

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): May 12, 2010

Shenandoah Telecommunications Company

(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

(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 May 12, 2010, Shenandoah Telecommunications Company presented at the Jefferies 6th Annual Global Internet, Media & Telecom Conference in New York, New York. The presentation included materials related to the Company's results of operations through March 31, 2010. 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 furnished with this Current Report on Form 8-K.

[99.1](#) **Jefferies 6th Annual Global Internet, Media & Telecom 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)

May 12, 2010

Adele M. Skolits
Adele M. Skolits
Vice President - Finance and
Chief Financial Officer
(Duly Authorized Officer)

Jefferies

Global Internet, Media, & Telecom Conference



May 12, 2010



Safe Harbor Statement

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:

- nIncreasing competition in the communications industry; and
- nA 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, 2009. Copies of this Form 10-K, as well as subsequent filings, are available online at www.sec.gov, 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

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

Introduction and Shentel Overview - Earle MacKenzie - EVP/COO

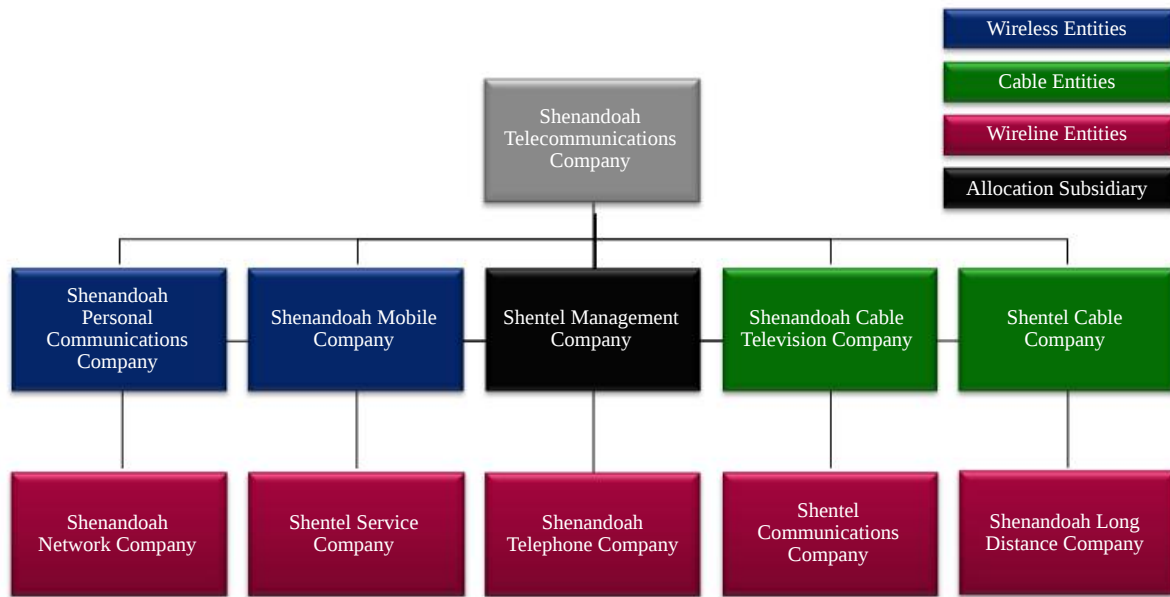
Overview of Wireless

Overview of Cable

Overview of Wireline

Financials - Adele Skolits - CFO

Shenandoah Telecommunications Company



- n Reporting Segments: Wireless, Wireline and Cable
- n Shentel Management Company: Allocation subsidiary for all employees and shared expenses

Growth Strategy - Capitalize on Core Competencies

- n Cable
 - u Focus on smaller less competitive markets
 - u Build clusters to gain operating efficiencies
 - u Upgrade networks to offer “Triple Play”

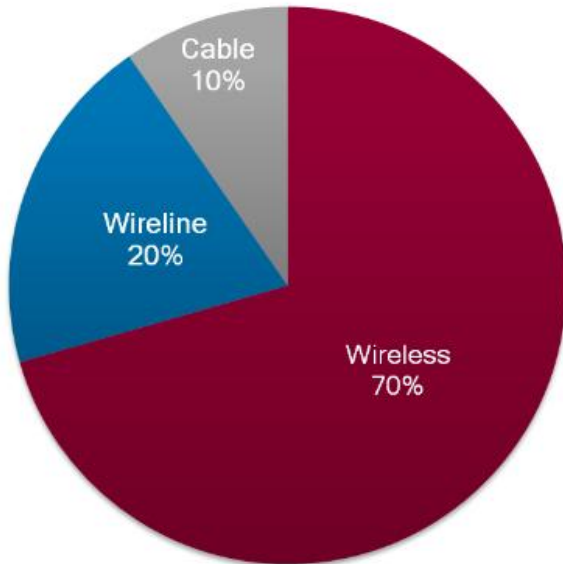
- n Wireless
 - u Increase penetration in existing PCS footprint
 - u Look for new wireless opportunities in surrounding geographic areas

- n Wireline
 - u Attractive markets at reasonable prices

Segment Overview

Twelve Months Ending March 31, 2010

Revenue by Segment



Total External Revenues = \$162.0 million

Operating Income Before Depreciation & Amortization (OIBDA) by Segment

Segment	OIBDA	% Margin	% of Total
Wireless	\$61.1	53%	81%
Wireline	20.8	65%	28%
Cable	(3.1)	-20%	-4%
Other	(3.4)	N/A	-4%
Total	\$75.4	47%	

Agenda

Introduction and Shentel Overview

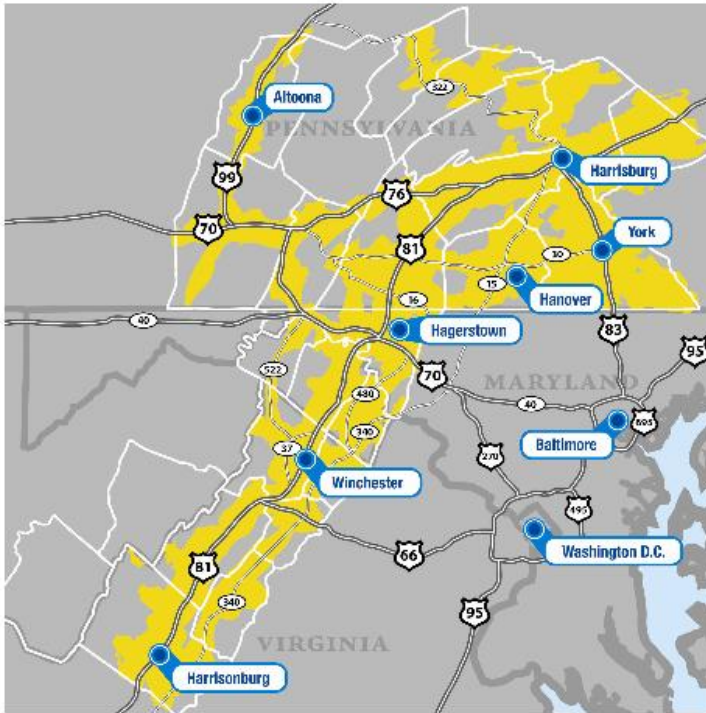
Overview of Wireless

Overview of Cable

Overview of Wireline

Financials

PCS Overview



- n Only remaining public Sprint Nextel affiliate
- n 2.4 million licensed POPs
- n 2.1 million covered POPs
- n 225k total subscribers
 - u 11% penetration of covered POPs
- n 481 CDMA base stations
- n 340 EVDO enabled cell sites
 - u 96% EVDO covered POPs
- n \$41,000 Estimated Average household income

