

Consolidated Communications Holdings, Inc.
Form S-4/A
April 24, 2012

As filed with the Securities and Exchange Commission on April 24, 2012.

Registration No. - 333-180407

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Amendment No. 3
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Consolidated Communications Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

4813
*(Primary Standard Industrial
Classification Code Number)*

02-0636095
*(I.R.S. Employer
Identification Number)*

**121 South 17th Street
Mattoon, Illinois 61938-3987
Telephone: (217) 235-3311**
*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

**Steven L. Childers
Senior Vice President and Chief Financial Officer
121 South 17th Street
Mattoon, Illinois 61938-3987
Telephone: (217) 235-3311**
*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

Copies to:

**Alexander B. Young, Esq.
Schiff Hardin LLP
233 S. Wacker Drive
Suite 6600
Chicago, Illinois 60606
Telephone: (312) 258-5500**

**Richard Vernon Smith, Esq.
Brett Cooper, Esq.
Orrick, Herrington & Sutcliffe LLP
The Orrick Building
405 Howard Street
San Francisco, California 94105
Telephone: (415) 773-5700**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and all other conditions to the proposed mergers described herein have been satisfied or waived.

Edgar Filing: Consolidated Communications Holdings, Inc. - Form S-4/A

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this joint proxy statement/prospectus is not complete and may be changed. Consolidated Communications Holdings, Inc. may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or sale is not permitted.

SUBJECT TO COMPLETION DATED APRIL 24 , 2012

**121 South 17th Street
Mattoon, Illinois 61938-3987**

**8150 Industrial Avenue, Building A
Roseville, California 95678**

April 24, 2012

PROPOSED MERGERS YOUR VOTE IS VERY IMPORTANT

To the Stockholders of Consolidated Communications Holdings, Inc. and the Shareholders of SureWest Communications:

On February 5, 2012, Consolidated Communications Holdings, Inc. (Consolidated) and SureWest Communications (SureWest) entered into an Agreement and Plan of Merger (the Merger Agreement) pursuant to which Consolidated has agreed to acquire SureWest Communications (SureWest). The Merger Agreement provides for a two-step merger in which, first, a wholly-owned subsidiary of Consolidated will merge with and into SureWest, with SureWest as the surviving entity (the First Merger), and then SureWest will merge with and into a separate wholly-owned subsidiary of Consolidated (the Second Merger and together with the First Merger, the Mergers). As a result of these mergers, the separate corporate existence of SureWest will cease, and the wholly-owned subsidiary of Consolidated will continue as the surviving corporation and a wholly-owned subsidiary of Consolidated.

In the proposed First Merger, each issued and outstanding share of SureWest common stock will be converted into the right to receive either (i) \$23.00 in cash, without interest, or (ii) shares of Consolidated common stock having an equivalent value based on average trading prices for the 20-day period ending two days before the closing date of the First Merger, subject to a collar so that there will be a maximum exchange ratio of 1.40565 shares of Consolidated common stock for each share of SureWest common stock and a minimum of 1.03896 shares of Consolidated common stock for each share of SureWest common stock, subject to certain exceptions. On April 23, 2012, the latest practicable date before the printing of this joint proxy statement/prospectus, the closing price of Consolidated common stock was \$ 18.77 per share. Overall elections are subject to proration so that 50% of the SureWest shares (treating equity award shares as outstanding shares) will be exchanged for cash and 50% for stock. In order to preserve the tax-free nature of the transaction, the Merger Agreement also provides for a general consideration adjustment in certain circumstances.

Consolidated common stock trades on the NASDAQ Global Select Market under the symbol CNSL.

Consolidated will hold its annual meeting of stockholders on June 12, 2012 at 9:00 a.m., Central time, at Consolidated's corporate headquarters, 121 South 17th Street, Mattoon, Illinois 61938. At the Consolidated annual meeting, Consolidated's stockholders will be asked (i) to approve issuance of Consolidated common stock to SureWest shareholders in the First Merger contemplated by the Merger Agreement, (ii) to elect Richard A. Lumpkin to Consolidated's board of directors as Class I director to serve for a term of three years, in accordance with Consolidated's amended and restated certificate of incorporation and amended and restated bylaws, (iii) to ratify the appointment of Ernst & Young LLP as Consolidated's independent registered public accounting firm for the

fiscal year ending December 31, 2012, (iv) to adjourn or postpone the Consolidated annual meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies, and (v) to transact such other business as may properly be brought before the Consolidated annual meeting and any adjournment or postponement thereof.

