
**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): May 18, 2018 (May 17, 2018)

Uniti Group Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-36708
(Commission
File Number)

46-5230630
(IRS Employer
Identification No.)

**10802 Executive Center Drive
Benton Building Suite 300
Little Rock, Arkansas**
(Address of principal executive offices)

72211
(Zip Code)

Registrant's telephone number, including area code: (501) 850-0820

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:

- 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 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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As noted below in Item 5.07, at the 2018 annual meeting of stockholders (the “Annual Meeting”) of Uniti Group Inc. (the “Company”), stockholders approved an amendment to the Company’s charter (the “Amendment”) to provide stockholders with the power to amend the Company’s bylaws. On May 18, 2018, the Company filed with the State Department of Assessments and Taxation of the State of Maryland Articles of Amendment (the “Articles of Amendment”) to effectuate the Amendment.

The foregoing description of the Articles of Amendment is qualified in its entirety by reference to the Articles of Amendment, a copy of which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting was held virtually on May 17, 2018 at 8:00 a.m. (Eastern time) at www.virtualshareholdermeeting.com/UNIT2018. During the Annual Meeting, the Company’s stockholders voted on five proposals. The proposals are described in the Company’s definitive proxy statement on Schedule 14A (the “Proxy Statement”) filed with the Securities and Exchange Commission on April 5, 2018. The voting results for each of the proposals are as follows.

1. *Election of Directors.* The six director nominees named in the Proxy Statement were elected to the Company’s Board of Directors by the following votes:

<u>Name</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
Jennifer S. Banner	92,779,493	1,730,508	577,133	54,210,464
Scott G. Bruce	93,401,752	1,097,525	587,857	54,210,464
Francis X. (“Skip”) Frantz	92,610,481	1,880,096	596,557	54,210,464
Andrew Frey	93,465,088	1,028,649	593,397	54,210,464
Kenneth A. Gunderman	93,337,234	1,150,954	598,946	54,210,464
David L. Solomon	92,671,331	1,817,483	598,320	54,210,464

2. *Advisory Vote to Approve Executive Compensation.* The stockholders approved an advisory non-binding resolution approving the compensation of the Company’s named executive officers by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
87,357,083	6,719,277	1,010,774	54,210,464

3. *Approval of the Uniti Group Inc. Employee Stock Purchase Plan.* The stockholders approved the Uniti Group Inc. Employee Stock Purchase Plan by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
92,640,459	1,714,406	732,269	54,210,464

4. *Amendment to Provide Stockholders with the Power to Amend the Bylaws.* The stockholders approved an amendment to the Company’s charter to provide stockholders with the power to amend the Company’s bylaws by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
93,623,128	926,705	537,301	54,210,464

5. *Ratification of PricewaterhouseCoopers LLP as the Company’s Independent Registered Public Accountant.* The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accountant for 2018 by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
147,542,480	1,062,251	692,867

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
3.1	Articles of Amendment, effective May 18, 2018

SIGNATURE

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: May 18, 2018

UNITI GROUP INC.

By: /s/ Daniel L. Heard

Name: Daniel L. Heard

Title: Executive Vice President – General Counsel and Secretary

**ARTICLES OF AMENDMENT
OF
UNITI GROUP INC.**

May 18, 2018

Uniti Group Inc., a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Amendment and Restatement of the Corporation (the “Articles”) are hereby amended by deleting and replacing ARTICLE EIGHT in its entirety as follows:

ARTICLE EIGHT

AMENDMENT OF BYLAWS

Any and all provisions of the Bylaws may be repealed, altered, amended, or rescinded and new bylaws may be adopted (a) by the stockholders at any annual meeting of the stockholders or at any special meeting called for that purpose (provided that notice of such proposal is included in the notice of such meeting) and (b) by the Board of Directors at any regular or special meeting of the Board of Directors; provided, however, the Board of Directors does not have the power to alter or repeal any bylaw made by the stockholders.

SECOND: The foregoing amendment to the Articles has been duly approved and advised by the Board of Directors of the Corporation and approved by the stockholders of the Corporation as required by law.

THIRD: These Articles of Amendment shall become effective on May 18, 2018.

FOURTH: The undersigned officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters are true in all material respects and that this statement is made under the penalties of perjury.

[Signatures appear on the following page]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary as of the date first written above.

ATTEST:

UNITI GROUP INC.

By: /s/ Daniel L. Heard

Name: Daniel L. Heard

Title: Executive Vice President – General Counsel and
Secretary

By: /s/ Kenneth A. Gunderman

Name: Kenneth A. Gunderman

Title: President and Chief Executive Officer

SIGNATURE PAGE TO ARTICLES OF AMENDMENT