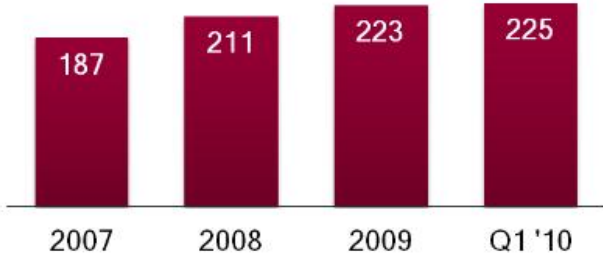
Profile of the Sprint Nextel Relationship

- Current contract through 2019 with two 10 year extensions
- Upon expiration of contract - Shentel compensated based on enterprise value
- Settlement simplification in place through contract unless amended by both parties
 - Ø8% of Revenue - Spectrum, Brand, National Platform
 - Fixed for life of contract
 - Ø8.8% of revenue - all other settlement items (billing, customer care, long distance, travel)
 - Can change annually with maximum of 12%
- Launched 4G in York & Harrisburg, PA, May 2010
 - ØWholesale Clearwire Service
- Plan to be able to offer all CDMA prepaid offerings by end of Q2 2010

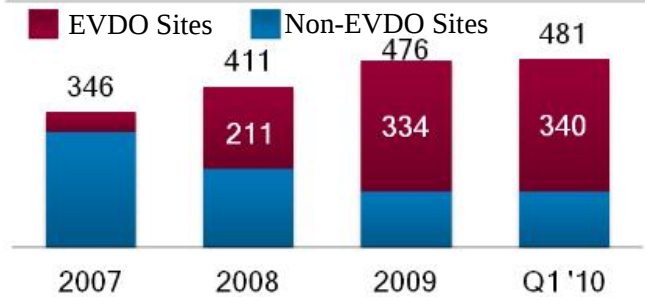
Key Operational Metrics - PCS

Periods Ending

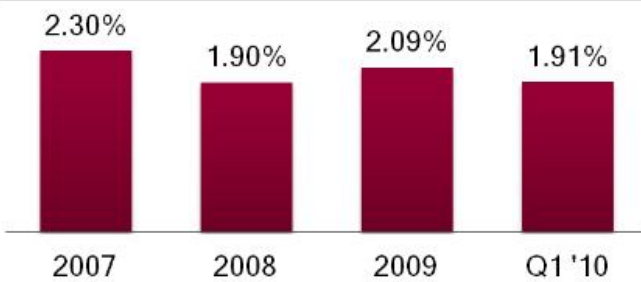
Retail Subscribers (000s)



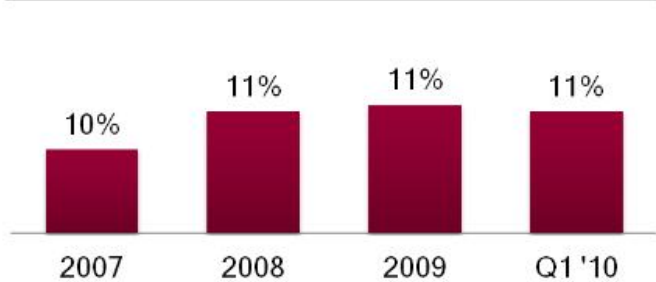
Number of Cell Sites



Churn (%)



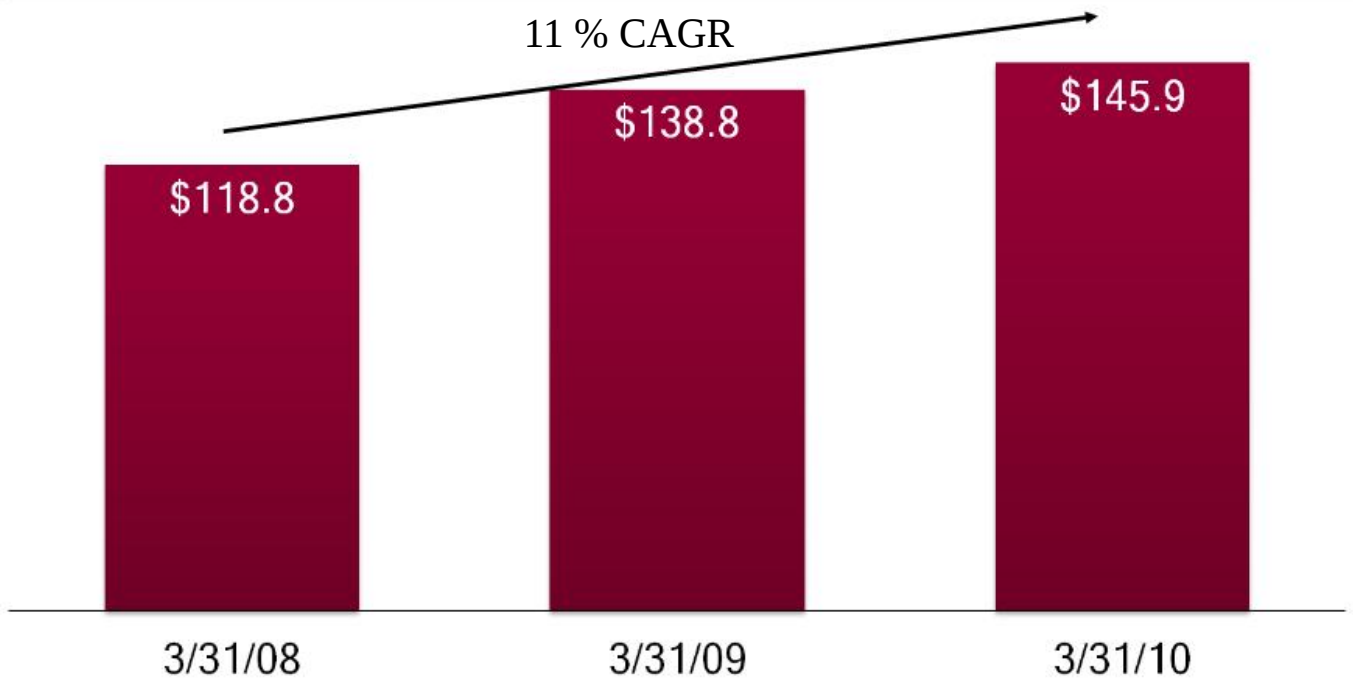
Penetration(%)



