

FRONTIER COMMUNICATIONS CORP
Form 8-K
May 09, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): May 8, 2013

Frontier Communications Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-11001
(Commission File Number)

06-0619596
(IRS Employer Identification No.)

3 High Ridge Park, Stamford, Connecticut
(Address of principal executive offices)

06905
(Zip Code)

(203) 614-5600
(Registrant's telephone number, including area code)

(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 Submission of Matters to a Vote of Security Holders
5.07

Frontier Communications Corporation held its 2013 Annual Meeting of the Stockholders on May 8, 2013 (the "Meeting"). The number of shares of common stock present at the Meeting was 807,700,893 or 81.0% of the shares of common stock outstanding on March 12, 2013, the record date for the Meeting. At the Meeting, the following items were submitted to a vote of stockholders.

- (1) Election of directors. All nominees were elected pursuant to the following votes:

| Director | Number of Votes* | |
|------------------------|------------------|------------|
| | FOR | WITHHELD |
| Leroy T. Barnes, Jr. | 428,740,324 | 34,243,169 |
| Peter C.B. Bynoe | 422,665,631 | 40,317,862 |
| Jeri B. Finard | 424,083,544 | 38,899,949 |
| Edward Fraioli | 429,303,570 | 33,679,923 |
| James S. Kahan | 425,158,247 | 37,825,246 |
| Pamela D.A. Reeve | 424,378,410 | 38,605,083 |
| Howard L. Schrott | 429,116,003 | 33,867,490 |
| Lorraine D. Segil | 423,998,238 | 38,985,255 |
| Mark Shapiro | 427,680,290 | 35,303,203 |
| Myron A. Wick III | 428,741,289 | 34,242,204 |
| Mary Agnes Wilderotter | 415,937,343 | 47,046,150 |

* Does not include 344,717,400 broker non-votes.

- (2) Advisory proposal on executive compensation. The matter was approved with the following vote:

| | |
|----------------------------|-------------|
| Number of votes FOR | 397,153,918 |
| Number of votes AGAINST | 36,836,438 |
| Number of votes ABSTAINING | 28,993,137 |
| Number of BROKER NON-VOTES | 344,717,400 |

- (3) Proposed 2013 Frontier Bonus Plan. The matter was approved with the following vote:

| | |
|----------------------------|-------------|
| Number of votes FOR | 400,347,675 |
| Number of votes AGAINST | 34,212,143 |
| Number of votes ABSTAINING | 28,423,675 |
| Number of BROKER NON-VOTES | 344,717,400 |

- (4) Proposed 2013 Equity Incentive Plan. The matter was approved with the following vote:

| | |
|----------------------------|-------------|
| Number of votes FOR | 396,976,923 |
| Number of votes AGAINST | 37,976,054 |
| Number of votes ABSTAINING | 28,030,516 |
| Number of BROKER NON-VOTES | 344,717,400 |

(5) Stockholder proposal regarding an independent chairman. The matter was defeated with the following vote:

| | |
|----------------------------|-------------|
| Number of votes FOR | 183,330,724 |
| Number of votes AGAINST | 249,251,379 |
| Number of votes ABSTAINING | 30,401,390 |
| Number of BROKER NON-VOTES | 344,717,400 |

(6) Ratification of appointment of KPMG LLP as the Company's independent registered public accounting firm for 2013. The matter was approved with the following vote:

| | |
|----------------------------|-------------|
| Number of votes FOR | 758,356,967 |
| Number of votes AGAINST | 21,878,687 |
| Number of votes ABSTAINING | 27,465,239 |

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.

FRONTIER COMMUNICATIONS CORPORATION

Date: May 9, 2013

By:/s/ Susana D'Emic
Susana D'Emic
Senior Vice President and Controller