

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): March 11, 2009

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**Shenandoah Telecommunications Company**

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

**Virginia**  
(State or other jurisdiction of  
incorporation)

**0-9881**  
(Commission File Number)

**54-1162807**  
(IRS Employer Identification No.)

**500 Shentel Way**  
**P.O. Box 459**  
**Edinburg, VA**  
(Address of principal executive offices)

**22824**  
(Zip Code)

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

**Not applicable**

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**(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 (see General Instruction A.2. below):

- 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))

**Item 8.01 Other Events.**

On March 11, 2009, Shenandoah Telecommunications Company presented at an investor conference hosted by Raymond James in Orlando, Florida. The presentation included materials related to the Company's fourth quarter and year end 2008 results of operations. The materials attached hereto as Exhibit 99.1 were utilized during the presentation. These materials are also available on the Company's website.

These materials may contain forward-looking statements about Shenandoah Telecommunications regarding, among other things, our business strategy, our prospects and our financial position. These statements can be identified by the use of forward-looking terminology such as "believes," "estimates," "expects," "intends," "may," "will," "should," "could," or "anticipates" or the negative or other variation of these or similar words, or by discussions of strategy or risks and uncertainties. Shenandoah Telecommunications undertakes no obligation to revise or update such statements to reflect current events or circumstances after the date hereof, or to reflect the occurrence of unanticipated events.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits**

The following exhibits are filed with this Current Report on Form 8-K.

**99.1 Raymond James Investor Conference Presentation Slides**

**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.

SHENANDOAH TELECOMMUNICATIONS COMPANY  
(Registrant)

March 11, 2009      /s/ Adele M. Skolits  
Adele M. Skolits  
Vice President - Finance and  
Chief Financial Officer  
(Duly Authorized Officer)



**Raymond James Investor Conference**  
March 11, 2009

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## Safe Harbor Statement

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This presentation includes “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, our business strategy, our prospects and our financial position. These statements can be identified by the use of forward-looking terminology such as “believes,” “estimates,” “expects,” “intends,” “may,” “will,” “should,” “could,” or “anticipates” or the negative or other variation of these similar words, or by discussions of strategy or risks and uncertainties. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from the Company’s expectations and projections. Important factors that could cause actual results to differ materially from such forward-looking statements include, without limitation, risks related to the following:

- Increasing competition in the communications industry; and
- A complex and uncertain regulatory environment.

A further list and description of these risks, uncertainties and other factors can be found in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2008. Copies of this Form 10-K, as well as subsequent filings, are available online at [www.sec.gov](http://www.sec.gov), [www.shentel.com](http://www.shentel.com) or on request from the Company. The Company does not undertake to update any forward-looking statements as a result of new information or future events or developments

## Use of Non-GAAP Financial Measures

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Included in this presentation are certain non-GAAP financial measures that are not determined in accordance with US generally accepted accounting principles. These financial performance measures are not indicative of cash provided or used by operating activities and exclude the effectors of certain operating, capital and financing costs and may differ from comparable information provided by other companies, and they should not be considered in isolation, as an alternative to, or more meaningful than measures of financial performance determined in accordance with US generally accepted accounting principles. These financial performance measures are commonly used in the industry and are presented because Shentel believes they provide relevant and useful information to investors. Shentel utilizes these financial performance measures to assess its ability to meet future capital expenditure and working capital requirements, to incur indebtedness if necessary, return investment to shareholders and to fund continued growth. Shentel also uses these financial performance measures to evaluate the performance of its business and for budget planning purposes.

## Agenda

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Introduction and Shentel Overview – Earle MacKenzie - COO

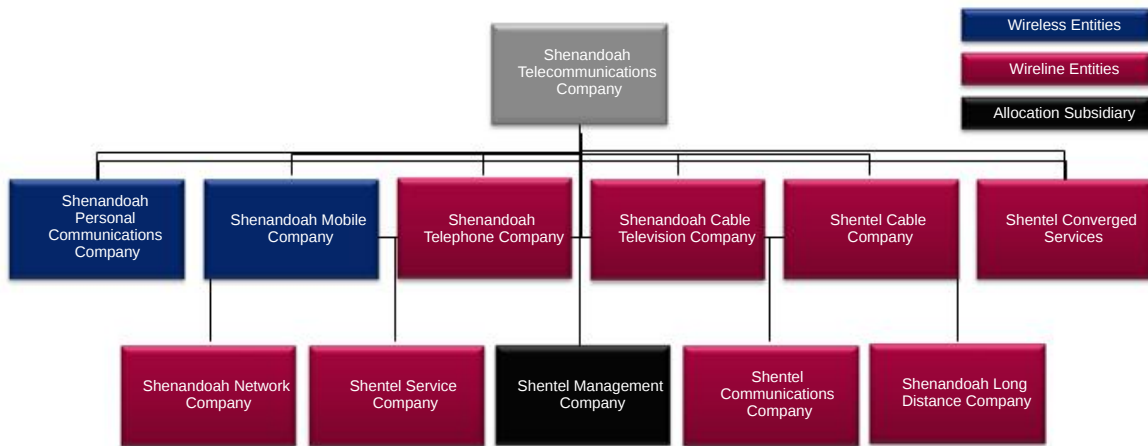
Overview of PCS

Overview of Wireline

Financials – Adele Skolits – CFO

# Shenandoah Telecommunications Company

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- Major subsidiaries: PCS, Telephone, Mobile and Cable
- Shentel Management Company: Allocation subsidiary for all employees and shared expenses

