

UNITED STATES CELLULAR CORP  
Form DEF 14A  
April 11, 2017

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

SCHEDULE 14A

Proxy Statement  
Pursuant to  
Section 14(a) of  
the Securities  
Exchange Act of  
1934 (Amendment  
No.     )

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 under  
§240.14a-12

UNITED  
STATES  
CELLULAR  
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.

Title of each  
class of  
1. securities to  
which  
transaction  
applies:

Aggregate  
number of  
2. securities to  
which  
transaction  
applies:

Per unit price  
or other  
underlying  
value of  
transaction  
computed  
pursuant to  
Exchange  
Act Rule  
3.0-11 (set  
forth the  
amount on  
which the  
filing fee is  
calculated  
and state  
how it was  
determined):

Proposed  
maximum  
4. aggregate  
value of  
transaction:

5. Total fee  
paid:

Fee paid  
previously with  
preliminary  
materials.

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.

Amount

1. Previously  
Paid:

Form,  
Schedule or

2. Registration  
Statement  
No.:

3. Filing Party:

4. Date Filed:

UNITED STATES CELLULAR  
CORPORATION

8410 West Bryn Mawr Avenue  
Chicago, Illinois 60631  
Phone: (773) 399-8900  
Fax: (773) 399-8936  
April 11, 2017

Dear Fellow Shareholders:

You are cordially invited to attend the 2017 annual meeting of shareholders ("2017 Annual Meeting") of United States Cellular Corporation ("U.S. Cellular") on Tuesday, May 23, 2017, at 8:30 a.m., central time, at U.S. Cellular Plaza, 8430 W. Bryn Mawr Avenue, Chicago, Illinois. At the meeting, we will report on the accomplishments and plans of U.S. Cellular.

The Notice of 2017 Annual Meeting of Shareholders and 2017 Proxy Statement ("2017 Proxy Statement") of our board of directors is attached. Also enclosed is our 2016 Annual Report to shareholders ("2016 Annual Report"). At the 2017 Annual Meeting, shareholders are being asked to take the following actions:

1. Elect members of the board of directors nominated by our board of directors and named in the attached 2017 Proxy Statement.
2. Ratify the selection of independent registered public accountants for the current fiscal year.
3. Approve, on an advisory basis, the compensation of our named executive officers as disclosed in the attached 2017 Proxy Statement (commonly known as "Say-on-Pay").
4. Approve, on an advisory vote on whether future Say-on-Pay votes should be held every year, every two years or every three years (commonly known as "Say-on-Frequency").

Your board of directors unanimously recommends a vote "FOR" its nominees for election as directors, "FOR" the proposal to ratify accountants, "FOR" the Say-on-Pay proposal, and "EVERY YEAR" for the Say-on-Frequency proposal.

#### Considerations relating to the Say-on-Pay Proposal

U.S. Cellular operates in a highly competitive market, and needs to and has been able to attract and retain high-quality executives. We believe that our compensation practices are transparent and reflect our commitment to align compensation with our business strategy and our short-and long-term performance.

Highlights of the U.S. Cellular compensation programs:

- ◆ We have a Long-Term Incentive Compensation Committee ("LTICC"), comprised solely of independent directors, that reviews and approves the long-term incentive compensation of executive officers.

- ◆ Other executive compensation is approved by U.S. Cellular's Chairman, LeRoy T. Carlson, Jr., who is also a director and President and Chief Executive Officer of U.S. Cellular's parent company, Telephone and Data Systems, Inc. ("TD