

Edgar Filing: Consolidated Communications Holdings, Inc. - Form S-8

Consolidated Communications Holdings, Inc.  
Form S-8  
May 12, 2010

As filed with the Securities and Exchange Commission on May 12, 2010

Registration No. 333-

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

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FORM S-8  
Registration Statement  
Under  
The Securities Act of 1933

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CONSOLIDATED COMMUNICATIONS  
HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	02-0636095 (I.R.S. employer identification no.)
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121 South 17th Street  
Mattoon, Illinois 61938-3987  
(Address of principal executive offices, including zip code)

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.  
2005 LONG-TERM INCENTIVE PLAN  
(Full title of each plan)

Steven L. Childers  
Senior Vice President and Chief Financial Officer  
Consolidated Communications Holdings, Inc.  
121 South 17th Street  
Mattoon, Illinois 61938-3987  
(Name and address of agent for service)

(217) 235-3311  
(Telephone number, including area code, of agent for service)

With a copy to:

Lauralyn G. Bengel  
Schiff Hardin LLP  
233 South Wacker Drive  
66th Floor  
Chicago, Illinois 60606  
(312) 258-5670

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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 definitions of "large accelerated

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filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer                          Accelerated filer                        
 Non-accelerated filer                             Smaller reporting company      
 Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price
Common Stock, par value \$.01 per share	900,000 (2)	\$17.43 (1)	\$15,687, 000 (1)

- (1) Estimated on the basis of \$17.43 per share, the average of the high and low sales prices of the Registrant's Common Stock as reported on the NASDAQ Global Select Market on May 7, 2010 solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act of 1933.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

### STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 "REGISTRATION OF ADDITIONAL SECURITIES"

The contents of the Registration Statement on Form S-8 (File No. 333-128934), filed by the Registrant with the Securities and Exchange Commission on October 11, 2005, registering shares of its Common Stock, par value \$0.01 per share, issuable under the Plan, are hereby incorporated by reference.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in the Registration Statement (other than the exhibits and the signature page) is set forth in the Registration Statement on Form S-8 (File No. 333-128934), as described above, and is incorporated herein by reference.

Item 8.       Exhibits.

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The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mattoon, State of Illinois, on the 4th day of May, 2010.

CONSOLIDATED COMMUNICATIONS  
HOLDINGS, INC.

By: /s/ Steven L. Childers

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Steven L. Childers  
Senior Vice President and  
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes

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Robert J. Currey and Steven L. Childers his true and lawful attorney-in-fact, acting alone, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments (including any post-effective amendments and supplements) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and to all intents and purposes such person might or could do in person, hereby ratifying and confirming all that said attorney-in fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 4th day of May, 2010.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Robert J. Currey ----- Robert J. Currey	President, Chief Executive Officer and Director (Principal Executive Officer)	May 4, 2010
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/s/ Steven L. Childers ----- Steven L. Childers	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 4, 2010
/s/ Jack W. Blumenstein ----- Jack W. Blumenstein	Director	May 4, 2010
/s/ Richard A. Lumpkin ----- Richard A. Lumpkin	Chairman of the Board and Director	May 4, 2010
/s/ Roger H. Moore ----- Roger H. Moore	Director	May 4, 2010
/s/ Maribeth S. Rahe -----	Director	May 4, 2010

Maribeth S. Rahe

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INDEX TO EXHIBITS

EXHIBIT NUMBER -----	Exhibit -----
4.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Amendment No. 7 to the Registrant's Registration Statement on Form S-1 dated July 19, 2005 (File No. 333-121086))
4.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q for the period ended September 30, 2009)
4.3	Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan (incorporated by reference to May 10 Exhibit 99.1 to the Registrant's Form 8-K filed on May 10, 2010)
5	Opinion of Schiff Hardin LLP
23.1	Consent of Ernst & Young LLP
23.2	Consent of Schiff Hardin LLP (included as part of Exhibit 5)
24	Power of Attorney (set forth on the signature page)

