

**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): September 4, 2025

Uniti Group Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-42779
(Commission
File Number)

85-2262564
(IRS Employer
Identification No.)

2101 Riverfront Drive, Suite A
Little Rock, AR, 72202
(Address of Principal Executive Offices)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	UNIT	The NASDAQ Global Select Market

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. ☐

Item 7.01 Regulation FD Disclosure

Uniti Group Inc. (the “Company” or “Uniti”) has made available on its Investor Relations website certain supplemental materials regarding the Company’s financial results and business operations (the “Supplemental Information”). The Supplemental Information is being furnished herewith as Exhibit 99.1 and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

This Current Report on Form 8-K, including the information furnished pursuant to Item 7.01 and the related Item 9.01 hereto, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words “anticipates,” “believes,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “projects,” “will,” “would,” “predicts” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Uniti may not actually achieve the plans, intentions or expectations disclosed in its forward-looking statements, and you should not place undue reliance on the forward-looking statements. These statements are based on management’s current expectations and beliefs. Future results may differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that Uniti makes. These forward-looking statements involve risks and uncertainties, known and unknown, that could cause events and results to differ materially from those in the forward-looking statements, including, without limitation: unanticipated difficulties or expenditures relating to the merger of Uniti and Windstream; competition and overbuilding in consumer service areas and general competition in business markets; risks related to Uniti’s indebtedness, which could reduce funds available for business purposes and operational flexibility; rapid changes in technology, which could affect its ability to compete; risks relating to information technology system failures, network disruptions, and failure to protect, loss of, or unauthorized access to, or release of, data; risks related to various forms of regulation from the Federal Communications Commission, state regulatory commissions and other government entities and effects of unfavorable legal proceedings, government investigations, and complex and changing laws; risks inherent in the communications industry and associated with general economic conditions; and additional factors described in our reports filed with the SEC. Uniti expressly disclaims any obligation to release publicly any updates or revisions to any of the forward-looking statements set forth in this presentation to reflect any change in its expectations or any change in events, conditions or circumstances on which any statement is based.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Uniti Group Inc. Pro Forma Supplemental Financial Information dated September 4, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: September 4, 2025

UNITI GROUP INC.

By: /s/ Daniel L. Heard

Name: Daniel L. Heard

Title: Senior Executive Vice President, General Counsel & Secretary

UNITI GROUP INC.

QUARTERLY SUPPLEMENTAL UNAUDITED PRO FORMA COMBINED INFORMATION - BUSINESS SEGMENTS

for the quarterly periods in the years 2025 and 2024

(In millions)