Attractive Service Revenue Growth - PCS

12 Months Ending

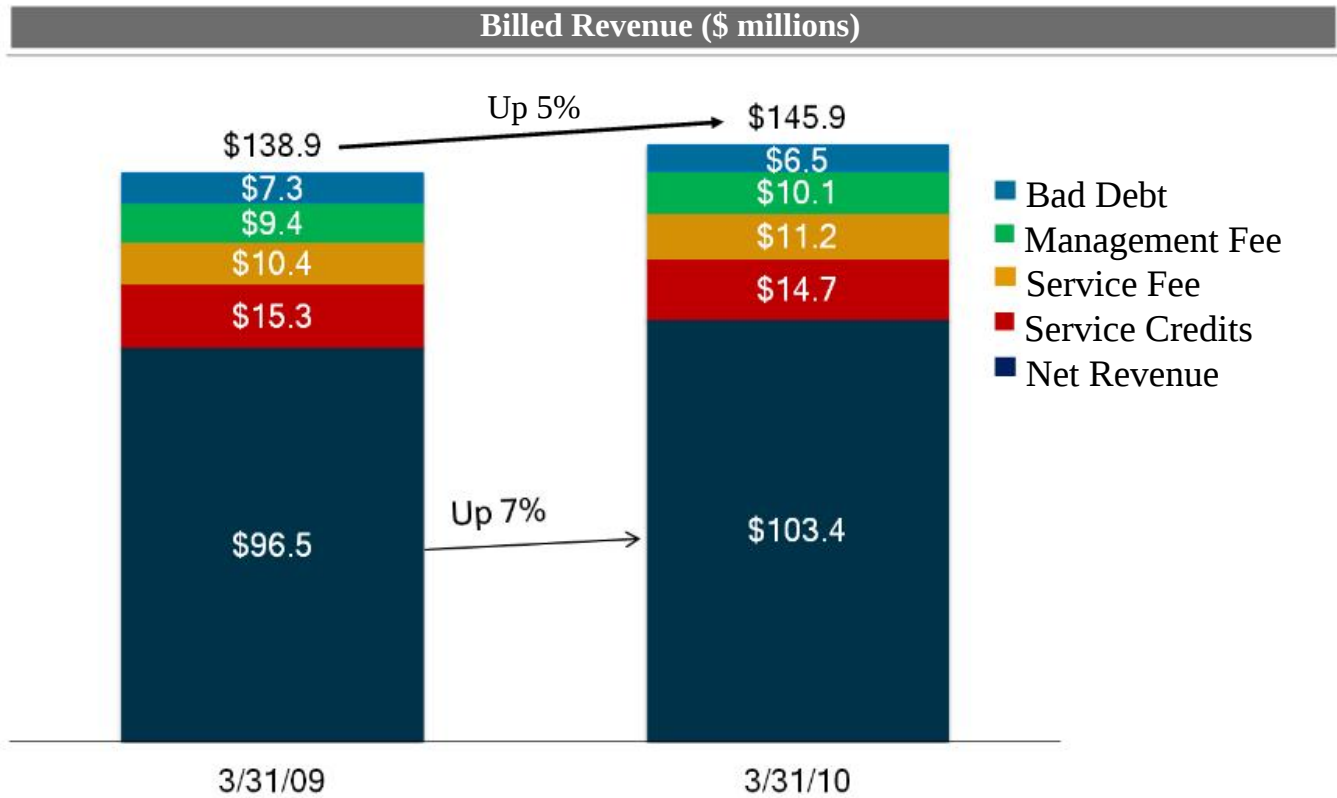
Gross Billed PCS Revenue (\$ millions)¹



¹ Before credits and fees

PCS Revenues

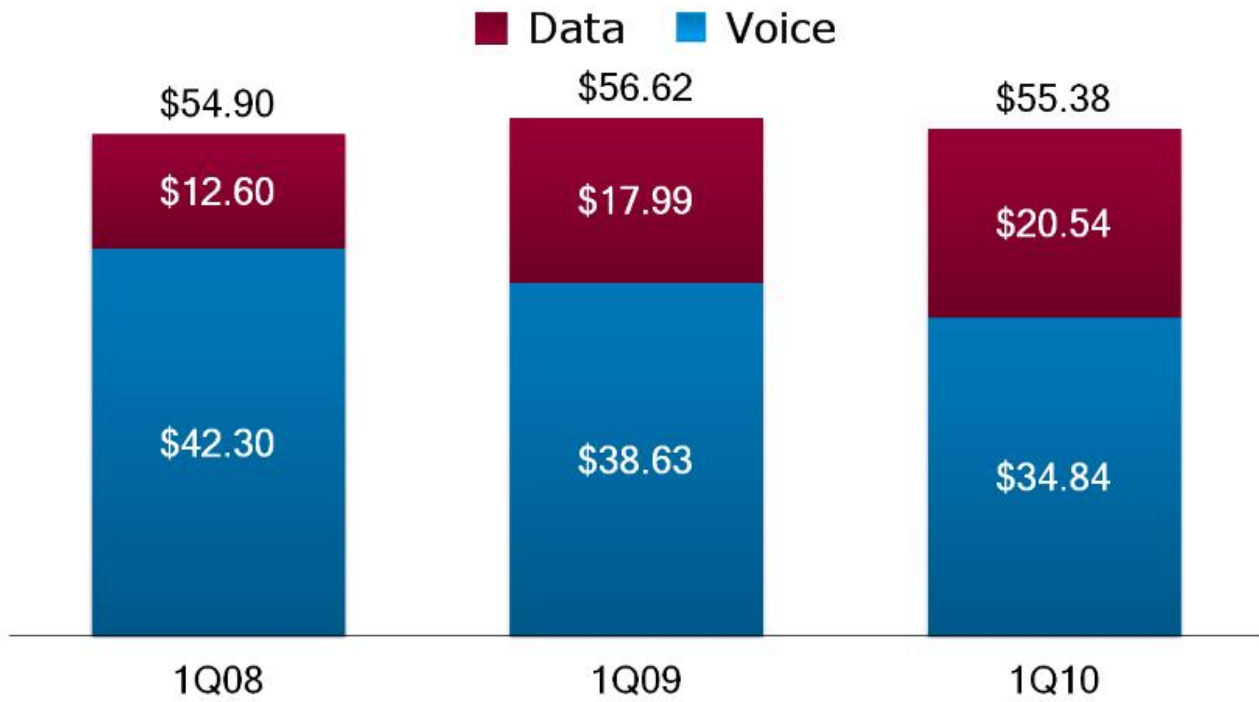
12 Months Ending



PCS Revenue per Subscriber

Period Ending

Gross Billed Revenue per Subscriber¹

