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

FORM 8-K

CURRENT REPORT

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

Date of Report: June 11, 2014
(Date of earliest event reported)

VERIZON COMMUNICATIONS INC.
(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation)*

1-8606
(Commission File Number)

23-2259884
(I.R.S. Employer Identification No.)

140 West Street
New York, New York
*(Address of principal executive
offices)*

10007
(Zip Code)

Registrant's telephone number, including area code: (212) 395-1000

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:

- ☐ 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 8.01 Other Events.

Attached as Exhibit 99.1 and incorporated herein by reference is a press release dated June 11, 2014 issued by Verizon Communications Inc. (“Verizon”).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated June 11, 2014 issued by Verizon.

SIGNATURE

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, thereunto duly authorized.

Verizon Communications Inc.

(Registrant)

Date: June 11, 2014

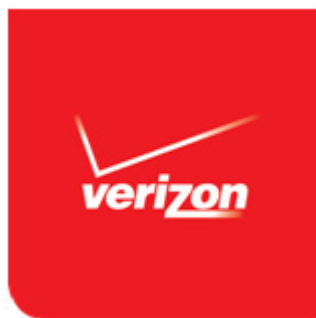
/s/ William L. Horton, Jr.

William L. Horton, Jr.

Senior Vice President, Deputy General Counsel
and Corporate Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated June 11, 2014 issued by Verizon.



NEWS RELEASE

FOR IMMEDIATE RELEASE
June 11, 2014

Media contact:
Bob Varettoni
908-559-6388
robert.a.varettoni@verizon.com

Verizon Announces Pricing Terms of Exchange Offer

NEW YORK -- Verizon Communications Inc. ("Verizon") (NYSE, NASDAQ: VZ; LSE: VZC) today announced the pricing terms of its previously announced private offer to exchange (the "Exchange Offer") up to all of Cellco Partnership's and Verizon Wireless Capital LLC's (together, "Verizon Wireless") £600,000,000 outstanding aggregate principal amount of 8.875% Notes due December 18, 2018 (the "Existing Notes") for Verizon's new sterling-denominated notes due 2024 (the "New Notes") and an amount of cash.

The interest rate on the New Notes will be 4.073% per annum, determined in accordance with the procedures set forth in the confidential exchange offer memorandum, dated May 29, 2014, related to the Exchange Offer (the "Exchange Offer Memorandum") by reference to the sum (expressed on an annualized basis) of (i) the yield of the 2.25% United Kingdom Treasury Bond due September 7, 2023, as calculated by the lead dealer manager for the Exchange Offer in accordance with standard market practice, as of 12:00 noon (London time) on June 11, 2014, appearing on the U.K. DMO 2 Page as displayed on the Bloomberg Pricing Monitor, which was 2.732%, and (ii) the New Notes spread, previously determined at 11:00 a.m. (London time) on June 2, 2014, which was 1.30%.

The total exchange price to be received in the Exchange Offer for each £1,000 principal amount of Existing Notes validly tendered, and not validly withdrawn, at or prior to the early participation date (11:59 p.m. (New York time) on June 11, 2014, unless extended by Verizon), and accepted for exchange pursuant to the terms and conditions of the Exchange Offer, is set forth in the table below. The total exchange price includes the early exchange premium of £50.00 principal amount of New Notes in respect of each £1,000 principal amount of Existing Notes validly tendered, and not validly withdrawn, at or prior to the early participation date. The total exchange price for the Exchange Offer has been determined in accordance with the procedures set forth in the Exchange Offer Memorandum. Eligible Holders (as defined below) of Existing Notes that validly tender Existing Notes after the early participation date, but at or prior to the expiration date (11:59 p.m. (New York time) on June 25, 2014, unless extended by Verizon), and whose Existing Notes are accepted in the Exchange Offer, will receive the exchange price, which is the total exchange price minus the early exchange premium.

The table below shows, among other things, the total exchange price and exchange price per £1,000 principal amount of Existing Notes accepted in the Exchange Offer.

Existing Notes	ISIN Number	Principal Amount Outstanding	Exchange Reference Security	Exchange Reference Yield	Exchange Spread (Basis Points)	Exchange Offer Yield	New Notes	Exchange Price	Total Exchange Price	Adjusted Cash Amount ¹	New Notes Amount ²
8.875% Notes due 18 December 2018, issued by Verizon Wireless	XS0405876672	£600,000,000	UKT 5.00% due 7 March 2018	1.546%	+40	1.955%	Notes due 2024 issued by Verizon	£1,245.19	£1,295.19	£40.00	£1,255.19

(1) The “Cash Amount” portion of the total exchange price has been adjusted (the “Adjusted Cash Amount”) from the amount previously announced and reflected in the Exchange Offer Memorandum in accordance with the adjustment procedure set forth in the Exchange Offer Memorandum.

(2) The “New Notes Amount” portion of the total exchange price has been adjusted to account for the Adjusted Cash Amount in accordance with the adjustment procedure set forth in the Exchange Offer Memorandum.

In addition to the total exchange price or exchange price, as applicable, Eligible Holders whose Existing Notes are accepted for exchange will be paid accrued and unpaid interest on such Existing Notes to, but not including, the applicable settlement date (rounded down to the nearest £0.01). In the case of Existing Notes exchanged on the final settlement date, this amount will be reduced to offset any entitlement to pre-issuance interest that is embedded in the New Notes to be issued on the final settlement date, as described in the Exchange Offer Memorandum.