## Growth Strategy – Capitalize on Core Competencies

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- Wireless
  - ▶ Increase penetration in existing PCS footprint
  - ▶ Look for new wireless opportunities in surrounding geographic areas
- Telephone
  - ▶ Attractive markets at reasonable prices
- Cable
  - ▶ Focus on smaller less competitive markets
  - ▶ Build clusters to gain operating efficiencies
  - ▶ Upgrade networks to offer “Triple Play”



## Business Overview

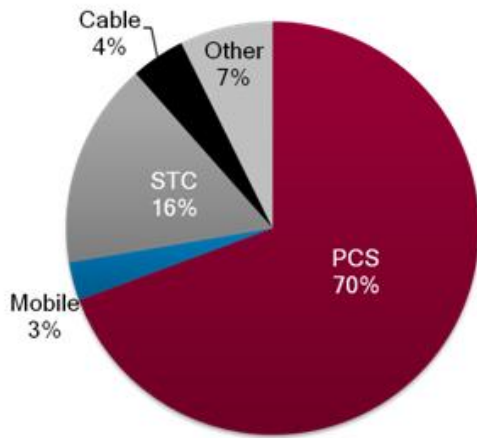
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- Public company with 4,400+ shareholders
  - ▶ 70% individual/30% institutional
- Profitable
- Strong growth
- Healthy balance sheet
- Continuity of ownership & management
- Focused business plan
- New opportunity in fiber/coax wireline triple play

## Business Overview

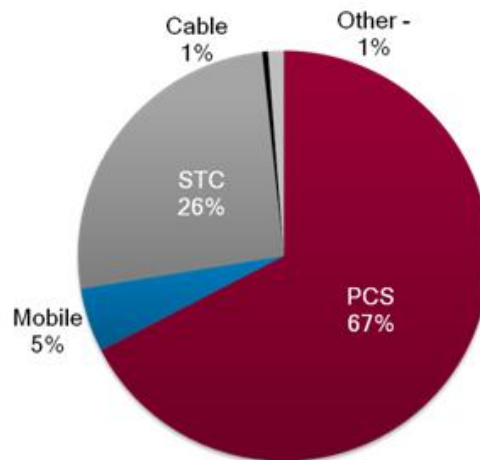
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2008 Revenues by Segment



Total External Revenues = \$144 million

2008 OIBDA by Segment



Total OIBDA = \$72 million

# Agenda

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Introduction and Shentel Overview

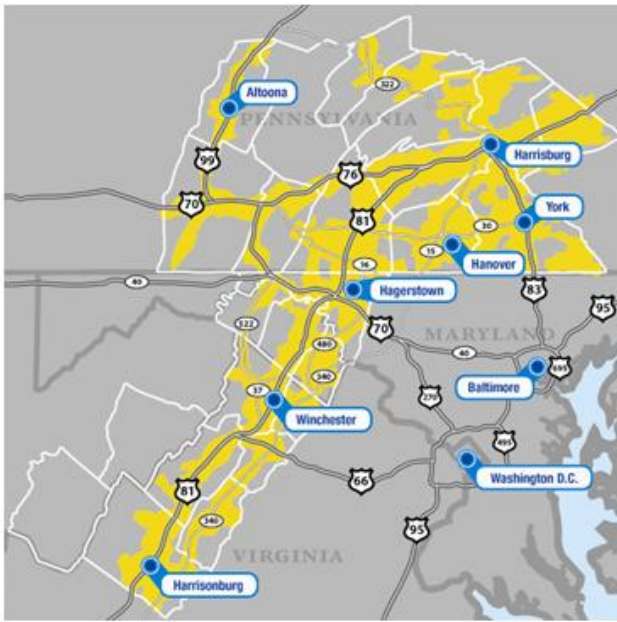
Overview of PCS

Overview of Wireline

Financials

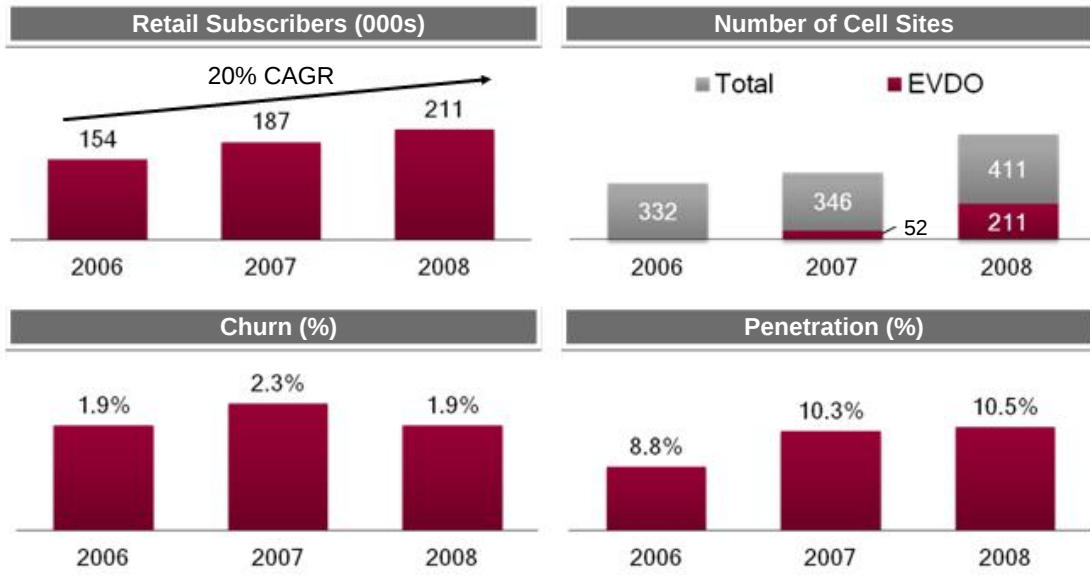
## PCS Overview

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- One of 3 remaining Sprint Nextel affiliates
- 2.3 million licensed POPs
- 1.9 million covered POPs
- 211k total subscribers
  - ▶ 10.5% penetration
- 411 CDMA base stations
- 211 EVDO enabled cell sites
  - ▶ 86% EVDO covered POPs
- \$41,000 Estimated Average household income