SureWest will hold a special meeting of its shareholders on June 12, 2012 at 10:00 a.m., Pacific time, at SureWest's corporate headquarters, 8150 Industrial Avenue, Building A, Roseville, California 95678. At the SureWest special meeting, SureWest's shareholders will be asked (i) to approve the Merger Agreement, the agreement of merger (the Merger Certificate) satisfying the applicable requirements of the California General Corporation Law to be filed in connection with the First Merger and the transactions contemplated thereby, including the First Merger, (ii) to approve, by an advisory vote, the change in control severance payments to SureWest's named executive officers, and (iii) to adjourn or postpone the SureWest special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

The board of directors of Consolidated recommends that Consolidated's stockholders vote FOR each of (i) the issuance of Consolidated common stock to SureWest shareholders in the First Merger contemplated by the Merger Agreement, (ii) the election of Richard A. Lumpkin as Class I director of Consolidated, (iii) the ratification of the appointment of Ernst & Young LLP as Consolidated's independent registered public accounting firm for the fiscal year ending December 31, 2012, and (iv) the proposal to adjourn or postpone the Consolidated annual meeting, if necessary or appropriate, to, among other reasons, solicit additional proxies.

The board of directors of SureWest recommends that SureWest's shareholders vote FOR each of (i) the Merger Agreement, the Merger Certificate and the transactions contemplated thereby, including the First Merger, (ii) by an advisory vote, the change in control severance payments to SureWest's named executive officers, and (iii) the proposal to adjourn or postpone the SureWest special meeting, if necessary or appropriate, to, among other reasons, solicit additional proxies.

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend the Consolidated annual meeting or the SureWest special meeting, as applicable, please take the time to vote by using the Internet or by telephone as described in this joint proxy statement/prospectus or by completing the enclosed proxy card and mailing it in the enclosed envelope. Information about the meetings, the Mergers and the other business to be considered at the meetings is contained in this joint proxy statement/prospectus. You are urged to read this joint proxy statement/prospectus carefully.

In particular, you should read the Risk Factors Relating to the Mergers section beginning on page 37 for a discussion of the risks you should consider in evaluating the Merger Agreement and the Mergers and how they will affect you.

Thank you for your cooperation and continued support.

Sincerely,

Robert J. Currey
President and Chief Executive Officer
Consolidated Communications Holdings, Inc.

Steven C. Oldham
President and Chief Executive Officer
SureWest Communications

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved the Merger Agreement and the Mergers described in this joint proxy statement/prospectus or the Consolidated common stock to be issued in the First Merger contemplated by the Merger Agreement or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated April 24, 2012 and is first being mailed to Consolidated stockholders and SureWest shareholders on or about April 30, 2012.

REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Consolidated and SureWest from documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your oral or written request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

SureWest Communications
8150 Industrial Avenue, Building A
Roseville, California 95678
Attention: Investor Relations
Telephone: (916) 786-1831

Consolidated Communications Holdings, Inc.
121 South 17th Street
Mattoon, Illinois 61938
Attention: Investor Relations
Telephone: (217) 235-3311

If you would like to request documents, please do so by June 4, 2012 in order to receive them before the meetings.

See [Where You Can Find More Information](#) on page 176.

ABOUT THIS DOCUMENT

This joint proxy statement/prospectus forms a part of a registration statement on Form S-4 (Registration No. 333-180407) filed by Consolidated and SureWest with the Securities and Exchange Commission. It constitutes a prospectus of Consolidated under Section 5 of the Securities Act of 1933, as amended, and the rules thereunder, with respect to the shares of Consolidated common stock to be issued to SureWest shareholders in the First Merger. In addition, it constitutes a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, and a notice of meeting with respect to (i) the Consolidated annual meeting of stockholders at which Consolidated stockholders will consider and vote upon (a) the proposal to approve the issuance of Consolidated common stock to SureWest shareholders in the First Merger contemplated by the Merger Agreement, (b) the proposal to elect Richard A. Lumpkin as Class I director to Consolidated's board of directors to serve for a term of three years, in accordance with Consolidated's amended and restated certificate of incorporation and amended and restated bylaws, (c) the proposal to ratify the appointment of Ernst & Young LLP as Consolidated's independent registered public accounting firm for the fiscal year ending December 31, 2012, (d) the proposal to adjourn or postpone the Consolidated annual meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies, and (e) such other business as may properly be brought before the Consolidated annual meeting and any adjournment or postponement thereof, and (ii) the special meeting of SureWest shareholders at which SureWest shareholders will consider and vote upon (a) the proposal to approve the Merger Agreement, the Merger Certificate and the transactions contemplated thereby, including the First Merger, (b) the proposal to approve, by an advisory vote, the change in control severance payments to SureWest's named executive officers and (c) the proposal to adjourn or postpone the SureWest special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD JUNE 12, 2012

