**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 27, 2021**



**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)) 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”) is furnishing this Current Report on Form 8-K to provide certain financial information of Windstream Holdings II, LLC, successor in interest to Windstream Holdings, Inc., and consolidated subsidiaries (collectively, “Windstream”) regarding the period ended June 30, 2021. The financial information was provided to the Company by Windstream; the Company did not assist in the preparation or review of this financial information and makes no representation as to its accuracy.

The information contained in this Item 7.01, including the exhibit attached hereto, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of Section 18 of the Exchange Act. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Exchange Act, except as otherwise expressly stated in any such filing.

**Item 9.01 Financial Statements and Exhibits**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| (d) Exhibits | | |  |  |  |
| **Exhibit** | | |  |  |  |
| **Number** | | |  | **Description** | |
|  | [99.1](#page4) | |  | [Select Windstream financial information regarding the period ended June 30, 2021](#page4) | |
|  |  |  |  |  |  |
|  | 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: August 27, 2021 | UNITI GROUP INC. | | |
|  | By: | /s/ Daniel L. Heard | |
|  |  | Name: | Daniel L. Heard |
|  |  | Title: | Executive Vice President – General Counsel and Secretary |
|  |  |  |  |

**Exhibit 99.1**













