# Key Operational Metrics – PCS

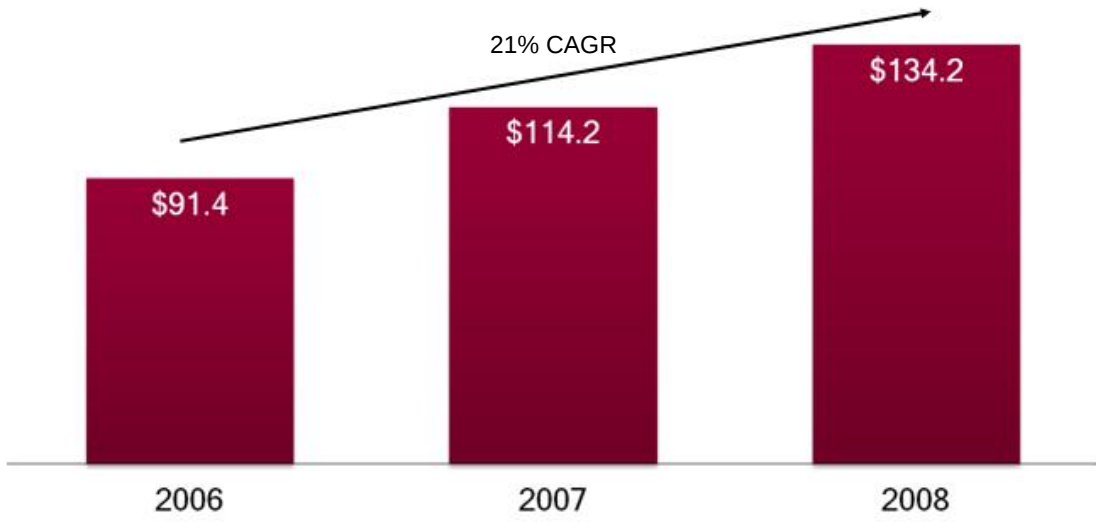


- Total POPs as of 2008: 2.3 million  
 - Covered POPs as of 2008: 1.9 million

- EVDO coverage as of 2008: 86% of covered POP  
 - EVDO coverage as of 2009E: 92% of covered POP

## Attractive Service Revenue Growth - PCS

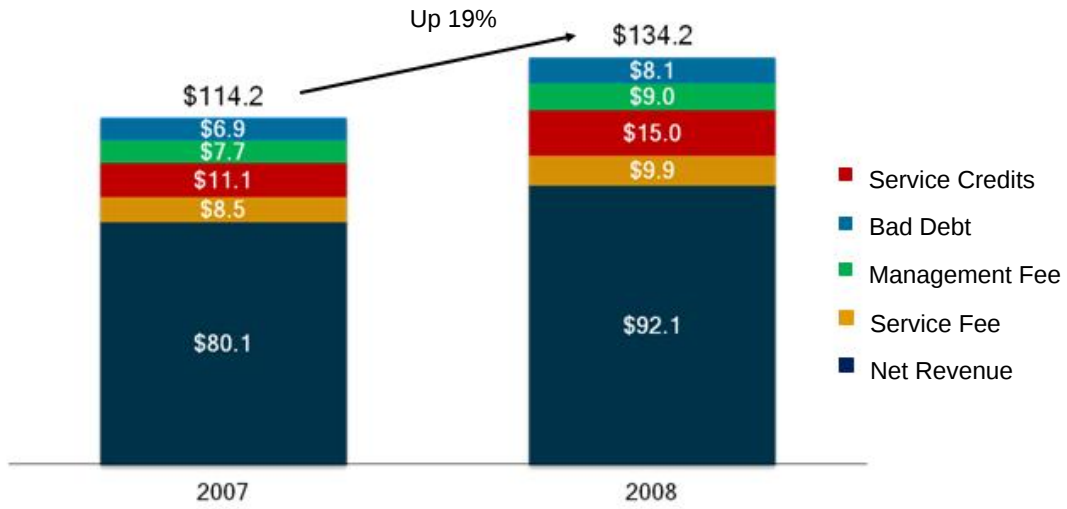
Gross Billed PCS Revenue (\$ millions)<sup>1</sup>



<sup>1</sup> Before credits and fees

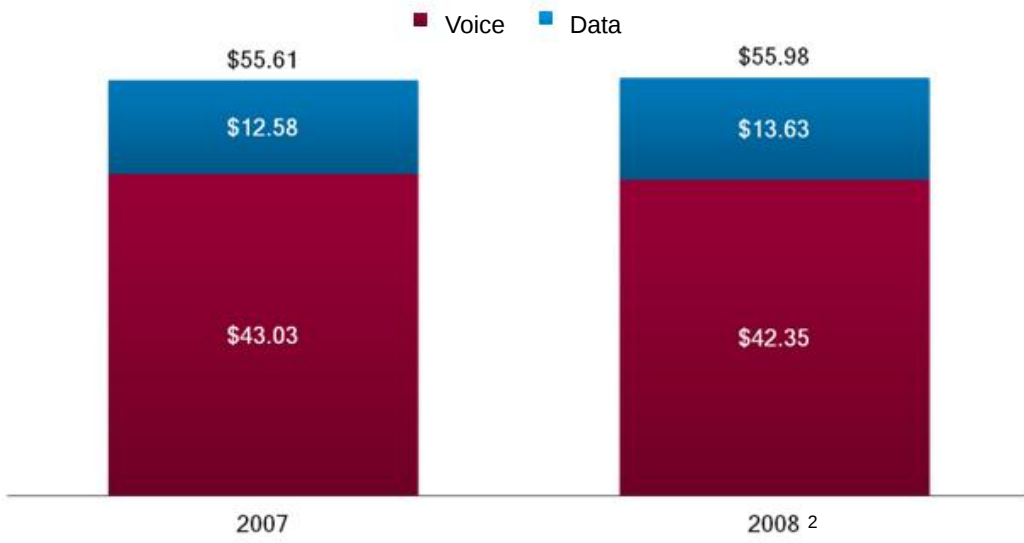
# PCS Revenues

Billed Revenues (\$ millions)



