

UNITED STATES CELLULAR CORP  
Form 8-K  
May 24, 2018

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):  
May 22, 2018

UNITED STATES CELLULAR  
CORPORATION  
(Exact name of registrant as specified  
in its charter)

|              |              |                |
|--------------|--------------|----------------|
| Delaware     | 001-09712    | 62-1147325     |
| (State       |              | (I.R.S.        |
| or           |              | Employer       |
| other        | (Commission  | Identification |
| jurisdiction |              | No.)           |
| of           |              |                |
|              | File Number) |                |

incorporation  
or  
organization)

8410 West Bryn Mawr, Chicago,  
Illinois 60631  
(Address of principal executive  
offices) (Zip code)

Registrant's telephone number,  
including area code: (773) 399-8900

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))

Indicate by check mark whether the  
registrant is an emerging growth  
company as defined in Rule 405 of the  
Securities Act of 1933 (§230.405 of  
this chapter) or Rule 12b-2 of the  
Securities Exchange Act of 1934  
(§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Pursuant to Item 5.02(e) of Form 8-K, United States Cellular Corporation (U.S. Cellular) is filing this Form 8-K to report a letter agreement that was entered into with a certain “named executive officer”, as follows:

Effective May 22, 2018, U.S. Cellular entered into a letter agreement (Letter Agreement) with Deirdre C. Drake, Senior Vice President, Chief Human Resources Officer. Pursuant to the Letter Agreement, Ms. Drake will be promoted to the position of Executive Vice President, Chief Human Resources Officer. Subject to the conditions set forth in the Letter Agreement, Ms. Drake will be eligible to receive, among other things, (i) an annual base salary of \$460,000 per year; (ii) an annual bonus program target of 55% of her annual base salary; and (iii) an additional Restricted Stock Unit award and a Performance Share Unit award target opportunity with the effect of treating Ms. Drake at the Executive Vice President level for 2018.

The foregoing brief description is qualified by reference to the form of Letter Agreement attached hereto as Exhibit 10.1, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

| Exhibit Number | Description of Exhibit |
|----------------|------------------------|
|----------------|------------------------|

|      |                                                                                                   |
|------|---------------------------------------------------------------------------------------------------|
| 10.1 | <u>Form of Letter Agreement Effective May 22, 2018 between U.S. Cellular and Deirdre C. Drake</u> |
|------|---------------------------------------------------------------------------------------------------|

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.

UNITED STATES CELLULAR  
CORPORATION  
(Registrant)

Date: May 24, 2018 By: /s/ Steven T. Campbell  
Steven T. Campbell  
Executive Vice President - Finance,  
Chief Financial Officer and Treasurer  
(principal financial officer)