Tenders of Existing Notes in the Exchange Offer may be validly withdrawn at any time at or prior to 11:59 p.m. (New York time) on June 11, 2014, unless extended by Verizon, but not thereafter, unless additional withdrawal rights are required by law. The early settlement date is expected to be June 18, 2014, and will apply to all Existing Notes validly tendered, and not validly withdrawn, at or prior to the early participation date, and accepted for exchange pursuant to the terms and conditions of the Exchange Offer.

The Exchange Offer will expire at 11:59 p.m. (New York time) on June 25, 2014, unless extended by Verizon. The final settlement date is expected to be June 27, 2014, and will apply to all Existing Notes validly tendered after the early participation date, but at or prior to the expiration date, and accepted for exchange pursuant to the terms and conditions of the Exchange Offer.

The complete terms of the Exchange Offer are described in the Exchange Offer Memorandum. Verizon reserves the right, subject to applicable law, to extend, terminate or otherwise amend the terms of the Exchange Offer.

The Exchange Offer is being conducted by Verizon upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum. The Exchange Offer is being extended only (1) to holders of Existing Notes that are “Qualified Institutional Buyers” as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), in a private transaction in reliance upon the exemption from the registration requirements of the U.S. Securities Act provided by Section 4(a)(2) thereof and (2) outside the United States, to holders of Existing Notes other than “U.S. persons” (as defined in Rule 902 under Regulation S of the U.S. Securities Act) and who are not acquiring New Notes for the account or benefit of a U.S. person, in offshore transactions in compliance with Regulation S under the U.S. Securities Act, and who are “Non-U.S. qualified offerees” (as defined in the Exchange Offer Memorandum) (each of the foregoing, an “Eligible Holder”).

Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold Existing Notes as to when such intermediary needs to receive instructions from an Eligible Holder in order for that Eligible Holder to be able to participate in, or (in the circumstances in which revocation is permitted) revoke their instruction to participate in, the Exchange Offer before the deadlines specified herein and in the Exchange Offer Memorandum. The deadlines set by each clearing system for the submission and withdrawal of exchange instructions will also be earlier than the relevant deadlines specified herein and in the Exchange Offer Memorandum.

If and when issued, the New Notes will not be registered under the U.S. Securities Act or any state securities laws. Therefore, the New Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws.

This press release is not an offer to sell or a solicitation of an offer to buy any security. The Exchange Offer is being made solely by the Exchange Offer Memorandum and only to such persons and in such jurisdictions as is permitted under applicable law.

This communication has not been approved by an authorized person for the purposes of Section 21 of the Financial Services and Markets Act 2000, as amended (the “FSMA”). Accordingly, this communication is not being directed at persons within the United Kingdom save in circumstances where section 21(1) of the FSMA does not apply.

In particular, this communication is only addressed to and directed at: (A) in any Member State of the European Economic Area that has implemented the Prospectus Directive (as defined below), qualified investors in that Member State within the meaning of the Prospectus Directive and (B) (i) persons that are outside the United Kingdom or (ii) persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Financial Promotion Order”)) or within Article 43 of the Financial Promotion Order, or to other persons to whom it may otherwise lawfully be communicated by virtue of an exemption to Section 21(1) of the FSMA or otherwise in circumstance where it does not apply (such persons together being “relevant persons”). The New Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such New Notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on the Exchange Offer Memorandum or any of its contents. For purposes of the foregoing, the “Prospectus Directive” means the Prospectus Directive 2003/71/EC, as amended, including pursuant to Directive 2010/73/EU.

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Cautionary Statement Regarding Forward-Looking Statements

In this communication we have made forward-looking statements. These statements are based on our estimates and assumptions and are subject to risks and uncertainties. Forward-looking statements include the information concerning our possible or assumed future results of operations. Forward-looking statements also include those preceded or followed by the words “anticipates,” “believes,” “estimates,” “hopes” or similar expressions. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. The following important factors, along with those discussed in our filings with the Securities and Exchange Commission (the “SEC”), could affect future results and could cause those results to differ materially from those expressed in the forward-looking statements: the ability to realize the expected benefits of our transaction with Vodafone in the timeframe expected or at all; an adverse change in the ratings afforded our debt securities by nationally accredited ratings organizations or adverse conditions in the credit markets affecting the cost, including interest rates, and/or availability of further financing; significantly increased levels of indebtedness as a result of the Vodafone transaction; changes in tax laws or treaties, or in their interpretation; adverse conditions in the U.S. and international economies; material adverse changes in labor matters, including labor negotiations, and any resulting financial and/or operational impact; material changes in technology or technology substitution; disruption of our key suppliers’ provisioning of products or services; changes in the regulatory environment in which we operate, including any increase in restrictions on our ability to operate our networks; breaches of network or information technology security, natural disasters, terrorist attacks or acts of war or significant litigation and any resulting financial impact not covered by insurance; the effects of competition in the markets in which we operate; changes in accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings; significant increases in benefit plan costs or lower investment returns on plan assets; and the inability to implement our business strategies.