

TELEPHONE & DATA SYSTEMS INC /DE/  
Form 8-K  
June 23, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

the Securities Exchange Act of 1934

Date of Report (Date of earliest event  
reported): June 21, 2016

TELEPHONE AND DATA  
SYSTEMS, INC.  
(Exact name of registrant as specified  
in its charter)

Delaware 01-14157 36-2669023  
(State (I.R.S.  
or Employer  
other (Commission Identification  
jurisdiction No.)  
of  
incorporation  
or File Number)  
organization)

30 North LaSalle Street, Suite 4000,  
Chicago, Illinois 60602  
(Address of principal executive  
offices) (Zip code)

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

Not Applicable  
(Former name or former address, if  
changed since last report)

Check the appropriate box below if  
the Form 8-K filing is intended to

simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Entry into a Material Definitive Agreement; Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements for Certain Officers

This Form 8-K is being filed to provide information with respect to the Telephone and Data Systems, Inc. (“TDS”) 2016 Officer Bonus Program (the “2016 Plan”), pursuant to paragraph (e) of Item 5.02 of Form 8-K.

The 2016 Plan was approved by the TDS Compensation Committee on June 21, 2016. The 2016 Plan covers all TDS executive officers other than the President and CEO of TDS.

The plan provides that the President and CEO of TDS’ subsidiary, TDS Telecommunications Corporation (“TDS Telecom”), has the same company and individual performance weightings as the other TDS executive officers, provided that the company performance will be based on TDS Telecom’s performance rather than TDS’ consolidated performance.

The 2016 Plan provides that 70% of the bonus will be based on quantitative company performance and 30% will be based on individual performance. The TDS consolidated company performance will be based on the following three metrics with the following weights: consolidated operating revenue (50%); consolidated adjusted EBITDA (35%); and consolidated capital spending (15%).

Notwithstanding any provision of the 2016 Plan to the contrary, a participating officer does not have a legally binding right to a bonus unless and until the bonus amount, if any, is paid and no bonus shall be paid unless the officer remains employed through the actual bonus payout date unless otherwise approved at the discretion of the Compensation Committee or President and CEO of TDS, as applicable.

The foregoing description is qualified by reference to the 2016 Plan which is attached hereto as Exhibit 10.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits filed or furnished herewith are set forth 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 its behalf by the undersigned hereunto duly authorized.

TELEPHONE AND DATA SYSTEMS, INC.  
(Registrant)

Date: June 23, 2016

By: /s/ Douglas D. Shuma  
Douglas D. Shuma  
Senior Vice President - Finance and Chief Accounting Officer  
(principal financial officer and principal accounting officer)

EXHIBIT INDEX

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

| Exhibit | Description                    |
|---------|--------------------------------|
| No.     |                                |
| 10.1    | TDS 2016 Officer Bonus Program |