# PCS Revenue per Subscriber

Gross Billed Revenues per Subscriber<sup>1</sup>



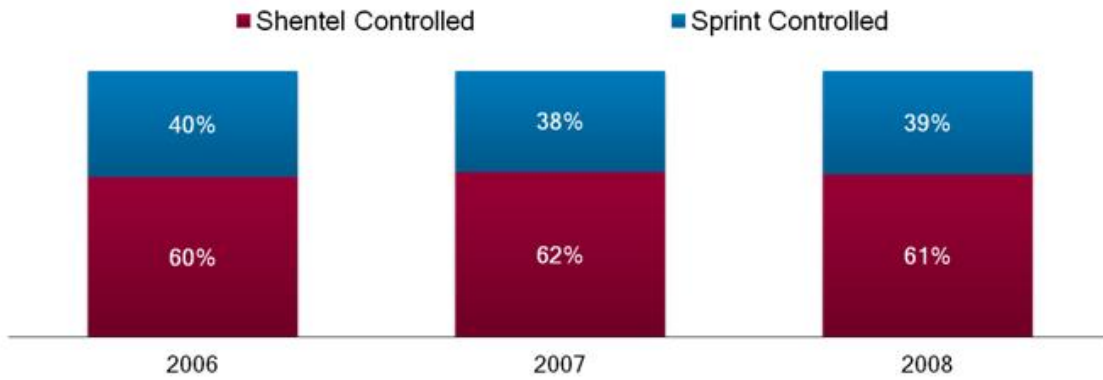
<sup>1</sup> Before credits and fees

<sup>2</sup> Data ARPU was \$15.90 in Q4 - 2008



# PCS Distribution

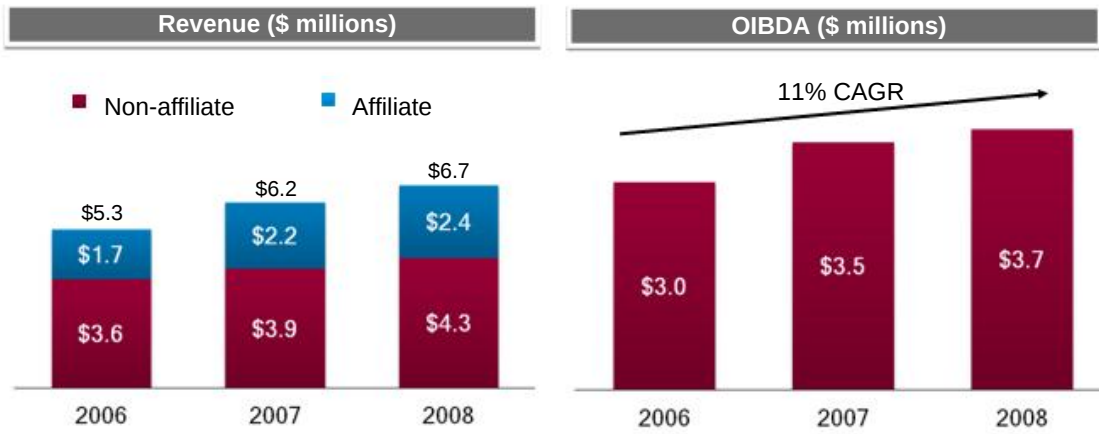
PCS Gross Adds Breakdown (%)



■ Current Distribution

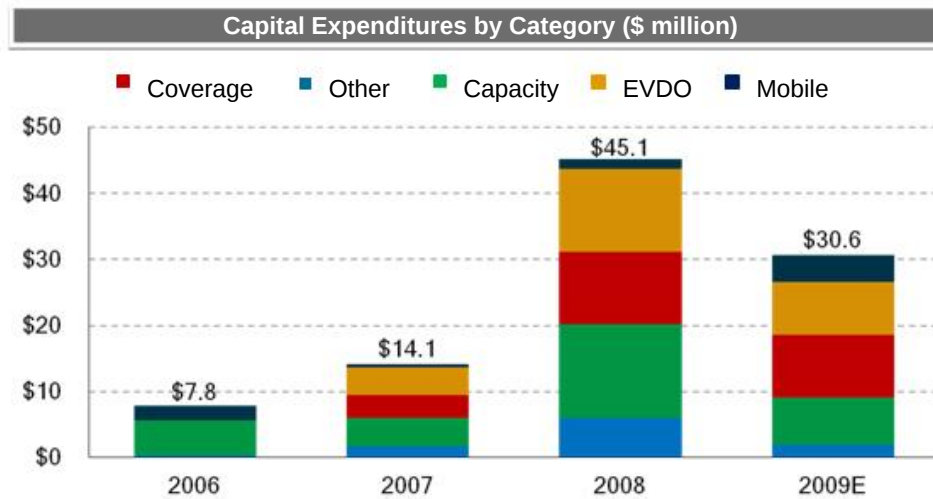
- ▶ 17 company stores
- ▶ 17 branded stores
- ▶ 44 exclusive agents (Shentel)
- ▶ 61 Regional/National (Sprint)