	2025			2024				
	Total	2nd Qtr.	1st Qtr.	Total	4th Qtr.	3rd Qtr.	2nd Qtr.	1st Qtr.
Kinetic								
Revenues and sales:								
Fiber subscriber (A)	\$ 240.9	\$ 126.0	\$ 114.9	\$ 408.0	\$ 110.1	\$ 102.6	\$ 99.5	\$ 95.8
DSL subscriber and other	369.4	181.2	188.2	833.6	193.2	201.0	214.5	224.9
Consumer	610.3	307.2	303.1	1,241.6	303.3	303.6	314.0	320.7
Business service	209.7	103.1	106.6	456.1	106.7	112.3	116.5	120.6
Wholesale	195.9	92.9	103.0	436.1	99.5	106.3	109.6	120.7
RDOF funding	26.2	13.1	13.1	52.4	13.1	13.1	13.1	13.1
State USF	28.6	14.1	14.5	58.1	14.1	14.4	14.7	14.9
Switched access	6.7	3.5	3.2	15.3	3.7	3.3	4.0	4.3
End user surcharges	30.5	15.1	15.4	64.9	15.3	16.0	16.1	17.5
Intersegment revenues (B)	26.1	12.7	13.4	59.5	13.8	14.5	15.3	15.9
Service revenues	1,134.0	561.7	572.3	2,384.0	569.5	583.5	603.3	627.7
Sales revenues	24.2	14.6	9.6	28.7	6.5	6.7	7.9	7.6
Total revenues and sales	1,158.2	576.3	581.9	2,412.7	576.0	590.2	611.2	635.3
Costs and expenses	566.4	277.1	289.3	1,222.7	300.5	303.2	304.6	314.4
Intersegment costs and expenses (C)	70.3	35.1	35.2	140.6	35.2	35.2	35.1	35.1
Total costs and expenses	636.7	312.2	324.5	1,363.3	335.7	338.4	339.7	349.5
Kinetic Adjusted EBITDA	\$ 521.5	\$ 264.1	\$ 257.4	\$ 1,049.4	\$ 240.3	\$ 251.8	\$ 271.5	\$ 285.8
Kinetic Adjusted EBITDA %	45.0%	45.8%	44.2%	43.5%	41.7%	42.7%	44.4%	45.0%
Uniti Solutions								
Revenues and sales:								
Managed Services (D)	\$ 406.3	\$ 196.2	\$ 210.1	\$ 882.1	\$ 206.9	\$ 217.8	\$ 218.4	\$ 239.0
TDM (E)	33.2	12.6	20.6	102.1	18.9	22.4	28.2	32.6
End user surcharges	17.0	8.2	8.8	41.1	9.2	9.9	10.3	11.7
Intersegment revenues (F)	2.5	1.2	1.3	4.9	1.3	1.2	1.2	1.2
Service revenues	459.0	218.2	240.8	1,030.2	236.3	251.3	258.1	284.5
Sales revenues	0.7	0.5	0.2	1.3	0.2	0.4	0.4	0.3
Total revenues and sales	459.7	218.7	241.0	1,031.5	236.5	251.7	258.5	284.8
Costs and expenses	196.1	94.2	101.9	479.1	110.2	114.5	123.7	130.7
Intersegment costs and expenses (C)	26.4	12.8	13.6	60.6	14.1	14.7	15.6	16.2
Total costs and expenses	222.5	107.0	115.5	539.7	124.3	129.2	139.3	146.9
Uniti Solutions Adjusted EBITDA	\$ 237.2	\$ 111.7	\$ 125.5	\$ 491.8	\$ 112.2	\$ 122.5	\$ 119.2	\$ 137.9
Uniti Solutions Adjusted EBITDA %	51.6%	51.1%	52.1%	47.7%	47.4%	48.7%	46.1%	48.4%
Uniti Solutions Adjusted EBITDA (excluding TDM)	\$ 212.3	\$ 102.3	\$ 110.0	\$ 421.8	\$ 99.2	\$ 107.1	\$ 99.5	\$ 116.0
Uniti Solutions Adjusted EBITDA % (excluding TDM)	49.8%	49.6%	49.9%	45.4%	45.6%	46.7%	43.2%	46.0%
Fiber Infrastructure								
Revenues and sales:								
Uniti Wholesale	\$ 190.8	\$ 96.3	\$ 94.5	\$ 349.8	\$ 84.7	\$ 93.2	\$ 80.0	\$ 91.9
Uniti Fiber	145.8	74.3	71.5	286.4	71.6	69.3	76.7	68.8
Intersegment revenues (G)	72.5	36.2	36.3	145.2	36.3	36.3	36.3	36.3
Service revenues	409.1	206.8	202.3	781.4	192.6	198.8	193.0	197.0
Sales revenues	9.8	6.7	3.1	45.0	8.0	11.0	7.2	18.8
Total revenues and sales	418.9	213.5	205.4	826.4	200.6	209.8	200.2	215.8
Costs and expenses	232.7	118.5	114.2	496.9	118.9	125.3	123.6	129.1
Intersegment costs and expenses (C)	4.4	2.2	2.2	8.4	2.1	2.1	2.1	2.1
Total costs and expenses	237.1	120.7	116.4	505.3	121.0	127.4	125.7	131.2
Fiber Infrastructure Adjusted EBITDA	\$ 181.8	\$ 92.8	\$ 89.0	\$ 321.1	\$ 79.6	\$ 82.4	\$ 74.5	\$ 84.6
Fiber Infrastructure Adjusted EBITDA %	43.4%	43.5%	43.3%	38.9%	39.7%	39.3%	37.2%	39.2%

- (A) Fiber subscriber consumer revenues consist of recurring products and services for Next Gen consumer broadband customers, which includes some cable customers with 1Gbps service. All non-recurring revenues are included in DSL subscriber and other revenues.
- (B) Consists of intercompany charges to Uniti Solutions and Fiber Infrastructure primarily for resale access services.
- (C) Reflects the offsetting expense effects of the intercompany billing agreements between segments.
- (D) Uniti solutions revenues consist of software solutions and network connectivity products. Software solutions include Secure Access Service Edge ("SASE"), Unified Communications as a Service ("UCaaS"), OfficeSuite UC[®], and associated network access products and services. SASE includes both Software Defined Wide Area Network ("SD-WAN") and Security Service Edge ("SSE"). Network Connectivity revenues consist of dynamic Internet protocol, dedicated Internet access, multi-protocol label switching services, integrated voice and data, long distance and managed services.
- (E) TDM revenues consist of time-division multiplexing ("TDM") voice and data services.
- (F) Consists of intercompany charges to Kinetic for licensing fees related to the usage of the OfficeSuite UC[®] product.
- (G) Consists of intercompany charges to Kinetic and Uniti Solutions primarily for usage of network and collocation facilities owned or operated by Fiber Infrastructure.

UNITI GROUP INC.

