

UNITED STATES CELLULAR CORP  
Form 8-K  
March 11, 2019

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 7, 2019

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  
incorporation  
or File Number)  
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.

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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 the amount of bonuses paid to its named executive officers in 2019 with respect to 2018 performance.

Officers are not entitled to any bonus unless and until paid.

In accordance with Instruction 4 of Item 5.02, the below persons include the persons who were identified as named executive officers in U.S. Cellular's most recent proxy statement filing with the Securities and Exchange Commission on April 10, 2018, and who will continue to be named executive officers in the 2019 proxy statement.

The following amounts of bonuses were paid on March 7, 2019, relating to 2018 performance to the below persons:

|   | Kenneth R.<br>Meyers | Steven T.<br>Campbell | Jay M.<br>Ellison | Michael<br>S.<br>Irizarry | Deirdre<br>C. Drake |
|---|----------------------|-----------------------|-------------------|---------------------------|---------------------|
| Bonus Paid in 2019 for 2018 Performance | \$ 1,280,400         | \$ 572,000            | \$ 650,000        | \$ 532,000                | \$ 360,000          |

The above shows the entire amount of the bonus paid, whether or not some or all of such bonus has been deferred and whether or not some portion of such amount will be reported as non-equity incentive plan compensation in the 2019 proxy statement.

U.S. Cellular established guidelines and procedures for awarding bonuses to the President and CEO, Kenneth R. Meyers. These guidelines and procedures were filed by U.S. Cellular as Exhibit 10.2 to U.S. Cellular's Form 8-K dated August 19, 2014.

The above bonus payments to the other named executive officers were made pursuant to the U.S. Cellular 2018 Executive Officer Annual Incentive Plan, as approved both by U.S. Cellular's Chairman and by U.S. Cellular's President and Chief Executive Officer. Neither the Chairman nor the President and Chief Executive Officer participate in such plan. A copy of this plan was filed with the SEC as Exhibit 10.1 to U.S. Cellular's Form 8-K dated February 19, 2018. The bonus payments to the other officers under this plan reflect U.S. Cellular's company performance in 2018 of 144.3% and individual performance and other factors, as set forth in this plan.

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: March 11, 2019 By: /s/ Steven T. Campbell  
Steven T. Campbell  
Executive Vice President - Finance,  
Chief Financial Officer and Treasurer  
(principal financial officer)