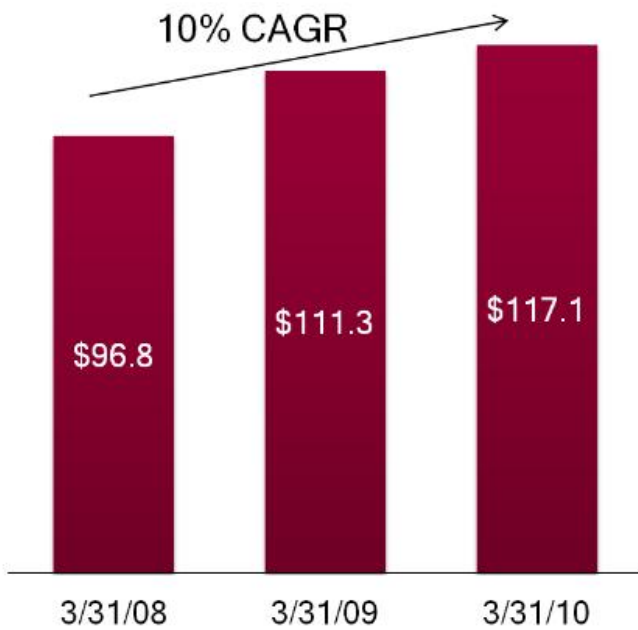


¹ Before credits and fees

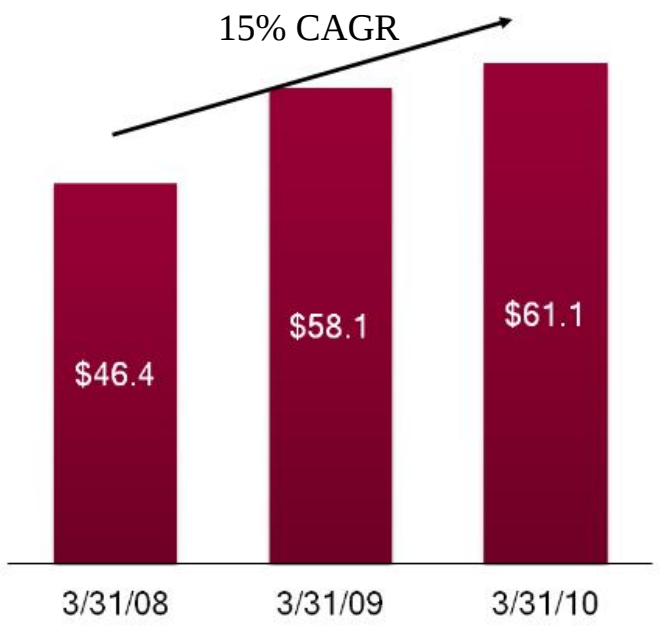
Wireless Segment

12 Months Ending

Reported Revenue (\$ millions)



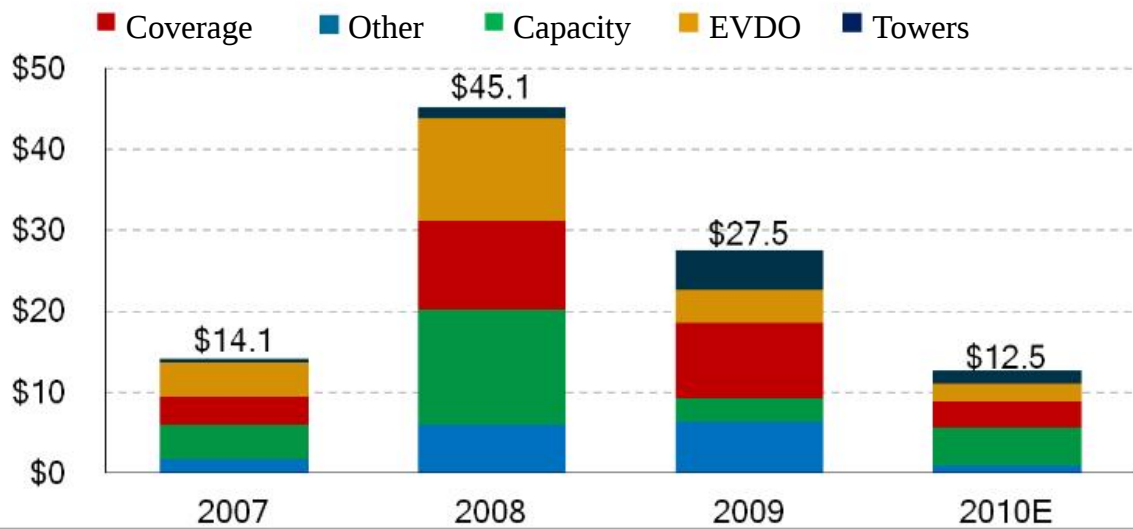
OIBDA (\$ millions)



Capital Expenditures - Wireless

12 Months Ending

Capital Expenditures by Category (\$ millions)