# Mobile Business



- Overview
  - ▶ 118 towers
  - ▶ 183 non-affiliate leases

## Capital Expenditures - Wireless



# Cell Sites	332	346	411	489
% Covered POPs	77%	79%	85%	89%
# EVDO Sites	0	52	211	318
% POPs Covered	N/A	27%	86%	92%

## Agenda

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Introduction and Shentel Overview

Overview of PCS

Overview of Wireline

Financials

## Wireline Customers

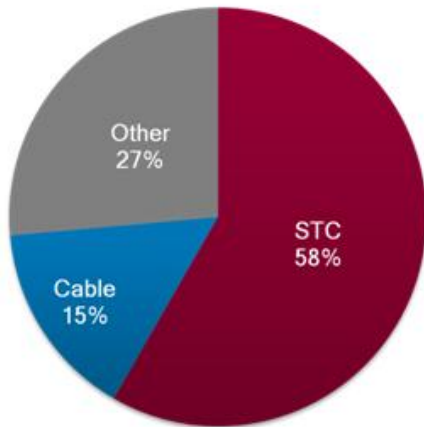
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- 24.2k LEC access lines
- 5.2k dial-up Internet subscribers
- 10k DSL subscribers
- 25.4k cable TV subscribers
- 10.8k long distance subscribers
- One FTTH community in service
- Network
  - ▶ Route miles: 756
  - ▶ Fiber miles: 46,733

# Wireline Overview

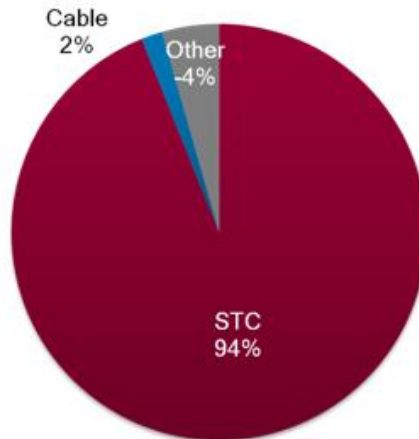
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Wireline Revenue 2008



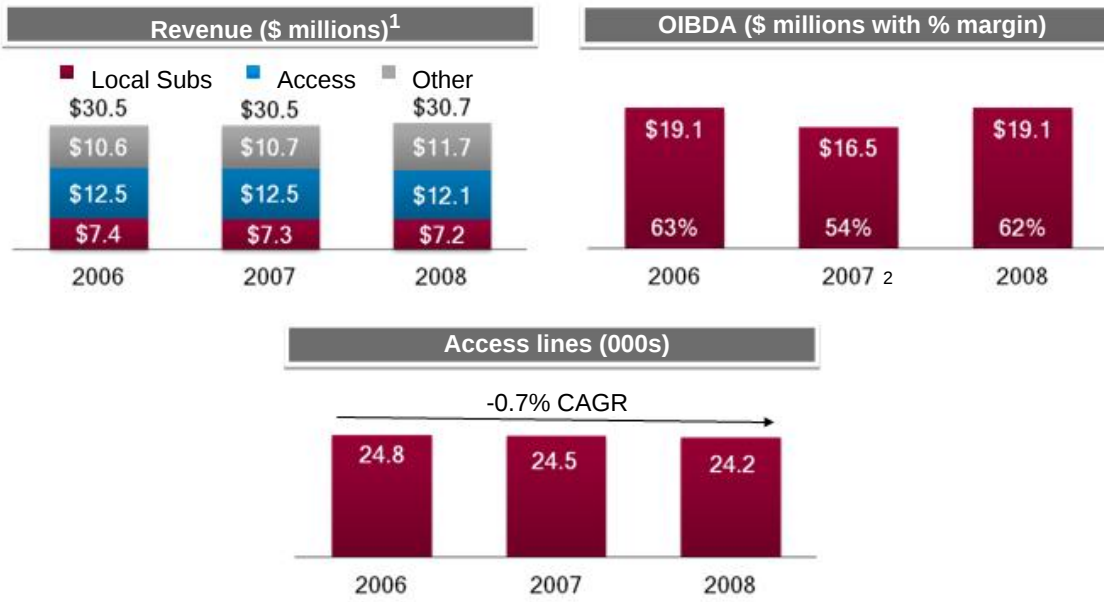
Total Wireline Revenues = \$40 million

Wireline OIBDA 2008



Total Wireline OIBDA = \$19 million

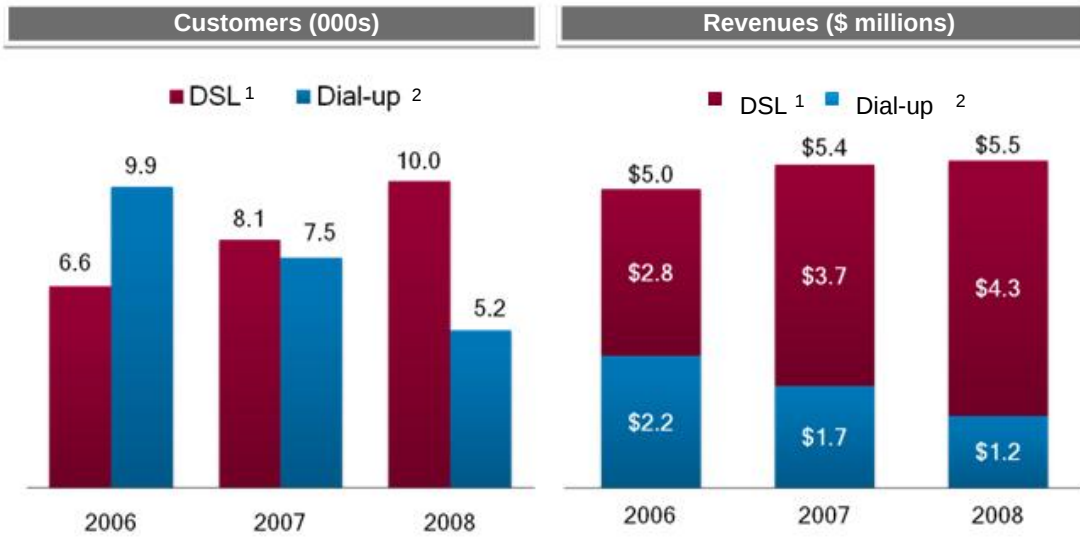
# Telephone



<sup>1</sup> Includes internal revenues

<sup>2</sup> Excludes stock-based compensation and one-time ERO and pension closing expenses of \$2.7 million

