

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 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)
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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 September 30, 1996, Shenandoah Cable Television, a wholly-owned subsidiary of Shenandoah Telecommunications Company, acquired for cash, the Shenandoah County, Virginia cable television systems of FrontierVision Operating Partners, L.P., of Denver, Colorado, for approximately \$7,864,171, subject to certain post-closing adjustments. The purchase price was determined on the basis of the evaluation of the fair market value of the assets and goodwill associated with the customer base. The transaction was funded through the CoBank loan facility secured in July, 1996. The CATV systems acquired were formerly owned by C4 Media Cable and were acquired by FrontierVision as part of a larger acquisition of cable assets. The acquired