# Cell Sites	346	411	476	503
% Covered POPs	79%	85%	87%	88%
# EVDO Sites	52	211	334	365
% POPs Covered	27%	86%	94%	95%

Agenda

Introduction and Shentel Overview

Overview of Wireless

Overview of Cable

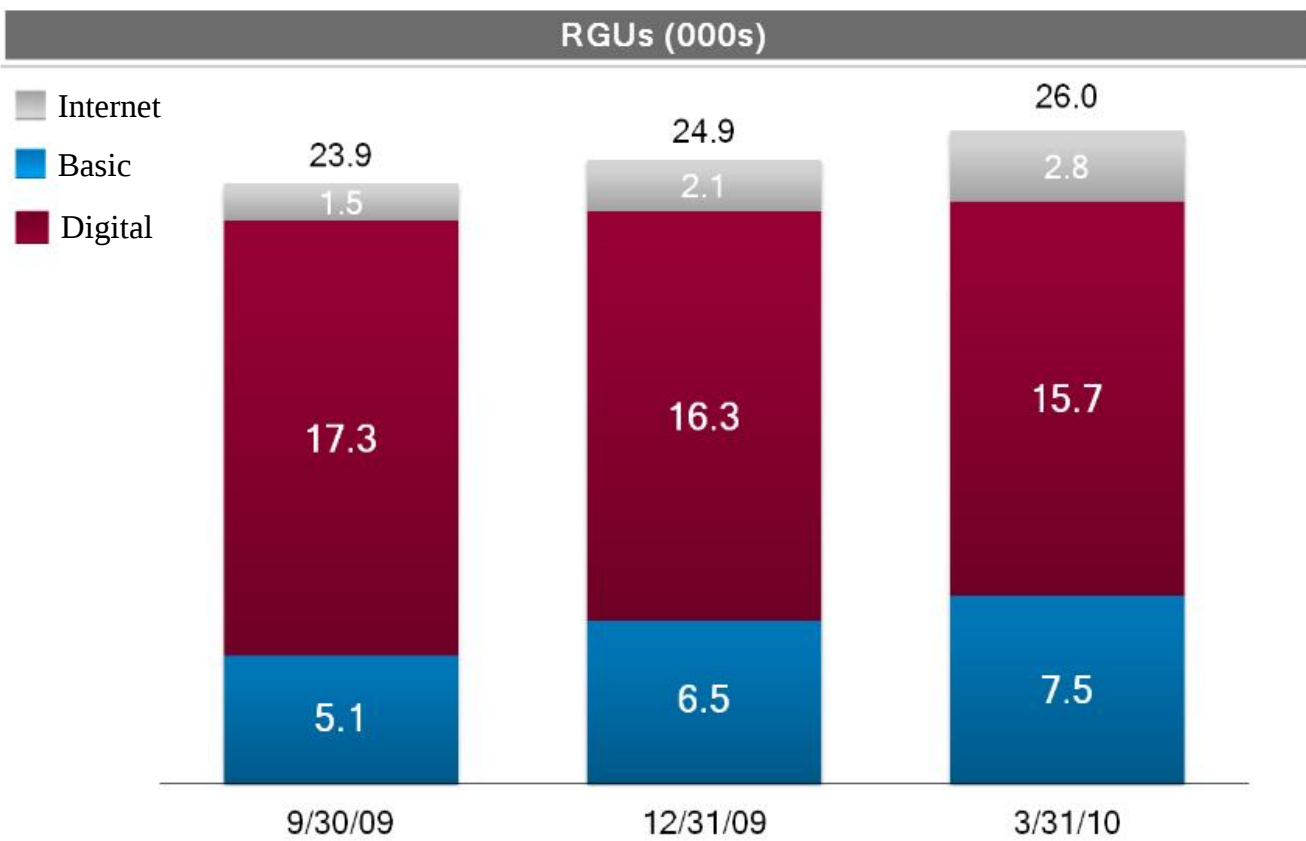
Overview of Wireline

Financials

Cable TV Overview

- n Complimentary (with LEC business)
 - u 16k Homes Passed
 - u 8k Video Subscribers
- n Offensive positioning (Outside ILEC)
 - u 40k Homes Passed
 - u 15k Video and 3k Internet Subscribers
 - u Voice service initiated 3/31/10
- n All upgraded by 9/30/10

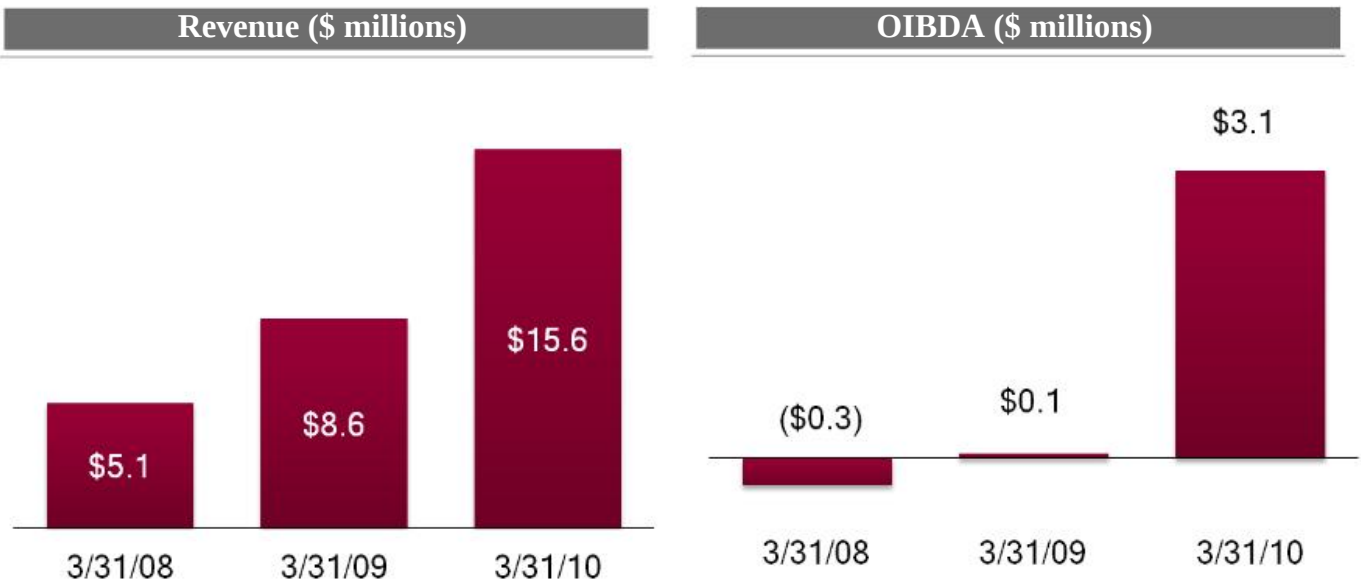
Cable TV



Excludes markets sold in November 2009 for all periods shown and only includes internet for areas outside ILEC service area