To Stockholders:

The 2012 annual meeting of stockholders of Consolidated Communications Holdings, Inc. (Consolidated) will be held at Consolidated s corporate headquarters, 121 South 17th Street, Mattoon, Illinois 61938 on June 12, 2012 at 9:00 a.m., Central time. The 2012 annual meeting of stockholders is being held for the following purposes:

1. To approve the issuance of Consolidated common stock to SureWest Communications (SureWest) shareholders in the First Merger contemplated by the Agreement and Plan of Merger, dated as of February 5, 2012 (the Merger Agreement), by and among Consolidated, SureWest, WH Acquisition Corp., a California corporation and a wholly-owned subsidiary of Consolidated (Merger Sub I), and WH Acquisition II Corp., a California corporation and a wholly-owned subsidiary of Consolidated (Merger Sub II), a copy of which is attached as Annex I to the accompanying joint proxy statement/prospectus, pursuant to which SureWest will merge with and into Merger Sub I (the First Merger), with SureWest as the surviving entity and then SureWest will merge with and into Merger Sub II, with Merger Sub II as the surviving entity (Consolidated Proposal No. 1);
2. To elect Richard A. Lumpkin as Class I director to serve for a term of three years, in accordance with Consolidated s amended and restated certificate of incorporation and amended and restated bylaws (Consolidated Proposal No. 2);
3. To ratify the appointment of Ernst & Young LLP as Consolidated s independent registered public accounting firm for the fiscal year ending December 31, 2012 (Consolidated Proposal No. 3);
4. To approve the adjournment or postponement of the annual meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the issuance of Consolidated common stock to SureWest shareholders in the First Merger contemplated by the Merger Agreement (Consolidated Proposal No. 4); and
5. To transact such other business as may properly come before the annual meeting and any adjournment or postponement thereof.

Only stockholders of record at the close of business on April 23, 2012 are entitled to vote at the meeting or at any adjournment or postponement thereof.

We hope that as many stockholders as possible will personally attend the meeting. Whether or not you plan to attend the meeting, please complete the enclosed proxy card and sign, date and return it promptly so that your shares will be represented. You also may vote your shares by telephone or through the Internet by following the instructions set forth on the proxy card. Submitting your proxy in writing, by telephone or through the Internet will not prevent you from voting in person at the meeting.

The board of directors of Consolidated unanimously recommends that you vote **FOR** each of (i) the issuance of Consolidated common stock to SureWest shareholders in the First Merger contemplated by the Merger Agreement; (ii) the election of Richard A. Lumpkin as Class I director of Consolidated; (iii) the ratification of the appointment of Ernst & Young LLP as Consolidated's independent registered public accounting firm for the fiscal year ending December 31, 2012; and (iv) the proposal to adjourn or postpone the annual meeting, if necessary or appropriate, to, among other reasons, solicit additional proxies.

By Order of the Board of Directors,
Steven J. Shirar
Senior Vice President & Secretary

April 24, 2012

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on June 12, 2012 Our Proxy Statement and 2011 Annual Report to Stockholders are available at www.edocumentview.com/cnsl.

SUREWEST COMMUNICATIONS

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD JUNE 12, 2012

To Our Shareholders:

A special meeting of shareholders of SureWest Communications (SureWest) will be held at SureWest s offices at 8150 Industrial Avenue, Building A, Roseville, California, on June 12, 2012 at 10:00 a.m., Pacific time. The special meeting of shareholders is being held for the following purposes:

1. To approve the Agreement and Plan of Merger, dated as of February 5, 2012 (the Merger Agreement), by and among Consolidated, SureWest, WH Acquisition Corp., a California corporation and a wholly-owned subsidiary of Consolidated (Merger Sub I), and WH Acquisition II Corp., a California corporation and a wholly-owned subsidiary of Consolidated (Merger Sub II), a copy of which is attached as Annex I to the accompanying joint proxy statement/prospectus, pursuant to which SureWest will merge with and into Merger Sub I (the First Merger), with SureWest as the surviving entity and then SureWest will merge with and into Merger Sub II, the agreement of merger (the Merger Certificate) satisfying the applicable requirements of the California General Corporation Law to be filed in connection with the First Merger and the transactions contemplated thereby, including the First Merger (SureWest Proposal No. 1);

2. To approve, by an advisory vote, the change in control severance payments to SureWest s named executive officer(SureWest Proposal No. 2); and

3. To approve the adjournment or postponement of the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve SureWest Proposal No. 1 (SureWest Proposal No. 3).

Only shareholders of record at the close of business on April 23, 2012 are entitled to vote at the SureWest special meeting or at any adjournment or postponement thereof.

We hope that as many shareholders as possible will personally attend the SureWest special meeting. Whether or not you plan to attend the special meeting, please complete the enclosed proxy card and sign, date and return it promptly so that your shares will be represented. You also may vote your shares by telephone or through the Internet by following the instructions set forth on the proxy card. Submitting your proxy in writing, by telephone or through the Internet will not prevent you from voting in person at the special meeting.

The board of directors of SureWest, by unanimous vote, has determined that it is in the best interests of SureWest and its shareholders to consummate the transactions contemplated by the Merger Agreement, and unanimously recommends that shareholders vote FOR the proposal to approve the Merger Agreement, the Merger Certificate and the transactions contemplated thereby, including the First Merger, FOR the proposal to approve, by an advisory vote, the change in control severance payments to SureWest s named executive officers and FOR the proposal to adjourn or postpone the special meeting, if necessary or appropriate, to, among other reasons, solicit additional proxies.

By Order of the Board of Directors,
DARLA J. YETTER
Secretary

**SHAREHOLDERS WHO CANNOT ATTEND IN PERSON ARE REQUESTED TO VOTE
AS PROMPTLY AS POSSIBLE. YOU MAY VOTE OVER THE INTERNET,
BY TELEPHONE, OR BY U.S. MAIL.**

April 24, 2012

TABLE OF CONTENTS

	Page
DEFINED TERMS USED IN THIS JOINT PROXY STATEMENT/PROSPECTUS	1
QUESTIONS AND ANSWERS ABOUT THE MERGERS AND THE SUREWEST SPECIAL MEETING	2
QUESTIONS AND ANSWERS ABOUT THE CONSOLIDATED ANNUAL MEETING	10
SUMMARY	16
General	16
The SureWest Special Meeting	18
The Consolidated Annual Meeting	18
Record Dates; Shares Entitled to Vote; Required Vote with respect to the Mergers; Quorums	19
Shares Owned by SureWest Directors and Executive Officers	19
Shares Owned by Consolidated Directors and Executive Officers	19
The Mergers	19
SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF CONSOLIDATED COMMUNICATIONS HOLDINGS, INC	22
SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF SUREWEST COMMUNICATIONS	28
SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION	31
COMPARATIVE PER SHARE MARKET PRICE, DIVIDEND AND OTHER DATA	33
SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS	35
RISK FACTORS RELATING TO THE MERGERS	37
THE MERGERS	43
The Companies	43
Background of the Mergers	44
SureWest's Reasons for the Mergers and Recommendation of the SureWest Board of Directors	51
Opinion of Financial Advisor to SureWest	56
Financial Analyses	59
Miscellaneous	62
Consolidated's Reasons for the Mergers	62
Opinion of Financial Advisor to Consolidated	64
Board of Directors of Consolidated after Completion of the Mergers	70
Interests of SureWest Directors and Executive Officers in the Mergers	71
Effect of the Mergers	76
Merger Consideration	76
Treatment of SureWest Equity Awards	77
Ownership of Consolidated Following the Mergers	77
SureWest Shareholders Making Cash and Stock Elections	77
Conversion of Shares; Exchange Procedures; Fractional Shares	82
Accounting Treatment	83
Regulatory Approvals Required for the Mergers	83
Dissenters' Rights of SureWest Shareholders	84
Stock Exchange Listing of Consolidated Common Stock	84
Delisting and Deregistration of SureWest Common Stock	84
Legal Proceedings Related to the Mergers	84
MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES	85

TABLE OF CONTENTS
(continued)

