

ALLTEL CORP
Form 8-K
August 01, 2005

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): August 1, 2005

ALLTEL CORPORATION (Exact name of registrant as specified in its charter) Delaware 1-4996 34-08682

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

- 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 1.01 Entry into a Material Definitive Agreement.

On August 1, 2005, Alltel Corporation (the "Company") entered into a \$700 million 364-day revolving credit agreement. Under the terms of the Revolving Credit Agreement, the Company may obtain and utilize from time to time up to \$700 million. A copy of the Revolving Credit Agreement is filed as Exhibit 10.1 hereto and is incorporated by reference herein. The

Item 2.01 Completion of Acquisition or Disposition of Assets.

On July 29, 2005, the Company announced that it had closed the previously-announced acquisition of Western Wireless.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement

The information provided in Item 1.01 of this Form 8-K is hereby incorporated into this Item 2.03.

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In connection with the Merger, on August 1, 2005, Merger Sub, pursuant to supplemental indentures, which are attached

\$115,000,000 of 4.625% Convertible Subordinated Notes due 2023, which Western originally issued on June 11, 2003 (the "Convertible Notes") pursuant to that certain Indenture dated as of June 11, 2003 (the "Convertible Note Indenture"); and

\$600,000,000 of 9.250% Senior Notes due 2013 which Western originally issued on July 16, 2003 (the "Senior Notes") pursuant to that certain Indenture dated as of July 16, 2003 between Western and The Bank of New York (the "Senior Note Indenture").

In addition, under the terms of the supplemental indenture executed pursuant to the Convertible Note Indenture among On August 1, 2005, Merger Sub announced an offer to purchase any and all of the outstanding Senior Notes (the "Tender Offer"). Under the Offer to Purchase, Merger Sub is requesting consents (the "Consents") to amendments to the Senior Note Indenture.

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respect of at least a majority in principal amount of the outstanding Senior Notes. Any such conditions may be waived.

Item 2.04 Triggering Events That Accelerate or Increase Direct Financial Obligation or an Obligation under an Indenture

Under the Senior Note Indenture, upon the occurrence of a "change of control", the issuer of the Senior Notes is required to redeem the Senior Notes.

Under the Convertible Note Indenture, upon the occurrence of a "fundamental change" each holder of the Convertible Notes has the right to require the issuer to redeem the Convertible Notes.

Item 9.01 Financial Statements and Exhibits.

(a) *Financial Statements of Business Acquired.*

The audited consolidated financial statements, including the notes thereto, of Western as of December 31, 2004 and 2005.

The unaudited consolidated condensed financial statements as of March 31, 2005, and for the three month periods ended March 31, 2005.

(b) *Pro Forma Financial Information.*

The unaudited pro forma condensed combined financial statements of the Company for the year ended December 31, 2004 and 2005.

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(c) *Exhibits*

Exhibit

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Number

Description

Exhibit 2.1

Agreement and Plan of Merger,
dated as of January 9, 2005, by and among the Company, Merger Sub, and
Western (incorporated by reference to Exhibit 2 to the Current Report on
Form 8-K filed by the Company on January 9, 2005).

Exhibit 4.1

Indenture, dated as of June 11,
2003, between Western and The Bank of New York (incorporated by reference to
Exhibit 4.3 to the Registration Statement on Form S-3 filed by Western on
June 11, 2003).

Exhibit 4.2

First Supplemental Indenture,
dated as of August 1, 2005, to the Indenture dated as of June 11, 2003, by
and among the Company, Western and The Bank of New York.

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Exhibit 4.3

Indenture, dated as of July 16, 2003, between Western and The Bank of New York (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-4 filed by Western on September 12, 2003).

Exhibit 4.4

First Supplemental Indenture, dated as of August 1, 2005, to the Indenture dated as of July 16, 2003, between Merger Sub and The Bank of New York.

Exhibit 10.1

364-Day Revolving Credit Agreement, dated as of August 1, 2005, by and among the Company, as borrower, Bank of America, N.A., as the Administrative Agent, JPMorgan Chase Bank, N.A., as the Syndication Agent, Banc of America Securities LLC and J.P. Morgan Securities Inc., as the Joint Lead Arrangers and Joint Book Managers, and certain other lenders party thereto.

Exhibit 99.1

Press Release issued by the Company on August 1, 2005.

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Exhibit 99.2

The information under the caption
"Description of the Notes" in the Registration Statement on Form S-3/A filed
by Western on September 24, 2003.

Exhibit 99.3

The information under the caption
"Description of the Notes" in the Registration Statement on Form S-4/A filed
by Western with the SEC on September 30, 2003.

Exhibit 99.4

Audited consolidated financial
statements of Western as of December 31, 2004 and 2003 and for each of the
three years in the period ended December 31, 2004.

Exhibit 99.5

Unaudited consolidated condensed
financial statements of Western as of March 31, 2005, and for the three
month periods ended March 31, 2005 and 2004.

Exhibit 99.6

Unaudited pro forma condensed
combined financial statements of the Company for the year ended December 31,
2004, and as of and for the three months ended March 31, 2005.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be

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EXHIBIT INDEX Exhibit Number Description Exhibit 2.1 Agreement and Plan of Merger, dated as of January 9, 2005, by and
Exhibit 99.6 Unaudited pro forma condensed combined financial statements of the Company for the year ended December 31, 2004, and as of

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* Filed herewith