FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*  BANKS HEATHER K     |   |  |   |         | SF                           | 2. Issuer Name <b>and</b> Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/ |         |      |   |        |                    |  |                                       |                           | all appli<br>Directo  | ,   |           | son(s) to Iss<br>10% Ov<br>Other (s                                      | vner   |  |
|---|---|--|---|---------|------------------------------|---|---------|------|---|--------|--------------------|--|---------------------------------------|---------------------------|---|---|-----------|--|--|--|
| (Last) (First) (Middle)                                       |   |  |   | SH      | SHEN ]                       |   |         |      |   |        |                    |  | X                                     | below)                    | .0  |   | below)    | pecity   |  |  |
| , ,   | PO BOX 459  |  |   |         |                              | 3. Date of Earliest Transaction (Month/Day/Year) 09/21/2021                             |         |      |   |        |                    |  |                                       | VP & Chief HRO            |   |   |           |  |  |  |
| (Street)  | JRG V   | <b>A</b> :                                 | 22824   |         | 4. If                        | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                |         |      |   |        |                    |  |                                       |                           | Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person |   |           |  |  |  |
| (City)  | (Si   | tate)                                      | (Zip)   |         |                              | Form filed by More than One Reporting Person  |         |      |   |        |                    |  |                                       |                           | rting   |   |           |  |  |  |
|   |   | Tab  | le I - Nor                                    | า-Deriv | ative                        | Sec   | curitie | s Ac | quired,   | Dis    | posed o            | of, or Be  | nefici                                | ally (                    | Owned   | i   |           |  |  |  |
| 1. Title of Security (Instr. 3)  2. Transac Date (Month/Date) |   |  |   |         |                              | Execution Date,   |         |      | Transaction Disposed Code (Instr. 5)                  |        |                    | ities Acquir<br>d Of (D) (In:  | ed (A) oi<br>str. 3, 4 a              | 4 and Securiti<br>Benefic |   | es Fo<br>ially (D)<br>Following (I)   |           | n: Direct<br>r Indirect<br>istr. 4)                                      | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |  |
|   |   |  |   |         |                              |   |         | Code | v   | Amount | (A) or (D)         |  | .                                     | Transac<br>(Instr. 3      | ction(s)  |   |           | (mou. 4)   |  |  |
|   |   | Т  | able II -                                     |         |                              |   |         |      |   |        |                    | , or Ben<br>ble secu   |                                       |                           | wned  |   |           | ,  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)           | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deeme<br>Execution<br>if any<br>(Month/Da | Date,   | 4.<br>Transa<br>Code (<br>8) |   | of      |      | 6. Date Exercisa<br>Expiration Date<br>(Month/Day/Yea |        |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                       | Deriv<br>Secu<br>(Insti   | Price of<br>erivative<br>ecurity<br>str. 5)   | 9. Number<br>derivative<br>Securities<br>Beneficial<br>Owned<br>Following<br>Reported<br>Transactic<br>(Instr. 4) | is<br>Ily | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |   |         | Code                         | v   | (A)     | (D)  | Date<br>Exercisal                                     |        | expiration<br>Date | Title  | Amoun<br>or<br>Number<br>of<br>Shares |                           |   |   |           |  |  |  |
| Restricted<br>Stock Unit                                      | (1)   | 09/21/2021                                 |   |         | A                            |   | 4,821   |      | (2)   | 0      | 2/20/2025          | Common<br>Stock  | 4,821                                 |                           | \$0   | 8,017   |           | D  |  |  |

## Explanation of Responses:

- 1. Each restricted stock unit represents a contingent right to receive one share of common stock.
- 2. The option vests 10% in February 2022; and then 30% each in February 2023, February 2024 and February 2025. The options (and shares issuable upon exercise of the option) are subject to cancellation and forfeiture in accordance with the Company's executive compensation recovery policy.

Raymond B Ostroski Atty in 09/23/2021 Fact for Heather Banks

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Know all by these present, that the undersigned hereby constitutes and appoints each of Christopher E. French and Ray Ostroski, signing singly, the undersigned's true and lawful attorney-in-fact to: (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Shenandoah Telecommunications Company

(the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5 complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of July, 2019.

Signature: /s/ Heather K Banks

Print Name: Heather K Banks