	Page
THE MERGER AGREEMENT	89
The Mergers	89
Closing and Effectiveness of the Mergers	89
Directors and Officers After the Mergers	89
Consideration to be Received in the Mergers	90
Dissenting Shares	90
Treatment of SureWest Equity Awards	90
Representations and Warranties	90
SureWest's Conduct of Business Before Completion of the Mergers	92
Consolidated's Forbearances Before Completion of the Mergers	94
No Solicitation; Changes in Recommendations	94
Commercially Reasonable Efforts to Complete the Mergers; Other Agreements	96
Access to Information	96
Financing	96
Financing Cooperation	97
Director and Officer Indemnification and Insurance	98
Employee Matters	98
Definition of Material Adverse Effect	98
Conditions of the Mergers	99
Termination; Termination Fees; Expenses	100
Specific Performance; Remedies	102
Amendment; Extension and Waiver	102
Governing Law; Venue	102
DEBT FINANCING	103
General	103
Bridge Facility	103
Initial Bridge Loans, Extended Term Loans and Exchange Notes	104
Alternative Financing	104
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS	105
DESCRIPTION OF CONSOLIDATED CAPITAL STOCK	114
COMPARISON OF RIGHTS OF COMMON SHAREHOLDERS OF SUREWEST AND COMMON STOCKHOLDERS	
OF CONSOLIDATED	115
Capitalization	115
Number, Election, Vacancy and Removal of Directors	115
Amendments to Charter Documents	116
Amendments to Bylaws	116
Action by Written Consent	117
Notice of Stockholder/Shareholder Actions	117
Special Stockholder/Shareholder Meetings	118
Stockholder/Shareholder Inspection Rights	118
Limitation of Personal Liability and Indemnification of Directors and Officers	119
Dividends	120
Conversion; Preemptive Rights	120
Rights Plan	121
Voting Rights; Required Vote for Authorization of Certain Actions	121
Appraisal Rights and Dissenters' Rights	123
Interested Directors	124

TABLE OF CONTENTS

(continued)

	Page
DISSENTERS RIGHTS OF SUREWEST SHAREHOLDERS	125
THE SUREWEST SPECIAL MEETING	127
Date, Time and Place	127
Purpose of the SureWest Special Meeting	127
SureWest Board Recommendation	127
Who Can Vote at the SureWest Special Meeting	127
Vote Required; Quorum	127
Shares Owned by SureWest Directors and Executive Officers	128
Voting by Proxy	128
SureWest KSOP Participants	129
Solicitation of Proxies	130
SUREWEST PROPOSAL NO. 1: APPROVAL OF THE MERGER AGREEMENT, THE MERGER CERTIFICATE AND THE TRANSACTIONS CONTEMPLATED THEREBY, INCLUDING THE FIRST MERGER	131
SUREWEST PROPOSAL NO. 2: APPROVAL, BY AN ADVISORY VOTE, OF THE CHANGE IN CONTROL SEVERANCE PAYMENTS	132
SUREWEST PROPOSAL NO. 3: APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SUREWEST SPECIAL MEETING, IF NECESSARY OR APPROPRIATE	133
THE CONSOLIDATED ANNUAL MEETING	134
Date, Time and Place	134
Purpose of the Consolidated Annual Meeting	134
Record Date; Shares Entitled to Vote; Required Vote; Quorum	134
Shares Owned by Consolidated Directors and Executive Officers	135
Voting of Proxies	135
Changing Your Vote	136
Solicitation of Proxies	137
STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT OF CONSOLIDATED CONSOLIDATED PROPOSAL NO. 1: APPROVAL OF THE ISSUANCE OF CONSOLIDATED COMMON STOCK IN CONNECTION WITH THE FIRST MERGER	138
CONSOLIDATED PROPOSAL NO. 2: ELECTION OF RICHARD A. LUMPKIN AS DIRECTOR	139
CORPORATE GOVERNANCE AND BOARD COMMITTEES	140
REPORT OF THE AUDIT COMMITTEE TO THE BOARD OF DIRECTORS	142
PRINCIPAL INDEPENDENT ACCOUNTANT FEES AND SERVICES	150
CONSOLIDATED PROPOSAL NO. 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	151
CONSOLIDATED PROPOSAL NO. 4: APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE CONSOLIDATED ANNUAL MEETING, IF NECESSARY OR APPROPRIATE	152
BUSINESS EXPERIENCE OF EXECUTIVE OFFICERS	153
EQUITY COMPENSATION PLAN INFORMATION	154
COMPENSATION COMMITTEE REPORT	155
COMPENSATION DISCUSSION AND ANALYSIS	156
EXECUTIVE COMPENSATION	166

