

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 25, 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, Arkansas
(Address of principal executive offices)

72202
(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 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement

The information set forth below in Item 8.01 of this Current Report on Form 8-K with respect to the Redemption of the 2028 secured notes (each as defined below) is incorporated herein by reference.

Item 8.01 Other Events

On September 25, 2025, Uniti Group Inc. (the “Company”) issued a press release to announce the pricing of an offering of \$1.4 billion aggregate principal amount of 7.50% senior secured notes due 2033 (the “Notes”) by its subsidiary, Windstream Services, LLC (the “Issuer”). The offering was increased by \$500.0 million compared to the previously announced offering size of \$900.0 million. The Notes will be guaranteed on a senior unsecured basis by the Company and Uniti Group LLC, a Delaware limited liability company, and on a senior secured basis by each of the Issuer’s restricted subsidiaries that guarantees indebtedness under the Company’s senior secured credit facilities and the Company’s existing notes (except initially those subsidiaries that require regulatory approval prior to guaranteeing the Notes). The offering of the Notes is expected to close on October 6, 2025.

The Issuer is also pursuing \$1.0 billion aggregate principal amount of incremental term loan borrowings (the “2025 Term Loan”) under the legacy Windstream credit agreement, and an extension of the maturity dates of its revolving credit facilities under the legacy Uniti credit agreement and legacy Windstream credit agreement to December 30, 2027, effective upon receipt of customary regulatory approvals. The 2025 Term Loans are expected to accrue interest at a rate of Term SOFR +4.00% per annum.

The Issuer intends to use the net proceeds from the offering of the Notes and the borrowings under the 2025 Term Loan to fund the redemption in full of its 10.50% senior notes due 2028 (the “2028 secured notes”), and to pay any related premiums, fees and expenses, including accrued and unpaid interest in connection with the foregoing (the “Redemption”). Any remaining proceeds will be used for general corporate purposes.

The Issuer issued a notice of redemption in connection with the pricing of the offering of the Notes to redeem the 2028 secured notes on October 6, 2025 (the “Redemption Date”) at a redemption price determined in accordance with the indenture governing the 2028 secured notes plus accrued and unpaid interest, if any, to, but excluding, the Redemption Date. The redemption of the 2028 secured notes will be conditioned upon the receipt by the Issuer of at least \$2.4 billion in gross proceeds from the offering of the Notes and the 2025 Term Loan. This Current Report on Form 8-K does not constitute a notice of redemption with respect to the 2028 secured notes.

The Notes will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act or any applicable state securities laws. The Notes were offered only to persons reasonably believed to be qualified institutional buyers under Rule 144A under the Securities Act and outside the United States in compliance with Regulation S under the Securities Act. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Forward-Looking Statements

Certain statements in this Current Report on Form 8-K may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended from time to time. These forward-looking statements include, but are not limited to, statements regarding the refinancing activities and use of proceeds from such activities. 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. The Company 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. Future results may differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that the Company 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 risks set forth in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of Uniti and its predecessor’s most recently filed periodic reports on Form 10-K and Form 10-Q and subsequent filings with the U.S. Securities and Exchange Commission as well as Uniti’s predecessor’s registration statement on Form S-4 dated February 12, 2025. The discussion of such risks is not an indication that any such risks have occurred at the time of this filing. The Company does not assume any obligation to update any forward-looking statements. Uniti expressly disclaims any obligation to release publicly any updates or revisions to any of the forward-looking statements set forth in this Current Report on Form 8-K to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press Release issued September 25, 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 25, 2025

UNITI GROUP INC.

By: /s/ Daniel L. Heard

Name: Daniel L. Heard

Title: Senior Executive Vice President -
General Counsel and Secretary

**Press Release**

Release date: September 25, 2025

Uniti Group Inc. Announces Pricing of Upsized Senior Notes Offering***Issues Notice of Redemption for Secured Notes due 2028***

LITTLE ROCK, Ark. – Uniti Group Inc. (the “Company,” “Uniti,” or “we”) (Nasdaq: UNIT) today announced that its subsidiary, Windstream Services, LLC (the “Issuer”), has priced its offering (the “Offering”) of \$1.4 billion aggregate principal amount of 7.50% Senior Secured Notes due 2033 (the “Notes”). The offering was upsized by \$500.0 million aggregate principal amount compared to the previously announced offering size of \$900.0 million. The Notes will be issued at an issue price of 100.00%. The Notes will be guaranteed on a senior unsecured basis by the Company and Uniti Group LLC and on a senior secured basis by each of the Issuer’s subsidiaries that guarantees indebtedness under the Company’s senior secured credit facilities and the Company’s existing senior notes (except initially those subsidiaries that require regulatory approval prior to guaranteeing the Notes). The offering is expected to close on October 6, 2025.

The Issuer is also pursuing \$1.0 billion aggregate principal amount of incremental term loan borrowings (the “2025 Term Loan”) under the legacy Windstream credit agreement, and an extension of the maturity dates of its revolving credit facilities under the legacy Uniti credit agreement and legacy Windstream credit agreement to December 30, 2027, effective upon receipt of customary regulatory approvals. The 2025 Term Loans are expected to accrue interest at a rate of Term SOFR +4.00% per annum.

The Issuer intends to use the net proceeds from the Offering and the borrowings under the 2025 Term Loan to fund the redemption in full (the “Redemption”) of its outstanding 10.50% senior secured notes due 2028 (the “2028 secured notes”), and to pay any related premiums, fees and expenses, including accrued and unpaid interest in connection with the foregoing, if any. Any remaining proceeds will be used for general corporate purposes.

The Issuer issued a notice of redemption in connection with the pricing of the Offering of the Notes to redeem the 2028 secured notes on October 6, 2025 (the “Redemption Date”) at a redemption price determined in accordance with the indenture governing the 2028 secured notes plus accrued and unpaid interest, if any, to, but excluding, the Redemption Date. The Redemption of the 2028 secured notes will be conditioned upon the receipt by the Issuer of at least \$2.4 billion in gross proceeds from the offering of the Notes and the 2025 Term Loan. The Notes will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act or any applicable state securities laws. The Notes were offered only to persons reasonably believed to be qualified institutional buyers under Rule 144A under the Securities Act and outside the United States in compliance with Regulation S under the Securities Act.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. This press release does not constitute a notice of redemption with respect to the 2028 secured notes.

ABOUT UNITI

Uniti is a premier insurgent fiber provider dedicated to enabling mission-critical connectivity across the United States. We build, operate, and deliver fast and reliable communications services, empowering more than a million consumers and businesses in the digital economy. Our broad portfolio of services is offered through a suite of brands: Uniti Wholesale, Kinetic, Uniti Fiber, and Uniti Solutions.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on assumptions with respect to the future and management's current expectations, involve certain risks and uncertainties, and are not guarantees. These forward-looking statements include, but are not limited to, statements regarding the refinancing activities and use of proceeds from such activities. 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. The Company 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. Future results may differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that the Company 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 risks set forth in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of Uniti and its predecessor's most recently filed periodic reports on Form 10-K and Form 10-Q and subsequent filings with the U.S. Securities and Exchange Commission as well as Uniti's predecessor's registration statement on Form S-4 dated February 12, 2025. The discussion of such risks is not an indication that any such risks have occurred at the time of this filing. The Company does not assume any obligation to update any forward-looking statements. Uniti expressly disclaims any obligation to release publicly any updates or revisions to any of the forward-looking statements set forth in this press release to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

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