statement/prospectus. The selected historical financial information as of December 31, 2013 and 2012 and for each of the three years in the period ended ended December 31, 2013 is derived from the audited historical financial statements and related notes of Consolidated incorporated by reference into this joint proxy statement/prospectus. The selected historical financial information as of December 31, 2011, 2010 and 2009 and for each of the two years in the period ended December 31, 2010 is derived from audited historical financial statements and related notes of Consolidated which were previously filed with the SEC but are not included or incorporated by reference into this joint proxy statement/prospectus. Historical results are not necessarily indicative of the results to be expected in future periods.

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Table of Contents

(In millions, except per share and other data amounts)	Six months ended June 30,		Years Ended December 31,				
	2014	2013	2013	2012(1)	2011	2010	2009
	(Unaudited)						
Operating revenues	\$ 300.7	\$ 302.8	\$ 601.6	\$ 477.9	\$ 349.0	\$ 360.3	\$ 385.5
Cost of products and services (exclusive of depreciation and amortization)	111.2	111.0	222.5	175.9	121.7	127.0	132.7
Selling, general and administrative expense	65.3	66.8	135.4	108.3	77.8	84.2	100.5
Financing and other transaction costs(2)	1.3	0.3	0.8	20.8	2.6		
Intangible asset impairment				1.2			
Depreciation and amortization	71.5	69.5	139.3	120.3	88.0	86.5	84.5