TABLE OF CONTENTS
(continued)

	Page
POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL OF THE COMPANY	170
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	173
COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION	174
ANNUAL REPORT TO STOCKHOLDERS	174
GENERAL	175
LEGAL MATTERS	175
EXPERTS	175
OTHER MATTERS	175
FUTURE STOCKHOLDER PROPOSALS	176
WHERE YOU CAN FIND MORE INFORMATION	176
Merger Agreement	ANNEX I
Fairness Opinion of UBS Securities LLC	ANNEX II
Fairness Opinion of Wells Fargo Securities, LLC	ANNEX III
California Statute Relating to Shareholders' Dissenters' Rights	ANNEX IV

DEFINED TERMS USED IN THIS JOINT PROXY STATEMENT/PROSPECTUS

Consolidated or the Company*	Consolidated Communications Holdings, Inc., a Delaware corporation
Exchange Act	Securities Exchange Act of 1934, as amended
First Merger	Business combination whereby Merger Sub I will merge with and into SureWest, with SureWest as the surviving entity, pursuant to the Merger Agreement
Mergers	First Merger and Second Merger, collectively
Merger Agreement	Agreement and Plan of Merger, dated as of February 5, 2012, as it may be amended from time to time, by and among Consolidated, SureWest, Merger Sub I and Merger Sub II
Merger Certificate	The agreement of merger satisfying the applicable requirements of the California General Corporation Law to be filed in connection with the First Merger, attached as Exhibit A to the Merger Agreement
Merger Consideration	With respect to a given share of SureWest common stock, the cash consideration (with respect to a share of SureWest common stock representing the right to receive the cash consideration) or the stock consideration (with respect to a share of SureWest common stock representing the right to receive the stock consideration)
Merger Sub I	WH Acquisition Corp., a California corporation and a wholly-owned subsidiary of Consolidated
Merger Sub II	WH Acquisition II Corp., a California corporation and a wholly-owned subsidiary of Consolidated
Merger Subs	Merger Sub I and Merger Sub II
SEC	Securities and Exchange Commission
Second Merger	Business combination subsequent to the First Merger whereby SureWest will merge with and into Merger Sub II, with Merger Sub II as the surviving entity, pursuant to the Merger Agreement
Securities Act	Securities Act of 1933, as amended
SureWest	SureWest Communications, a California corporation

** In this joint proxy statement/prospectus, we, us or our refer to Consolidated.*

QUESTIONS AND ANSWERS ABOUT THE MERGERS AND THE SUREWEST SPECIAL MEETING

The following questions and answers address briefly some questions you may have regarding the Mergers and the SureWest special meeting. These questions and answers may not address all questions that may be important to you as a shareholder of SureWest or as a stockholder of Consolidated. Please refer to the more detailed information contained elsewhere in this joint proxy statement/prospectus, the annexes to this joint proxy statement/prospectus and the documents referred to in or incorporated by reference into this joint proxy statement/prospectus. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled "Where You Can Find More Information" on page 176.

For certain questions and answers about the Consolidated annual meeting, see the section entitled "Questions and Answers about the Consolidated Annual Meeting" on page 10.

What are the Mergers?

In accordance with the terms and conditions of the Merger Agreement, if SureWest shareholders approve the Merger Agreement, the Merger Certificate and the transactions contemplated thereby, including the First Merger, and Consolidated stockholders approve the issuance of Consolidated common stock to SureWest shareholders in the First Merger contemplated by the Merger Agreement and the other closing conditions under the Merger Agreement are satisfied or waived, Merger Sub I will merge with and into SureWest, with SureWest surviving the First Merger, and following consummation of the First Merger, SureWest will merge with and into Merger Sub II, and Merger Sub II shall be the surviving corporation. A copy of the Merger Agreement is attached as Annex I to this joint proxy statement/prospectus.

Is my vote necessary to complete the Mergers?

Yes. The companies have agreed to combine the two companies upon the terms and conditions of the Merger Agreement that is described in this joint proxy statement/prospectus. You are receiving these proxy materials to help you decide, among other matters, how to vote your shares of SureWest with respect to the proposed First Merger.

