

UNITED STATES CELLULAR CORP  
Form 8-K  
March 16, 2016

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 10, 2016

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))

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 2016 with respect to 2015 performance.

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

U.S. Cellular is filing this Current Report on Form 8-K to disclose the amounts of bonuses paid to its named executive officers in 2016 with respect to 2015 performance. Pursuant to 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 7, 2015, and who will continue to be named executive officers in the 2016 proxy statement.

Pursuant to the foregoing, the following amounts of bonuses were paid on March 10, 2016 relating to 2015 performance to the below persons:

|   | Kenneth<br>R. Meyers | Steven T.<br>Campbell | Jay M.<br>Ellison | Michael<br>S. Irizarry | Deirdre C.<br>Drake |
|---|----------------------|-----------------------|-------------------|------------------------|---------------------|
| Bonus Paid in 2016 for 2015 Performance | \$964,000            | \$427,000             | \$527,000         | \$440,400              | \$231,000           |

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 2016 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. Mr. Meyers’ informal target bonus was 80% of his base salary or \$724,240. The Chairman approved a bonus to Mr. Meyers of \$964,000 with respect to 2015 performance. This was approximately 133% of the informal target bonus amount reflecting U.S. Cellular's overall company performance of 129% and the Chairman's subjective views regarding Mr. Meyers’ contributions to such performance and achievements in 2015.

The above bonus payments to the other named executive officers were made pursuant to the U.S. Cellular 2015 Officer Annual Incentive Plan. A copy of this plan was filed with the SEC as Exhibit 10.1 to U.S. Cellular’s Form 8-K dated April 17, 2015. Kenneth R. Meyers does not participate in this plan. The bonus payments to the other officers under this plan reflect U.S. Cellular’s company performance in 2015 of 129% 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, thereto duly authorized.

United States Cellular  
Corporation  
(Registrant)

Date: March 16, 2016

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