

TELEPHONE & DATA SYSTEMS INC /DE/  
Form 8-K  
March 08, 2013

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**FORM 8-K**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 6, 2013**

**TELEPHONE AND DATA SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-14157**  
(Commission File Number)

**36-2669023**  
(IRS Employer  
Identification No.)

**30 North LaSalle Street, Suite 4000, Chicago, Illinois**  
(Address of principal executive offices)

**60602**  
(Zip Code)

Registrant's telephone number, including area code: (312) 630-1900

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 (see General Instruction A.2. below):

- .. 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))

Item 5.02. Entry into a Material Definitive Agreement; Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements for Certain Officers

This Form 8-K is being filed to provide information with respect to the Telephone and Data Systems, Inc. (“TDS”) 2013 Officer Bonus Program (the “Plan”), pursuant to paragraph (e) of Item 5.02 of Form 8-K:

On March 6, 2013 the TDS Compensation Committee approved the Plan. This replaces the Amended and Restated Guidelines and Procedures for TDS Officer Bonuses previously filed as Exhibit 10.3 to TDS’ Current Report on Form 8-K dated November 18, 2009. The Plan covers all TDS officers other than the President and CEO of TDS and the Chairman Emeritus of TDS. The Plan provides that, in general, 60% of the bonus will be based on quantitative company performance and 40% will be based on individual performance. In addition, company performance will be based on consolidated results of TDS. The TDS consolidated company performance will be based on the following three metrics with the following weights: consolidated service revenues (operating revenues excluding equipment revenue) (40%); consolidated operating cash flow, also commonly known as “EBITDA” (35%); and consolidated capital expenditures (25%).

Notwithstanding any provision of this bonus program to the contrary, a participating officer does not have a legally binding right to a bonus unless and until the bonus amount, if any, is paid and no bonus shall be paid unless the officer remains employed through the actual bonus payout date unless otherwise approved at the discretion of the Compensation Committee or President and CEO of TDS, as applicable.

The foregoing description is qualified by reference to the Plan which is attached hereto as Exhibit 10.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits filed or furnished herewith are set forth on the Exhibit Index attached hereto.

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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, thereto duly authorized.

Telephone and Data Systems, Inc.

(Registrant)

Date: March 8, 2013

By: /s/ Douglas D. Shuma  
Douglas D. Shuma  
Senior Vice President and Controller

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EXHIBIT INDEX

The following exhibits are filed or furnished herewith as noted below.

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                          |
|------------------------|-------------------------------------------------------------|
| 10.1                   | Telephone and Data Systems, Inc. 2013 Officer Bonus Program |

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