The Mergers cannot be completed unless, among other things, SureWest shareholders approve the Merger Agreement, the Merger Certificate and the transactions contemplated thereby, including the First Merger.

The SureWest special meeting is being held to vote on, among other matters, the proposals necessary to complete the First Merger. Information about these meetings, the Mergers and the other business to be considered by SureWest shareholders is contained in this joint proxy statement/prospectus.

Your vote is important. SureWest encourages you to vote as soon as possible.

Are there other matters related to the Mergers that require the vote of SureWest shareholders?

Yes. At the SureWest special meeting, shareholders will be asked to consider and vote upon a proposal to approve, by an advisory vote, the agreements and understandings of SureWest and its named executive officers concerning compensation that is based on or otherwise relates to the First Merger contemplated by the Merger Agreement, and the aggregate total of all such compensation that may be paid or become payable to or on behalf of such executive officers, as disclosed in this joint proxy statement/prospectus under the heading "The Mergers - Interests of SureWest Directors and Executive Officers in the Mergers - Change of Control Severance Agreements with Executive Officers (the change in control severance payments)".

What will shareholders receive in the Mergers?

SureWest shareholders may make one of the following elections, or a combination of the two, regarding the type of Merger Consideration they wish to receive in exchange for shares of SureWest common stock:

- a cash election to receive \$23.00 in cash, without interest, for each share of SureWest common stock; or
- a stock election to receive shares of Consolidated common stock having an equivalent value based on average trading prices for the 20-day period ending two days before the closing date of the First Merger, subject to a collar so that there will be a maximum exchange ratio of 1.40565 shares of Consolidated common stock for each share of SureWest common stock and a minimum of 1.03896 shares of Consolidated common stock for each share of SureWest common stock, subject to certain exceptions and with overall elections subject to proration so that 50% of the SureWest shares (treating equity award shares as outstanding shares) will be exchanged for cash and 50% for stock.

If SureWest shareholders make a cash election or a stock election, the form of Merger Consideration that they actually receive as a SureWest shareholder may be adjusted as a result of the proration procedures contained in the Merger Agreement as described in this joint proxy statement/prospectus under *The Mergers SureWest Shareholders Making Cash and Stock Elections* on page 77. These proration procedures are designed to ensure that 50% of the SureWest shares outstanding immediately prior to the First Merger (treating restricted stock units and restricted stock awards equity award shares as outstanding) are converted in the First Merger into the right to receive cash and 50% of the SureWest shares outstanding immediately prior to the First Merger are converted into the right to receive Consolidated common stock. All holders of SureWest equity award shares will be paid in cash and shall not be subject to such proration. Because equity award shares reduce the number of outstanding SureWest shares that will convert to cash, it is expected that approximately 46% of outstanding SureWest shares (exclusive of equity award shares) will convert into the right to receive cash, and 54% will convert into the right to receive stock. In order to preserve the tax-free nature of the transaction, the Merger Agreement also provides for a general consideration adjustment in certain circumstances, as further described under *The Mergers SureWest Shareholders Making Cash and Stock Elections General Consideration Adjustment* on page 81.

Neither Consolidated nor SureWest is making any recommendation as to whether SureWest shareholders should elect to receive cash consideration or stock consideration in the First Merger. SureWest shareholders must make their own decision with respect to such election. No guarantee can be made that SureWest shareholders will receive the amount of cash consideration or stock consideration they elect. As a result of the proration procedures described in this joint proxy statement/prospectus and in the Merger Agreement, they may receive stock consideration or cash consideration in amounts that are different from the amounts they elect to receive. Because the value of the stock consideration and cash consideration may differ, they may receive consideration having an aggregate value less than what they elected to receive. SureWest shareholders should obtain current market quotations for Consolidated common stock before deciding what elections to make.

Because other SureWest shareholders would likely take the relative values of the stock consideration and cash consideration into account in determining what form of election to make, if you fail to make an election you are likely to receive the form of consideration having the lower value (depending on the relative values of the stock consideration and cash consideration at the effective time of the First Merger).

After completion of the First Merger, each Consolidated stockholder will have the same number of shares of Consolidated common stock that such stockholder held immediately prior to the completion of the First Merger. However, upon issuance of the shares of Consolidated common stock to SureWest shareholders in connection with the First Merger, each share of Consolidated common stock outstanding immediately prior to the completion of the First Merger will represent a smaller percentage of the aggregate number of shares of Consolidated common stock outstanding after the completion of the First Merger. On the other hand, each share of Consolidated common stock will then represent an interest in a company with more assets.

