

TELEPHONE & DATA SYSTEMS INC /DE/
Form 10-K405/A
March 28, 2002

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K/A

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2001

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Commission file number 001-14157

TELEPHONE AND DATA SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

36-2669023
(IRS Employer Identification No.)

30 North LaSalle Street, Chicago, Illinois
(Address of principal executive offices)

60602
(Zip code)

Registrant's Telephone Number: (312) 630-1900

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--|--|
| Common Shares, \$.01 par value | American Stock Exchange |
| 8.5% TDS-Obligated Mandatorily Redeemable Preferred Securities of Subsidiary Trust | American Stock Exchange |

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| <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
|---|--|
| 8.04% TDS-Obligated Mandatorily Redeemable Preferred Securities of Subsidiary Trust | American Stock Exchange |
| 7.60% Series A Notes due 2041 | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

As of February 28, 2002, the aggregate market values of the registrant's Common Shares, Series A Common Shares and Preferred Shares held by non-affiliates were approximately \$4.490 billion, \$37.2 million and \$20.1 million, respectively. The closing price of the Common Shares on February 28, 2002, was \$87.15, as reported by the American Stock Exchange. Because no market exists for the Series A Common Shares and Preferred Shares, the registrant has assumed for purposes hereof that (i) each Series A Common Share has a market value equal to one Common Share because the Series A Common Shares were initially issued by the registrant in exchange for Common Shares on a one-for-one basis and are convertible on a share-for-share basis into Common Shares, (ii) each nonconvertible Preferred Share has a market value of \$100 because each of such shares had a stated value of \$100 when issued, and (iii) each convertible Preferred Share has a value of \$87.15 times the number of Common Shares into which it was convertible on February 28, 2002.

The number of shares outstanding of each of the registrant's classes of common stock, as of February 28, 2002, is 51,824,928 Common Shares, \$.01 par value, and 6,775,973 Series A Common Shares, \$.01 par value.

DOCUMENTS INCORPORATED BY REFERENCE

Those sections or portions of the registrant's 2001 Annual Report to Shareholders and of the registrant's Notice of Annual Meeting of Shareholders and Proxy Statement for its Annual Meeting of Shareholders to be held May 23, 2002, described in the cross reference sheet and table of contents attached hereto are incorporated by reference into Part II and III of this report.

EXPLANATORY NOTE

This amendment to Form 10-K is being filed for the sole purpose of filing as Exhibit 99 a letter of assurances with respect to Arthur Andersen, LLP prescribed by Temporary Note 3T of Rule 3-01 of Regulation S-X adopted by Release no. 33-8070 issued by the Securities and Exchange Commission.

The following document is hereby added to the "INDEX TO EXHIBITS" and is attached hereto.

| <u>Exhibit No.</u> | <u>Description of Document</u> |
|--------------------|---|
| 99 | Letter pursuant to Temporary Note 3T of Rule 3-01 of Regulation S-X |

SIGNATURES

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| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--------------|----------------|
| <hr/> <i>/s/ HERBERT S. WANDER</i> <hr/> | Director | March 27, 2002 |
| Herbert S. Wander | | |
| <hr/> <i>/s/ DONALD C. NEBERGALL</i> <hr/> | Director | March 27, 2002 |
| Donald C. Nebergall | | |
| <hr/> <i>/s/ GEORGE W. OFF</i> <hr/> | Director | March 27, 2002 |
| George W. Off | | |
| <hr/> <i>/s/ MARTIN L. SOLOMON</i> <hr/> | Director | March 27, 2002 |
| Martin L. Solomon | | |
| <hr/> <i>/s/ KEVIN A. MUNDT</i> <hr/> | Director | March 27, 2002 |
| Kevin A. Mundt | | |
| <hr/> <i>/s/ MICHAEL D. BILLS</i> <hr/> | Director | March 27, 2002 |
| Michael D. Bills | | |

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