
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: September 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.)

1095 Avenue of the Americas
New York, New York
(Address of principal executive offices)

10036
(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 7.01. Regulation FD Disclosure.

Attached as an exhibit and incorporated herein is a press release and related schedules dated September 11, 2014 issued by Verizon Communications Inc. (Verizon).

Non-GAAP Measures

Exhibit 99 includes financial information prepared in conformity with generally accepted accounting principles (GAAP) as well as non-GAAP financial information. It is management's intent to provide non-GAAP financial information to enhance the understanding of Verizon's GAAP financial information and it should be considered by the reader in addition to, but not instead of, the financial statements prepared in accordance with GAAP. Each non-GAAP financial measure is presented along with the corresponding GAAP measure so as not to imply that more emphasis should be placed on the non-GAAP measure. The non-GAAP financial information presented may be determined or calculated differently by other companies.

Verizon Wireless Segment EBITDA (Wireless EBITDA) is calculated by adding back depreciation and amortization expense to Verizon Wireless operating income, and Wireless EBITDA service margin is calculated by dividing Wireless EBITDA by Verizon Wireless service revenues. Wireless EBITDA service margin utilizes service revenues rather than total revenues in order to capture the impact of providing service to the wireless customer base on an ongoing basis. Service revenues primarily exclude equipment revenues (as well as other non-service revenues).

Wireline Segment EBITDA (Wireline EBITDA) is calculated by adding back depreciation and amortization expense to Wireline operating income, and Wireline EBITDA margin is calculated by dividing Wireline EBITDA by Wireline total operating revenues.

The information provided pursuant to this Item 7.01 is "furnished" and shall not be deemed to be "filed" with the Securities and Exchange Commission or incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filings.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99	Attached as an exhibit is a press release and related schedules dated September 11, 2014 issued by Verizon Communications Inc.

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: September 11, 2014

/s/ Anthony T. Skiadas

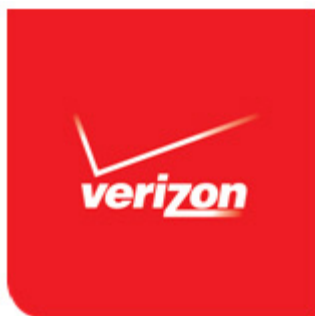
Anthony T. Skiadas

Senior Vice President and Controller

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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NEWS RELEASE

FOR IMMEDIATE RELEASE
September 11, 2014

Media contacts:
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Verizon Comments on Strong Customer Growth in Wireless

NEW YORK – Verizon Communications Inc. (NYSE, Nasdaq: VZ) continues to see strong adoption of 4G smartphones and tablets in third-quarter 2014, according to comments made today by Chairman and CEO Lowell McAdam at an investor conference here.

McAdam said that retail postpaid net additions are more than 40 percent higher in the quarter-to-date than a year ago. In third-quarter 2013, Verizon reported 927,000 retail postpaid net additions. The percentage of customers choosing the Verizon Edge early-upgrade plan so far in third-quarter 2014 is similar to the rate in first-quarter 2014, which was approximately 12 percent of total phone activations.

Verizon expects strong customer growth and low Edge adoption rate this quarter to date to put some pressure on the wireless segment EBITDA service margin (non-GAAP) on a sequential basis. In second-quarter 2014, Verizon reported a wireless segment EBITDA service margin of 50.3 percent.

In wireline, FiOS continues to drive consumer revenue growth, while enterprise and wholesale growth remain under pressure. Although Verizon has made progress in expanding the wireline segment EBITDA margin (non-GAAP) in the first half of 2014, the company expects some quarter-to-quarter fluctuations due to seasonality and the timing of non-recurring billings and costs. Verizon reiterated that the company remains on track to achieve full-year expansion of the wireline segment EBITDA margin.

Verizon will report third-quarter 2014 results on Tuesday, Oct. 21.

NOTE: See the accompanying schedules and www.verizon.com/about/investors/ for reconciliations to generally accepted accounting principles (GAAP) for non-GAAP financial measures cited in this document.

Verizon Communications Inc. (NYSE, Nasdaq: VZ), headquartered in New York, is a global leader in delivering broadband and other wireless and wireline communications services to consumer, business, government and wholesale customers. Verizon Wireless operates America's most reliable wireless network, with 104.6 million retail connections nationwide. Verizon also provides converged communications, information and entertainment services over America's most advanced fiber-optic network, and delivers integrated business solutions to customers in more than 150 countries. A Dow 30 company with more than \$120 billion in 2013 revenues, Verizon employs a diverse workforce of 177,800. For more information, visit www.verizon.com/news/.

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VERIZON'S ONLINE NEWS CENTER: Verizon news releases, executive speeches and biographies, media contacts and other information are available at Verizon's online News Center at www.verizon.com/news/. The news releases are available through an RSS feed. To subscribe, visit www.verizon.com/about/rss-feeds/.

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.

Verizon Communications Inc.**Wireless Reconciliations**

(dollars in millions)

Unaudited	3 Months Ended 6/30/14
Wireless Segment EBITDA	
Operating Income	\$ 6,985
Add: Depreciation and amortization expense	2,107
Wireless Segment EBITDA	<u>\$ 9,092</u>
Wireless total operating revenues	<u>\$ 21,483</u>
Wireless service revenues	<u>\$ 18,078</u>
Wireless Operating Income Margin	<u>32.5%</u>
Wireless Segment EBITDA Service Margin	<u>50.3%</u>

Wireline Reconciliations

(dollars in millions)

Unaudited	3 Months Ended 3/31/14	3 Months Ended 6/30/14
Wireline Segment EBITDA		
Operating Income	\$ 147	\$ 259
Add: Depreciation and amortization expense	2,033	2,005
Wireline Segment EBITDA	<u>\$ 2,180</u>	<u>\$ 2,264</u>
Wireline total operating revenues	<u>\$ 9,790</u>	<u>\$ 9,759</u>
Wireline Operating Income Margin	<u>1.5%</u>	<u>2.7%</u>
Wireline Segment EBITDA Margin	<u>22.3%</u>	<u>23.2%</u>