Cable TV

12 Months Ending



Includes Rapid Communications acquisition December 1, 2008

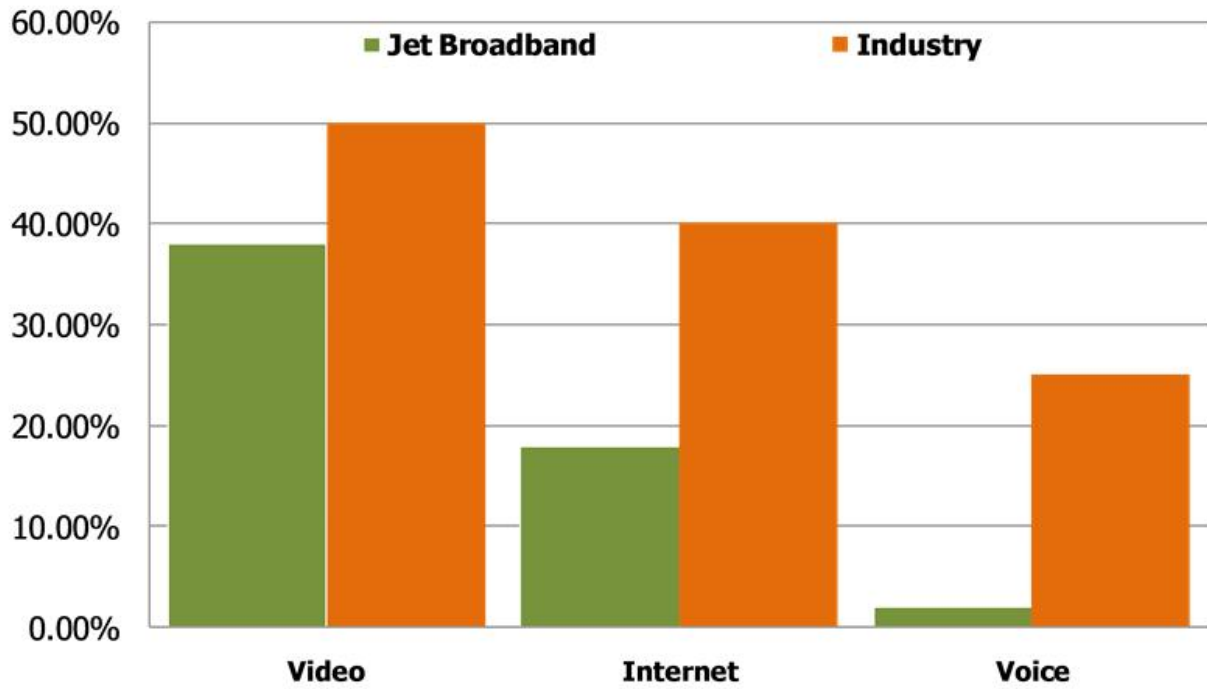
Deal Highlights - JetBroadband Acquisition

- n Structured as an asset purchase
- n Purchase Price = \$148
- n 115 thousand homes passed and serves 67 thousand RGUs
 - u 43 thousand video customers
 - u 22 thousand data customers
 - u 2 thousand voice customers
- n Network
 - u 3,200 miles
 - u 900 miles of fiber
 - u 84% two way
- n Competition
 - u No fiber to the home
 - u CenturyLink, Verizon and Frontier
 - u Satellite providers

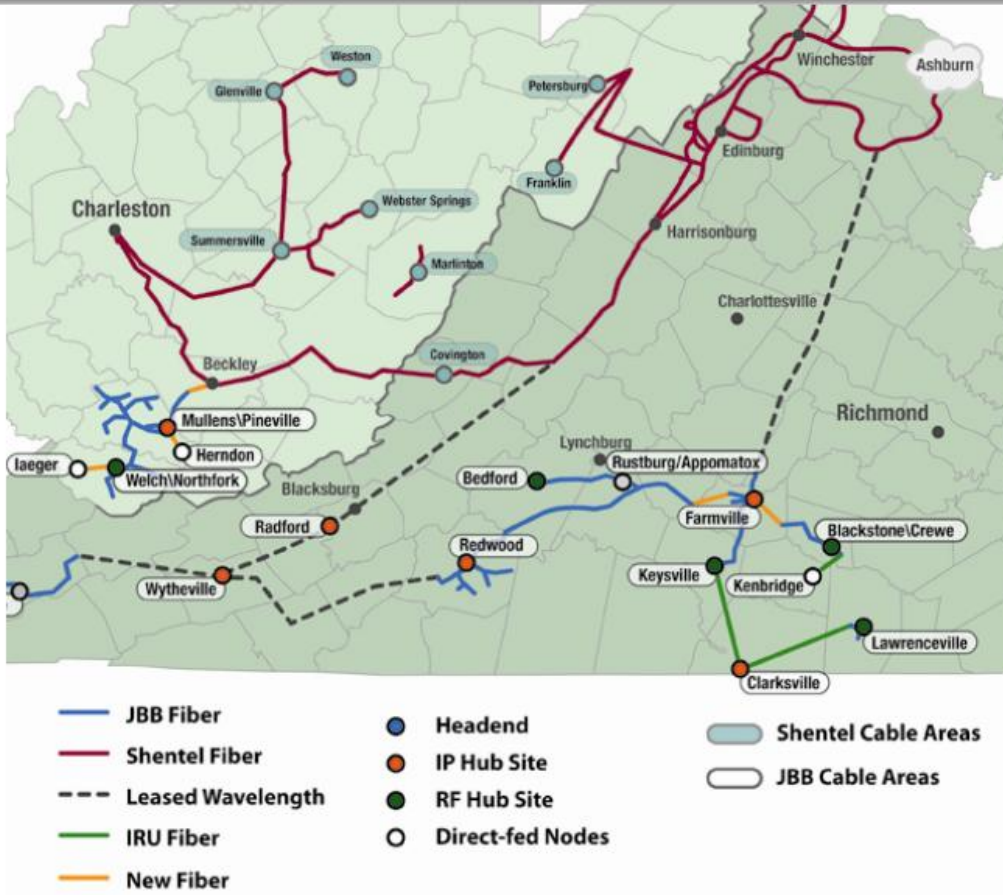
JBB Acquisition - Rationale

- n Diversification
- n Scale
- n Below Market Penetration
- n Geographic Fit
- n Synergies
- n Leveraging Core Competencies
- n Coaxial Network

Percent of Homes Passed with Services



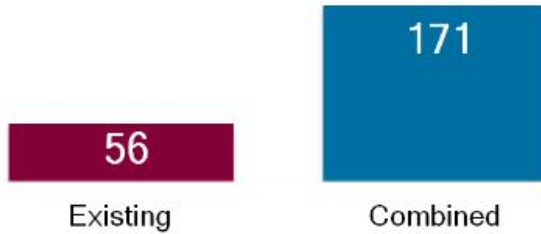
JBB Network



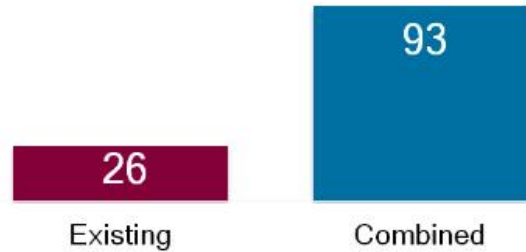
Key Operational Metrics - With Acquisition

