

FAIRPOINT COMMUNICATIONS INC
Form 425
March 20, 2017
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): **March 17, 2017**

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware **000-51446** **02-0636095**
(State of Incorporation) (Commission File Number) (IRS employer identification no.)

121 South 17th Street
Mattoon, Illinois **61938-3987**
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(217) 235-3311**

Not Applicable

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(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:

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 8.01. Other Events.

Litigation Related to the FairPoint Merger

As previously disclosed, on December 3, 2016, Consolidated Communications Holdings, Inc. (“Consolidated”), Falcon Merger Sub, Inc., a newly formed Delaware corporation and wholly-owned subsidiary of Consolidated (“Merger Sub”), and FairPoint Communications, Inc. (“FairPoint”) entered into an Agreement and Plan of Merger (as amended by the First Amendment to Agreement and Plan of Merger entered into as of January 20, 2017, the “Merger Agreement”).

On February 24, 2017, Consolidated filed a joint proxy statement/prospectus (the “Joint Proxy Statement/Prospectus”) that forms part of the Registration Statement on Form S-4, as amended (the “Registration Statement”), filed by Consolidated with the Securities and Exchange Commission (the “SEC”) on February 24, 2017 in connection with the merger (the “Merger”) contemplated by the Merger Agreement, and that was also filed by FairPoint with the SEC on Schedule 14A on February 27, 2017 in connection with the Merger.

As more fully described on page 95 of the Joint Proxy Statement/Prospectus, on February 7, 2017, an alleged class action complaint was filed, by a purported stockholder of FairPoint in the United States District Court for the Western District of North Carolina (Case No. 3:17-cv-51) against FairPoint, the members of the FairPoint board of directors, Consolidated and Merger Sub (the “North Carolina Action”). Among other things, the complaint alleged that the disclosures in the Registration Statement were materially incomplete and misleading in violation of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934, as amended. The plaintiff sought to enjoin the defendants from consummating the Merger on the agreed-upon terms or, alternatively, to rescind the Merger in the event the defendants consummate the Merger, in addition to damages and attorney fees and costs.

On March 7, 2017, the plaintiff filed a motion for preliminary injunction to enjoin FairPoint’s special meeting of stockholders, which will be held on March 28, 2017, to approve the proposed Merger.

On March 17, 2017, the plaintiff voluntarily dismissed the North Carolina Action with prejudice as to his individual claims and without prejudice as to the claims of the putative class. No payment, promise of payment, or other consideration has been offered or made to the plaintiff or his attorneys.

Cautionary Note Regarding Forward-looking Statements

throughout this communication. Furthermore, forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations of the SEC, each of the Company and FairPoint disclaim any intention or obligation to update or revise publicly any forward-looking statements. You should not place undue reliance on forward-looking statements.

Important Merger Information and Additional Information

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. In connection with the proposed transaction, the Company and FairPoint have and will file relevant materials with the SEC. The Company and FairPoint have mailed the Joint Proxy Statement/Prospectus to their respective stockholders. **Investors are urged to read the Joint Proxy Statement/Prospectus regarding the proposed transaction because it contains important information.** The Joint Proxy Statement/Prospectus and other relevant documents that have been or will be filed by the Company and FairPoint with the SEC are or will be available free of charge at the SEC's website, www.sec.gov, or by directing a request when such a filing is made to Consolidated Communications Holdings, Inc., 121 South 17th Street, Mattoon, IL 61938, Attention: Investor Relations or to FairPoint Communications, Inc., 521 East Morehead Street, Suite 500, Charlotte, North Carolina 28202, Attention: Secretary.

The Company, FairPoint and certain of their respective directors, executive officers and other members of management and employees may be considered participants in the solicitation of proxies in connection with the proposed transaction. **Information about the directors and executive officers of the Company is set forth in its definitive proxy statement, which was filed with the SEC on March 28, 2016. Information about the directors and executive officers of FairPoint is set forth in its definitive proxy statement, which was filed with the SEC on March 25, 2016, and in the Joint Proxy Statement/Prospectus.** These documents can be obtained free of charge from the sources listed above. Investors may obtain additional information regarding the interests of such participants by reading the Joint Proxy Statement/Prospectus.

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.

Date: March 20, 2017

Consolidated Communications
Holdings, Inc.

By: /s/ Steven L. Childers
Name: Steven L. Childers

Title: Chief Financial Officer