





ITEM 3.01. Notice of Failure to Satisfy a Continued Listing Rule or Standard.

On April 12, 2015, Shenandoah Telecommunications Company (the “Company”) notified the NASDAQ Stock Market LLC (“NASDAQ”) of the resignation of Jonelle St. John from the board of directors (the “Board”) of the Company and that as a result of her resignation, the Company will no longer be in compliance with NASDAQ Listing Rule 5605(c)(2)(A), which requires that the audit committee of a listed company be composed of at least three independent directors. Prior to her resignation, Ms. St. John served as one of three members of the audit committee of the Board.

In its notification to NASDAQ, the Company confirmed that it is relying on the cure period specified in NASDAQ Listing Rule 5605(c)(4)(B) and that it expects that an independent member of the Board will be appointed to the audit committee within the specified cure period.

ITEM 5.02. Departure of Directors or Certain Officers.

On April 8, 2016, Ms. St. John delivered written notice to the Company of her intent to resign from the Board effective April 15, 2016.

ITEM 5.03. Amendments to Articles of Incorporation or Bylaws.

On April 12, 2016, the Board approved an amendment to Article II, Section 2 of the Amended and Restated Bylaws of the Company, effective as of April 15, 2016, to decrease the size of the Board from nine to eight members due to the vacancy resulting from Ms. St. John’s resignation. A copy of the Amended and Restated Bylaws of the Company is filed as Exhibit 3 hereto and incorporated by reference herein.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description of Exhibit   |
|-------------|--|
| 3           | Amended and Restated Bylaws of Shenandoah Telecommunications Company, as amended effective April 15, 2016. |

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SIGNATURE

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.

Dated: April 12, 2016 SHENANDOAH TELECOMMUNICATIONS  
COMPANY

By: /s/ Raymond B. Ostroski  
Name: Raymond B. Ostroski  
Title: Vice President – Legal and General Counsel  
(Duly Authorized Officer)

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EXHIBIT INDEX

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