

WINDSTREAM CORP  
Form 8-K  
September 29, 2009  
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**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 (Date of earliest event reported): September 29, 2009**

**WINDSTREAM CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

**001-32422**  
(Commission File Number)

**20-0792300**  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

**4001 Rodney Parham Road, Little Rock, Arkansas**  
(Address of principal executive offices)

**(501) 748-7000**

**72212**  
(Zip Code)

Registrant's telephone number, including area code

N/A

(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.**

On September 29, 2009, Windstream Corporation ( Windstream ) issued a press release announcing that it intends to offer in a private placement \$400 million in aggregate principal amount of Senior Notes due 2017. The offering is expected to be consummated in early October 2009, subject to market and other conditions. Windstream expects to use the net proceeds of the offering, together with cash on hand, to finance the cash component of the purchase price of the previously announced acquisitions of D&E Communications, Inc. ( D&E ) and Lexcom, Inc., to refinance certain indebtedness of D&E in connection with the acquisition, to pay related transaction fees and expenses and for general corporate purposes.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Exhibits.**

*(d) Exhibits*

<b>Exhibit Number</b>	<b>Description</b>
99.1	Windstream Press Release dated September 29, 2009

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WINDSTREAM CORPORATION

By: /s/ JOHN P. FLETCHER  
Name: **John P. Fletcher**  
Title: **Executive Vice President and General Counsel**

September 29, 2009

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Windstream Press Release dated September 29, 2009