

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K-A

AMENDMENT NO. 1 - October 11, 1996

Amendment No. 1 is being filed to add information truncated in error in the original filing.

CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 30, 1996

Shenandoah Telecommunications Company
(Exact name of registrant as specified in charter)

Virginia
(State or other
jurisdiction of
incorporation)

0-9881
(Commission File
Number)

54-1162807
(IRS Employer
Identification
Number)

124 South Main Street, Edinburg, Virginia 22824
(Address of principal executive offices)

Registrant's telephone number, including area code: (540) 984-4141

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Item 5. Other Events

... On February 23, 1996, Shenandoah Cable Television announced the signing of a Letter of Intent to acquire these properties.

SIGNATURES

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.

SHENANDOAH TELECOMMUNICATIONS COMPANY

By: Christopher E. French
President