# Shentel Services



<sup>1</sup> DSL only available within LEC area  
<sup>2</sup> Dial-up offered inside and outside the LEC area

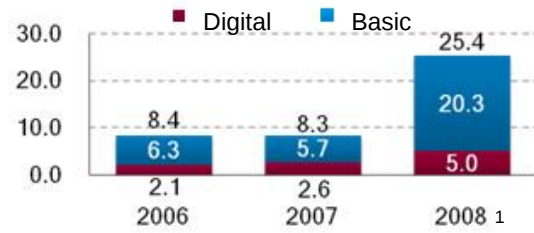


# Cable TV

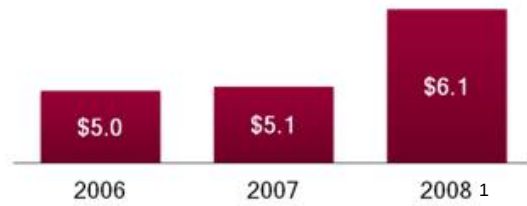
## Overview

- Complimentary (with LEC business)
- Offensive positioning (Outside ILEC)
- 60,000 homes passed
- One-way now, two way in 2009/2010
- YE09 – HD, DVR, VOD, Internet, Voice

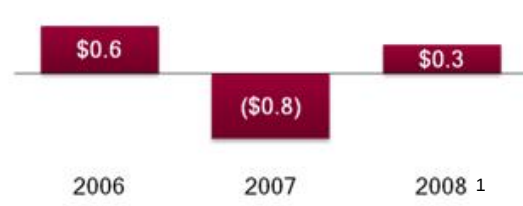
## Subscribers (000s)



## Revenue (\$ millions)



## OIBDA (\$ millions)



<sup>1</sup> Includes Rapid Communications acquisition – December 2008

## Agenda

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Introduction and Shentel Overview

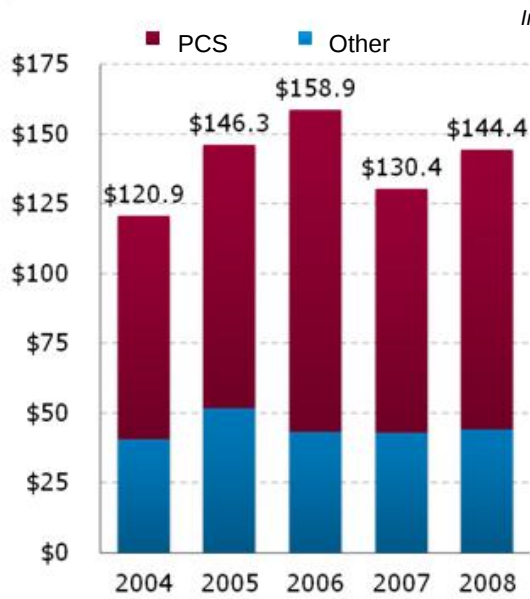
Overview of PCS

Overview of Wireline

Financials – Adele Skolits - CFO

# Consolidated Financial Results

**Revenues**



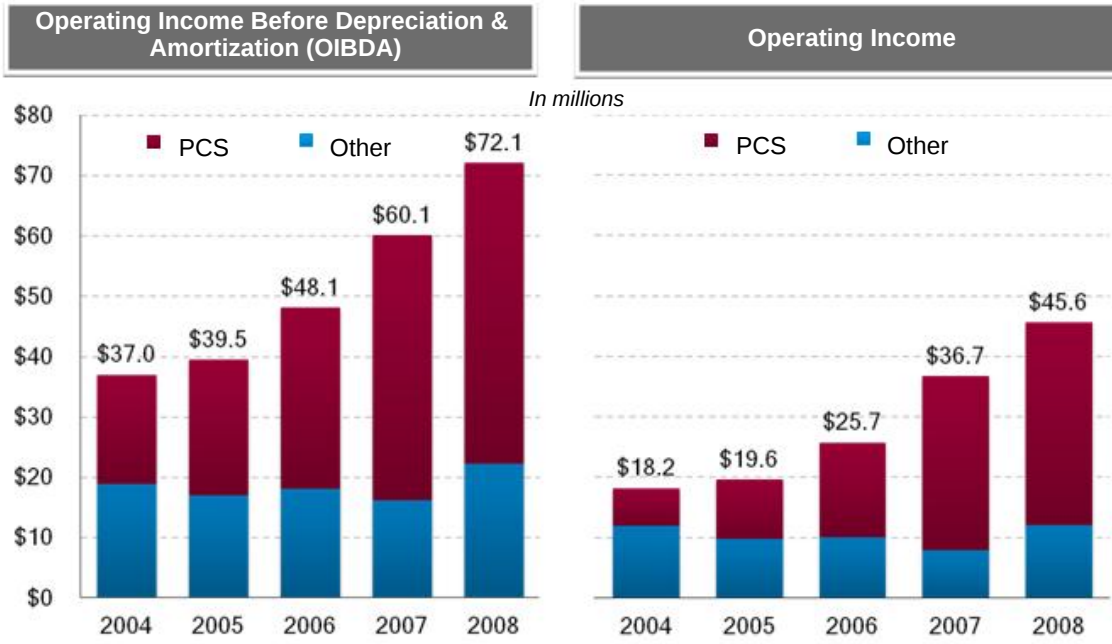
**Net Income from Continuing Operations**

