

TELEPHONE & DATA SYSTEMS INC /DE/
Form 8-K
May 21, 2012

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): May 17, 2012

TELEPHONE AND DATA SYSTEMS, INC.

(Exact name of registrant as specified in their charter)

Delaware
(State or other jurisdiction

of incorporation)

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

001-14157
(Commission File Number)

36-2669023
(I.R.S. Employer Identification No.)

60602
(Zip Code)

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

Not Applicable

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(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))
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Item 5.07 **Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting of Shareholders of Telephone and Data Systems, Inc. (“TDS”) held on May 17, 2012, the following number of votes were cast for the matters indicated. The following voting results are final.

1. Election of Directors.

The following directors received the following votes and were elected:

a. For the election of eight Directors of the Company by the holders of Series A Common Shares and Preferred Shares:

| <u>Nominee</u> | <u>For</u> | <u>Withhold</u> | <u>Broker Non-vote</u> |
|--------------------------|------------|-----------------|----------------------------|
| LeRoy T. Carlson, Jr. | 70,384,270 | - | 30,730 |
| Letitia G. Carlson, M.D. | 70,275,570 | 108,700 | 30,730 |
| Prudence E. Carlson | 70,275,570 | 108,700 | 30,730 |
| Walter C.D. Carlson | 70,384,270 | - | 30,730 |
| Kenneth R. Meyers | 70,384,070 | 200 | 30,730 |
| Donald C. Nebergall | 70,275,570 | 108,700 | 30,730 |
| George W. Off | 70,375,370 | 8,900 | 30,730 |
| Herbert S. Wander | 70,275,370 | 108,900 | 30,730 |

b. For the election of four Directors of the Company by the holders of Common Shares:

| <u>Nominee</u> | <u>For</u> | <u>Withhold</u> | <u>Broker Non-vote</u> |
|------------------------|------------|-----------------|----------------------------|
| Clarence A. Davis | 88,057,900 | 2,357,826 | 6,036,749 |
| Christopher D. O’Leary | 84,420,932 | 5,994,794 | 6,036,749 |
| Mitchell H. Saranow | 88,171,472 | 2,244,254 | 6,036,749 |
| Gary L. Sugarman | 84,474,791 | 5,940,935 | 6,036,749 |

2. Proposal to Ratify the Selection of PricewaterhouseCoopers LLP as Independent Public Accountants for 2012.

This proposal received the following votes and was approved:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-vote</u> |
|-------------|----------------|----------------|----------------------------|
| 121,021,871 | 922,554 | 167,462 | -0- |

3. Proposal to approve, on an advisory basis, the compensation of our named executive officers as disclosed in TDS' Proxy Statement dated April 16, 2012 (commonly known as "Say-on-Pay").

This proposal received the following votes and was approved:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-vote</u> |
|-------------|----------------|----------------|----------------------------|
| 108,374,465 | 5,975,610 | 4,495,487 | 3,266,325 |

4. Proposal by Shareholder to Recapitalize TDS's Outstanding Stock into One Class of Stock.

This proposal received the following votes and was defeated:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-vote</u> |
|------------|----------------|----------------|----------------------------|
| 37,935,088 | 80,693,824 | 216,650 | 3,266,325 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on their behalf by the undersigned, thereto duly authorized.

Telephone and Data Systems, Inc.
(Registrant)

Date: May 21, 2012

By: /s/ Douglas D. Shuma
Douglas D. Shuma

Senior Vice President and Controller