QUARTERLY SUPPLEMENTAL UNAUDITED PRO FORMA COMBINED INFORMATION - BUSINESS SEGMENTS

for the quarterly periods in the years 2025 and 2024

(In millions)

	2025			2024				
	Total	2nd Qtr.	1st Qtr.	Total	4th Qtr.	3rd Qtr.	2nd Qtr.	1st Qtr.
Total segment revenues and expenses								
Revenues and sales:								
Service revenues	\$ 2,002.1	\$ 986.7	\$ 1,015.4	\$ 4,195.6	\$ 998.4	\$ 1,033.6	\$ 1,054.4	\$ 1,109.2
Sales revenues	34.7	21.8	12.9	75.0	14.7	18.1	15.5	26.7
Total segment revenues and sales	2,036.8	1,008.5	1,028.3	4,270.6	1,013.1	1,051.7	1,069.9	1,135.9
Total segment costs and expenses	1,096.3	539.9	556.4	2,408.3	581.0	595.0	604.7	627.6
Segment Adjusted EBITDA	\$ 940.5	\$ 468.6	\$ 471.9	\$ 1,862.3	\$ 432.1	\$ 456.7	\$ 465.2	\$ 508.3
Segment Adjusted EBITDA %	46.2%	46.5%	45.9%	43.6%	42.7%	43.4%	43.5%	44.7%
Intersegment eliminations								
Service revenues	\$ 101.1	\$ 50.1	\$ 51.0	\$ 209.6	\$ 51.4	\$ 52.0	\$ 52.8	\$ 53.4
Cost and expenses	101.1	50.1	51.0	209.6	51.4	52.0	52.8	53.4
Direct margin	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Consolidated revenues and sales								
Service revenues	\$ 1,901.0	\$ 936.6	\$ 964.4	\$ 3,986.0	\$ 947.0	\$ 981.6	\$ 1,001.6	\$ 1,055.8
Sales revenues	34.7	21.8	12.9	75.0	14.7	18.1	15.5	26.7
Consolidated revenues and sales	\$ 1,935.7	\$ 958.4	\$ 977.3	\$ 4,061.0	\$ 961.7	\$ 999.7	\$ 1,017.1	\$ 1,082.5
Consolidated costs and expenses								
Segment costs and expenses	\$ 995.2	\$ 489.8	\$ 505.4	\$ 2,198.7	\$ 529.6	\$ 543.0	\$ 551.9	\$ 574.2
Corporate expenses (H)	140.3	71.3	69.0	285.0	69.9	68.4	70.1	76.6
Consolidated costs and expenses	\$ 1,135.5	\$ 561.1	\$ 574.4	\$ 2,483.7	\$ 599.5	\$ 611.4	\$ 622.0	\$ 650.8
Adjusted Consolidated EBITDA	\$ 800.2	\$ 397.3	\$ 402.9	\$ 1,577.3	\$ 362.2	\$ 388.3	\$ 395.1	\$ 431.7
Adjusted Consolidated EBITDA margin	41.3%	41.5%	41.2%	38.8%	37.7%	38.8%	38.8%	39.9%
Adjusted Consolidated EBITDA	\$ 800.2	\$ 397.3	\$ 402.9	\$ 1,577.3	\$ 362.2	\$ 388.3	\$ 395.1	\$ 431.7
Depreciation and amortization	(485.7)	(241.1)	(244.6)	(1,023.5)	(245.7)	(260.2)	(255.5)	(262.1)
Interest expense, net	(410.7)	(218.3)	(192.4)	(741.4)	(207.3)	(183.7)	(178.5)	(171.9)
Transaction related costs	(49.4)	(20.9)	(28.5)	(91.3)	(11.6)	(29.7)	(27.9)	(22.1)
Stock-based compensation	(8.3)	(3.8)	(4.5)	(18.3)	(4.1)	(4.5)	(4.9)	(4.8)
Other, net	23.8	(1.2)	25.0	82.7	(27.3)	(5.9)	(4.3)	120.2
Income tax benefit (expense)	14.2	11.9	2.3	37.5	10.3	26.0	16.3	(15.1)
Net (loss) income	\$ (115.9)	\$ (76.1)	\$ (39.8)	\$ (177.0)	\$ (123.5)	\$ (69.7)	\$ (59.7)	\$ 75.9

(H) Corporate expenses are not allocated to the segments and primarily consist of information technology, accounting and finance, legal, and other corporate management activities that are centrally managed and are not monitored by management at a segment level.

Note: Uniti Group Inc. ("Uniti", "we", "us", "our") has presented above unaudited pro forma combined results, which includes the results of operations of New Windstream LLC ("Windstream") as if the merger with Uniti had been completed as of January 1, 2024. The unaudited pro forma combined results are based upon the combined historical financial information of Uniti and Windstream for all periods presented, and exclude the effects of intercompany transactions that existed between the companies prior to the merger. We have made certain reclassifications to the historical business segment financial information of Uniti to conform to the current presentation. The pro forma financial information presented above has not been prepared in accordance with Regulation S-X, and actual pro forma information prepared in accordance with Regulation S-X may differ materially from the information presented herein. The unaudited pro forma combined results are presented for informational purposes only and are not intended to represent nor necessarily be indicative of what the combined company's results of operations would have been had the merger been completed on January 1, 2024. The unaudited pro forma combined results adjusted results do not reflect any incremental costs incurred in integrating the two companies or any cost savings from operating efficiencies, synergies or other restructurings that could result from the merger. See "Safe Harbor Statement" within the Second Quarter 2025 Financial Results Conference Call Presentation, to which this supplement relates, for additional factors that could affect future results.