How and when do SureWest shareholders make a cash election or a stock election?

SureWest shareholders should carefully review and follow the instructions accompanying the form of election, which will be sent to you separately from this joint proxy statement/prospectus promptly after approval, if received, by SureWest shareholders of the Merger Agreement, the Merger Certificate and the transactions contemplated thereby, including the First Merger. To make a cash election or a stock election, SureWest shareholders of record must properly complete, sign and send the form of election and any stock certificates representing their SureWest shares, or a guarantee of delivery as described in the instructions accompanying the form of election, to Computershare Trust Company, N.A., the exchange agent, as follows:

By mail:

Computershare Trust Company, N.A.
Attention: Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

By Facsimile Transmission:

For Eligible Institutions Only:
(617) 360-6810

For Confirmation Only:
(781) 575-2332

Overnight Courier:

Computershare Trust Company, N.A.
Attention: Corporate Actions
250 Royall Street, Suite V
Canton, MA 02021

The exchange agent must receive the form of election and any stock certificates representing SureWest shares, or a guarantee of delivery as described in the instructions accompanying the form of election, at or prior to the election deadline. **The election deadline will be 5:00 p.m., Eastern time, on the date that is two business days immediately prior to the closing date of the First Merger (or such other date as Consolidated and SureWest mutually agree).** Consolidated and SureWest will publicly announce the anticipated election deadline at least five business days prior to the anticipated closing date of the First Merger.

If you own SureWest shares in street name through a bank, broker or other nominee and you wish to make an election, you should seek instructions from the financial institution holding your shares concerning how to make your election.

Can SureWest shareholders elect to receive cash consideration for a portion of SureWest shares and stock consideration for remaining SureWest shares?

Yes. The form of election allows an election to be made for cash consideration for a portion of SureWest shares and stock consideration for remaining SureWest shares.

Can SureWest shareholders change their election after the form of election has been submitted?

Yes. SureWest shareholders may revoke an election at or prior to the election deadline by submitting a written notice of revocation to the exchange agent at or prior to the election deadline. Revocations must specify the name in which the shares are registered on the share transfer books of SureWest and such other information as the exchange agent may request. If SureWest shareholders wish to submit a new election, they must do so in accordance with the election procedures described in this joint proxy statement/prospectus and the form of election, which will be sent to you separately from this joint proxy statement/prospectus promptly after approval, if received, by SureWest shareholders of the Merger Agreement, the Merger Certificate and the transactions contemplated thereby, including the First Merger. If SureWest shareholders instructed a broker or other nominee holder to submit an election for their shares, they must follow the broker's or other nominee's directions for changing those instructions. **The notice of revocation must be received by the exchange agent at or prior to the election deadline in order for the revocation to be valid.**

May SureWest shareholders transfer SureWest shares after making a cash election or a stock election?

No. Once a SureWest shareholder properly makes an election with respect to any shares of SureWest common stock, they will be unable to sell or otherwise transfer those shares, unless they properly revoke their election at or prior to the election deadline or unless the Merger Agreement is terminated.

What happens if a SureWest shareholder does not send a form of election or it is not received by the election deadline?

If the exchange agent does not receive a properly completed form of election from a SureWest shareholder at or prior to the election deadline (together with any stock certificates representing the shares of SureWest common stock covered by the election or a guarantee of delivery as described in the form of election), then such SureWest shareholder will be deemed not to have made an election and will have no control over the type of Merger Consideration they receive. As a result, SureWest shares may be exchanged for cash consideration, stock consideration or a combination of cash consideration and stock consideration in accordance with the proration procedures contained in the Merger Agreement and described under *The Mergers – SureWest Shareholders Making Cash and Stock Elections* beginning on page 77. **SureWest shareholders bear the risk of delivery of all the materials that they are required to submit to the exchange agent in order to properly make an election.**

If a SureWest shareholder does not properly make an election with respect to all the SureWest shares they own of record, after the completion of the First Merger they will receive written instructions from the exchange agent on how to exchange SureWest stock certificates for the shares of Consolidated common stock and/or cash that they are entitled to receive in the First Merger as a non-electing SureWest shareholder.

Because other SureWest shareholders would likely take the relative values of the stock consideration and cash consideration into account in determining what form of election to make, if a SureWest shareholder fails to make an election they are likely to receive the consideration having the lower va