
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 26, 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 by reference herein is a press release dated June 26, 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 26, 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 26, 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 26, 2014 issued by Verizon.



NEWS RELEASE

FOR IMMEDIATE RELEASE
June 26, 2014

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

Verizon Announces Expiration and Final Results of Exchange Offer

NEW YORK — Verizon Communications Inc. (“Verizon”) (NYSE, NASDAQ: VZ; LSE: VZC) today announced the expiration and final results of its previously announced private offer to exchange (the “Exchange Offer”) up to all of Cellco Partnership’s and Verizon Wireless Capital LLC’s £600,000,000 outstanding aggregate principal amount of 8.875% Notes due December 18, 2018 (the “Existing Notes”) for Verizon’s new sterling-denominated 4.073% notes due 2024 (the “New Notes”) and an amount of cash.

Based on information provided by Lucid Issuer Services Limited, the exchange agent and information agent for the Exchange Offer, the aggregate principal amount of Existing Notes validly tendered for exchange and not validly withdrawn at or prior to the expiration date for the Exchange Offer (11:59 p.m. (New York time) on June 25, 2014) was £554,190,000.00, of which £13,639,000.00 was validly tendered and not validly withdrawn after the early participation date (11:59 p.m. (New York time) on June 11, 2014). All of such tendered Existing Notes have been accepted for exchange.

The final settlement date is expected to be June 27, 2014, and will apply to all Existing Notes validly tendered, and not validly withdrawn, 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. Verizon expects that it will issue £16,435,000.00 aggregate principal amount of New Notes, and will make a cash payment in the aggregate amount of £548,146.41, in satisfaction of the exchange price on such tendered Existing Notes (not including accrued and unpaid interest on the Existing Notes, which will be payable by Verizon in addition to the exchange price, 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 confidential exchange offer memorandum, dated May 29, 2014 (the “Exchange Offer Memorandum”)), for a total of £694,804,000.00 aggregate principal amount of New Notes, and cash payments in the aggregate amount of £22,295,396.10, in connection with the Exchange Offer (including the amount of New Notes previously issued, and the amount of the cash payments previously made, on the early settlement date of the Exchange Offer, but excluding accrued and unpaid interest).

The Exchange Offer was conducted by Verizon upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum. The Exchange Offer was 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”).

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.

The dealer managers for the Exchange Offer, including two minority and women-owned firms, were Credit Suisse Securities (Europe) Limited, Banca IMI Securities Corp., BNP Paribas, Loop Capital Markets LLC and Lebenthal & Co., LLC.

This press release is not an offer to sell or a solicitation of an offer to buy any security. The Exchange Offer was 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.