Pro Forma for Periods Ending March 31, 2010

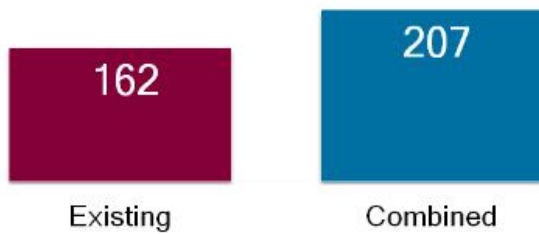
Cable Homes Passed (in 000's)



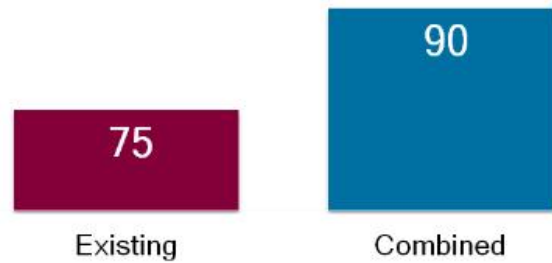
RGUs (in 000's)



Revenues (in millions)

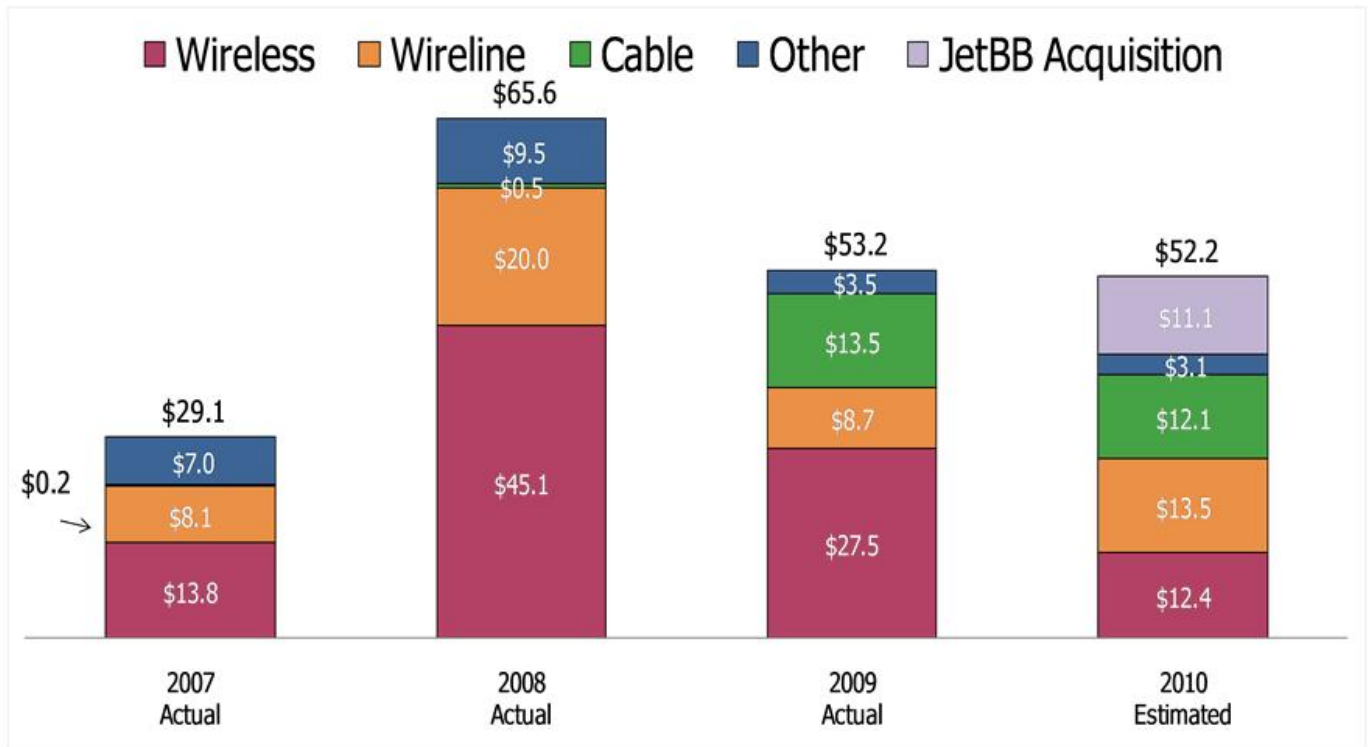


OIBDA (in millions)



Total Capital Expenditures

Capital Expenditures by Segment (\$ millions)



JBB Execution

- n Success with Rapid Acquisition
- n Network Interconnection
- n Proven Technologies
- n Similar Demographics
- n Proximity
- n Low Regulatory Risk
- n Strategic Owner Appeal

Agenda

Introduction and Shentel Overview

Overview of PCS

Overview of Cable

Overview of Wireline

Financials

Wireline Customers

March 31, 2010

- n 24.2k LEC access lines
- n Acquisition of North River Telephone closed November 2nd
 - u 0.9k access lines
- n 11.5k DSL subscribers
 - u 46% Penetration of Access Lines
- n 3.0k dial-up Internet subscribers
- n 10.9k long distance subscribers
- n One FTTH community in service outside of LEC area
- n Fiber Network
 - u Route miles: 1,570