*In millions*



<sup>1</sup> 2006 Net income includes \$6.4 million of gain related to the liquidation of the Rural Telephone Bank (RTB)

## Key Financial Results – Consolidated



## Key Financial Results – Consolidated

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<sup>1</sup> EPS and Fully Diluted EPS include \$0.27 per share as a result of the one time gain related to the liquidation of the Rural Telephone Bank

## Cash Flows

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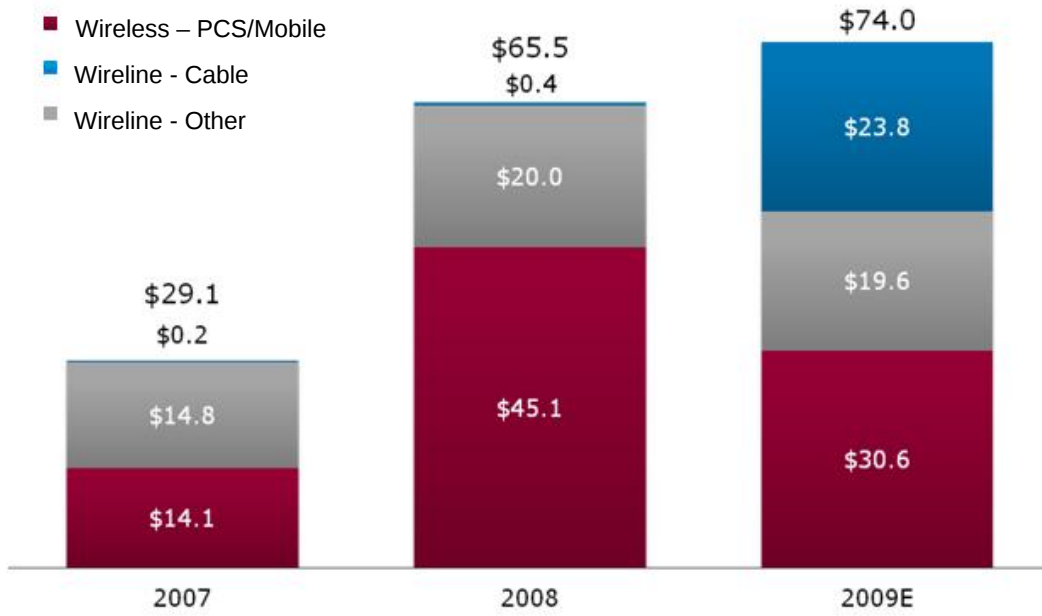
### Cash Flows (\$ millions)

	<u>2007</u>	<u>2008</u>	<u>Change</u>
Net Cash from Operations	\$43.7	\$50.1	\$6.4
Capital Expenditures	(\$29.1)	(\$65.5)	(\$36.4)
Cable TV Acquisition		(\$10.9)	(\$10.9)
Borrowings		\$23.7	\$23.7
Debt Repayments	(\$4.1)	(\$4.2)	(\$0.1)
Dividends	(\$5.8)	(\$6.5)	(\$0.7)
Other	(\$0.9)	\$1.3	\$2.2
Increase in Cash Balance	\$3.8	(\$12.0)	(\$15.8)

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## Total Capex

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# Q&A



# Appendix

# Consolidated P&L<sup>1</sup>

(\$ millions)	2006 <sup>2</sup>	2007 <sup>3</sup>	2008
Revenue <sup>1</sup>	\$158.9	\$130.4	\$144.4
% growth <sup>1</sup>		-17.9%	10.7%
Gross profit <sup>4</sup>	\$94.5	\$89.7	\$100.7
% margin <sup>1</sup>	59.5%	68.8%	69.7%
Operating Income	\$25.7	\$36.7	\$45.6
% margin <sup>1</sup>	16.2%	28.1%	31.6%
OIBDA	\$48.1	\$60.1	\$72.1
% margin <sup>1</sup>	30.3%	46.1%	49.9%
Net Income from Continuing Operations	\$20.7	\$22.2	\$26.3
% margin <sup>1</sup>	13.0%	17.0%	18.2%
Earnings per share	\$0.77	\$0.80	\$1.04

Note:

<sup>1</sup> In March 2007, the company entered into a new Affiliate Agreement with Sprint Nextel which modified the way PCS revenues and expenses were previously accounted for. Therefore, beginning in 2007, financial metrics, particularly revenue and revenue related metrics, are not comparable to results prior to 2007

<sup>2</sup> 2006 Net income includes \$6.4 million of gain related to the liquidation of the Rural Telephone Bank (RTB)

<sup>3</sup> Includes stock-based compensation of \$2.1 million and one-time ERO and pension closing expenses of \$2.7 million, before taxes and \$1.3 and \$1.6 million after taxes, respectively

<sup>4</sup> Does not include network expense

## PCS Financial Performance

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<i>(\$ millions)</i>	2006	2007 <sup>1</sup>	2008
Revenue	\$115.5	\$87.3	\$100.2
<i>% growth</i>		-24.4%	14.7%
Operating Income	\$15.7	\$28.8	\$33.5
<i>% margin</i>	13.6%	33.0%	33.4%
<i>Per subscriber</i>	\$116	\$168	\$168
OIBDA	\$30.0	\$43.9	\$49.8
<i>% margin</i>	26.0%	50.3%	49.7%
<i>Per subscriber</i>	\$221	\$257	\$249
Capital Expenditures	\$5.7	\$13.7	\$43.8

