

VERIZON COMMUNICATIONS INC

Form 8-K

December 16, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report: December 16, 2005**

(Date of earliest event reported)

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**VERIZON COMMUNICATIONS INC.**

*(Exact name of registrant as specified in its charter)*

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**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**

**10036**

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*(Address of principal executive offices)*

*(Zip Code)*

**Registrant's telephone number, including area code: (212) 395-2121**

**Not applicable**

*(Former name or former address, if changed since last report)*

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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 an exhibit is a letter dated December 16, 2005 issued by Verizon Communications Inc. (Verizon) containing information pertaining to the Agreement and Plan of Merger dated as of February 14, 2005, as thereafter amended, among Verizon, Eli Acquisition, LLC and MCI, 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.

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(Registrant)

Date: December 16, 2005

/s/ Marianne Drost

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Marianne Drost  
Senior Vice President, Deputy General  
Counsel and Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                                                                                                                                                                                           |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99                        | Letter dated December 16, 2005 issued by Verizon Communications Inc. (Verizon) containing information pertaining to the Agreement and Plan of Merger dated as of February 14, 2005, as thereafter amended, among Verizon, Eli Acquisition, LLC and MCI, Inc. |