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Note: In March 2007, the company entered into a new Affiliate Agreement with Sprint Nextel which modified the way PCS revenues and expenses were previously accounted for. Therefore, financial metrics beginning in 2007 are not comparable to results prior to 2007

<sup>1</sup> Includes stock-based compensation of \$0.7 million and one-time ERO and pension closing expenses of \$0.1 million

# Mobile Financial Performance<sup>1</sup>

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<i>(\$ millions)</i>	2006	2007	2008
Revenue	\$5.3	\$6.2	\$6.7
<i>% growth</i>		17.4%	11.4%
Operating Income	\$2.1	\$2.6	\$2.8
<i>% margin</i>	39.8%	42.4%	46.9%
OIBDA	\$3.0	\$3.5	\$3.7
<i>% margin</i>	56.6%	58.1%	61.2%
Capital Expenditures	\$2.1	\$0.4	\$1.3

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<sup>1</sup> Includes internal revenue

# Telephone Financial Performance<sup>1</sup>

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<i>(\$ millions)</i>	2006	2007 <sup>2</sup>	2008
Revenue	\$30.5	\$30.5	\$30.7
<i>% growth</i>		0.2%	0.4%
Operating Income	\$14.4	\$11.3	\$12.5
<i>% margin</i>	47.1%	37.0%	40.9%
OIBDA	\$19.1	\$16.5	\$19.1
<i>% margin</i>	62.7%	54.1%	62.4%
Capital Expenditures	\$3.4	\$6.2	\$8.2

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<sup>1</sup> Includes internal revenue

<sup>2</sup> Excludes stock-based compensation and one-time ERO and pension closing expenses of \$2.7 million

## Cable Financial Performance

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<i>(\$ millions)</i>	2006	2007 <sup>1</sup>	2008 <sup>2</sup>
Revenue	\$5.0	\$5.1	\$6.1
<i>% growth</i>		1.2%	6.0%
Operating Income	(\$0.6)	(\$1.8)	(\$0.9)
<i>% margin</i>	NM	NM	NM
OIBDA	\$0.6	(\$0.8)	\$0.3
<i>% margin</i>	11.1%	-15.1%	5.4%
Capital Expenditures	\$0.3	\$0.2	\$0.4

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<sup>1</sup> Excludes stock-based compensation one-time ERO and pension closing expenses of \$0.6 million



## Non-GAAP Financial Measure – Billed Revenue per Subscriber

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*Dollars in thousands (except subscribers and revenue per subscriber)*

	<u>2008</u>	<u>2007</u>
<u>Gross billed revenue</u>		
Wireless segment total operating revenues	\$ 100,151	\$ 87,307
Equipment revenue	(5,214)	(5,015)
Other revenue	(2,788)	(2,238)
Wireless service revenue	<u>92,149</u>	<u>80,054</u>
Service credits	15,018	11,082
Write-offs	8,064	6,863
Management fee	9,034	7,717
Service fee	9,938	8,493
Gross billed revenue	<u>134,203</u>	<u>114,209</u>
Average subscribers	199,794	171,161
Billed revenue per subscriber	\$ 55.98	\$ 55.61



## Non-GAAP Financial Measure – 2008 OIBDA

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*Dollars in thousands*

	<u>PCS</u>	<u>Telephone</u>	<u>Mobile</u>	<u>Cable</u>	<u>Other</u>	<u>Consolidated</u>
Operating Income	\$33,474	\$12,530	\$2,839	(\$916)	(\$2,281)	\$45,646
Depreciation and amortization	16,330	6,594	884	1,250	1,376	26,434
OIBDA	\$49,804	\$19,124	\$3,723	\$334	(\$905)	\$72,080





## Non-GAAP Financial Measure – 2007 OIBDA

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*Dollars in thousands*

	<u>PCS</u>	<u>Telephone</u>	<u>Mobile</u>	<u>Cable</u>	<u>Other</u>	<u>Consolidated</u>
Operating Income	\$28,824	\$11,307	\$2,611	(\$1,812)	(\$4,243)	\$36,687
Depreciation and amortization	15,107	5,217	923	1,050	1,156	23,453
OIBDA	\$43,931	\$16,524	\$3,534	(\$762)	(\$3,087)	\$60,140



## Non-GAAP Financial Measure – 2006 OIBDA

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*Dollars in thousands*

	<u>PCS</u>	<u>Telephone</u>	<u>Mobile</u>	<u>Cable</u>	<u>Other</u>	<u>Consolidated</u>
Operating Income	\$15,660	\$14,356	\$2,091	(\$548)	(\$5,830)	\$25,729
Depreciation and amortization	14,326	4,755	878	1,104	1,303	22,366
OIBDA	\$29,986	\$19,111	\$2,969	\$556	(\$4,527)	\$48,095



## Non-GAAP Financial Measure – 2005 OIBDA

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*Dollars in thousands*

	<u>PCS</u>	<u>Other</u>	<u>Consolidated</u>
Operating Income	\$9,730	\$9,827	\$19,577
Depreciation and amortization	12,692	7,210	19,902
OIBDA	\$22,422	\$17,037	\$39,459



## Non-GAAP Financial Measure – 2004 OIBDA

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*Dollars in thousands*

	<u>PCS</u>	<u>Other</u>	<u>Consolidated</u>
Operating Income	\$6,188	\$11,989	\$18,177
Depreciation and amortization	11,915	6,872	18,787
OIBDA	\$18,103	\$18,861	\$36,964



**Raymond James Investor Conference**  
March 11, 2009