Agenda

Introduction and Shentel Overview

Overview of PCS

Overview of Cable

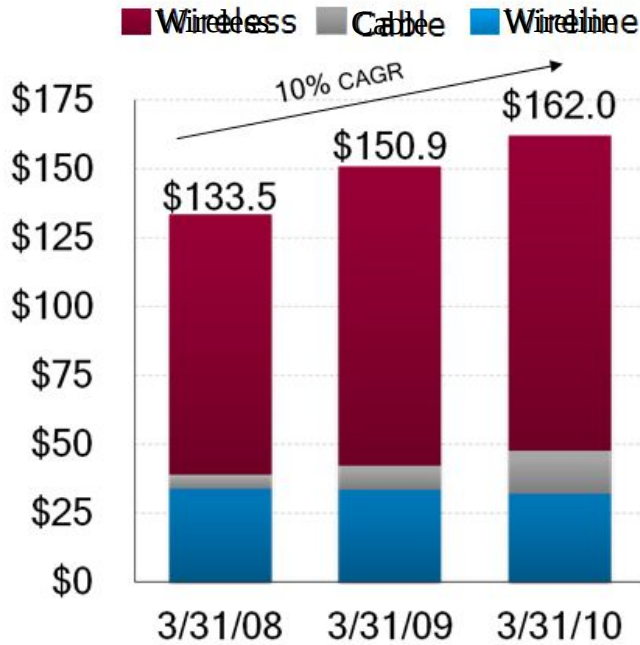
Overview of Wireline

Financials - Adele Skolits - CFO

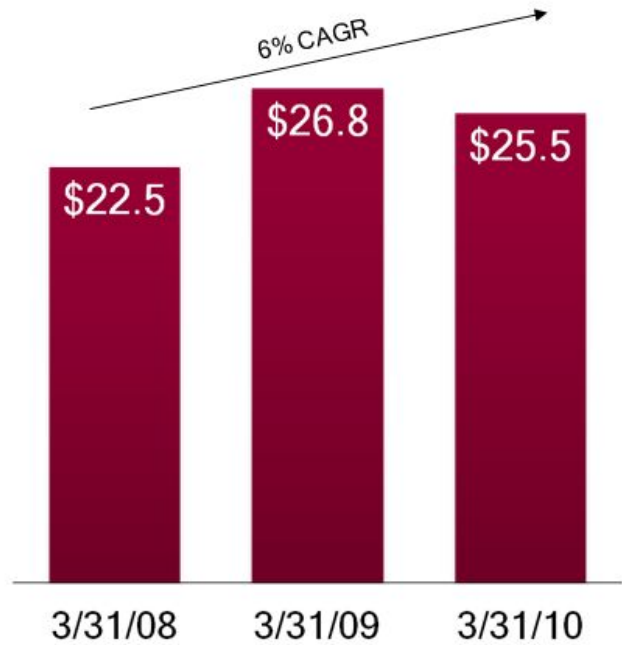
Key Financial Results - Continuing Operations¹

12 Months Ending

Revenue (\$ millions)



Net Income from Continuing Operations (\$ millions)



¹ Shentel Converged Services has been reclassified as discontinued operations. All results have been restated.

Key Financial Results - Continuing Operations¹

12 Months Ending

Operating Income (\$ millions)

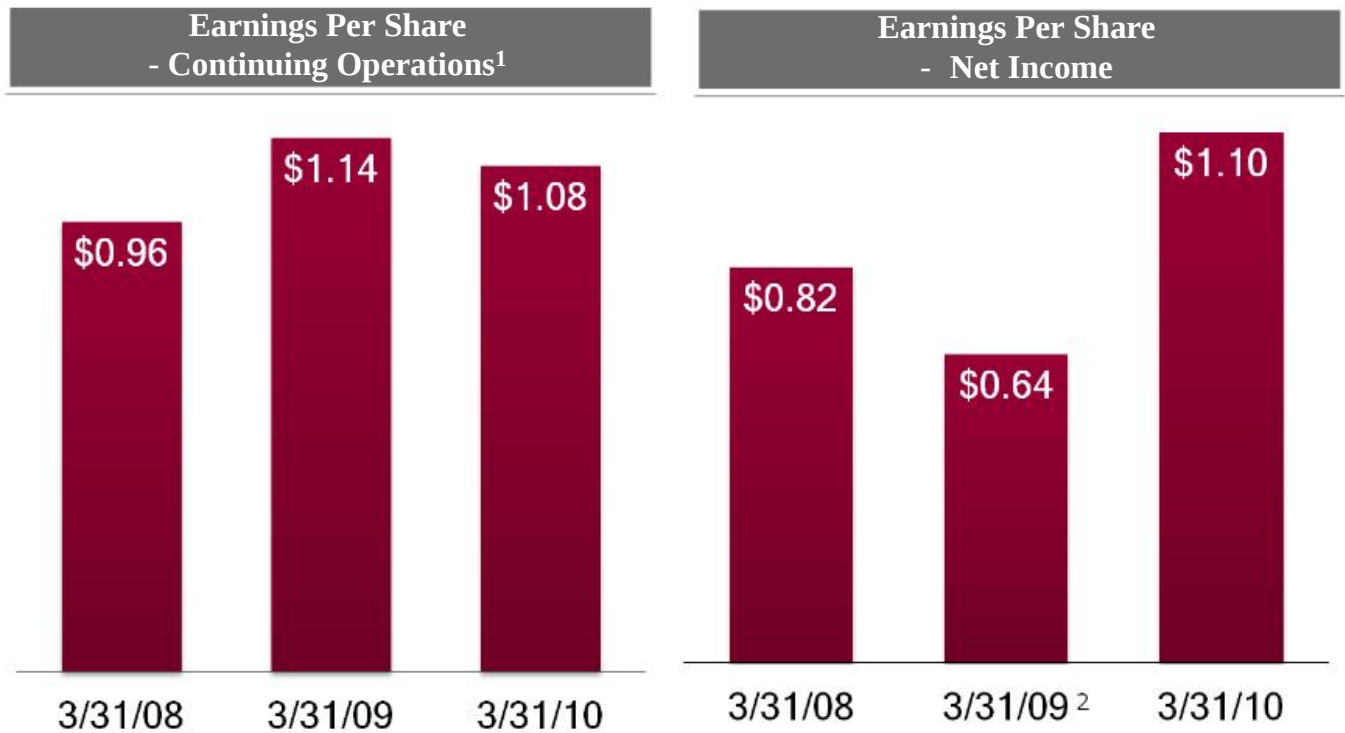
Operating Income Before Depreciation
& Amortization (\$ millions)



¹ Shentel Converged Services has been reclassified as discontinued operations. All results have been restated.

Key Financial Results - Consolidated

12 Months Ending



¹ Shentel Converged Services has been reclassified as discontinued operations. All results have been restated.

² Includes \$10.7 million write down of Converged Service Business Unit (\$0.45 per share) in Q1 2009

Jet BB Deal - Financial Highlights

n Operating Income before
Interest and Depreciation

- u \$16.2 before Corporate
office costs
- u \$14.6 after Corporate
office costs

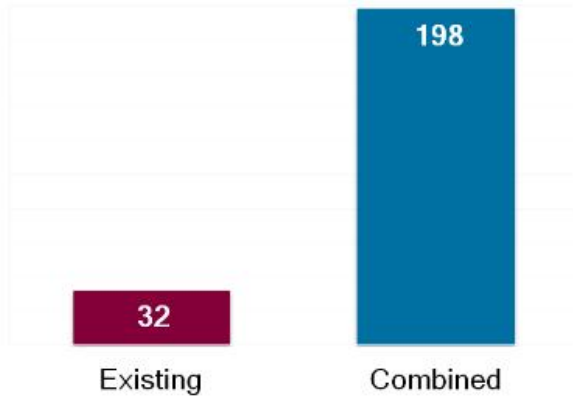
n Financing

- u Syndicated debt deal
- u \$198m Term Loan
- u \$50m Undrawn
Revolver
- u Oversubscribed at
more than 150% of
needs

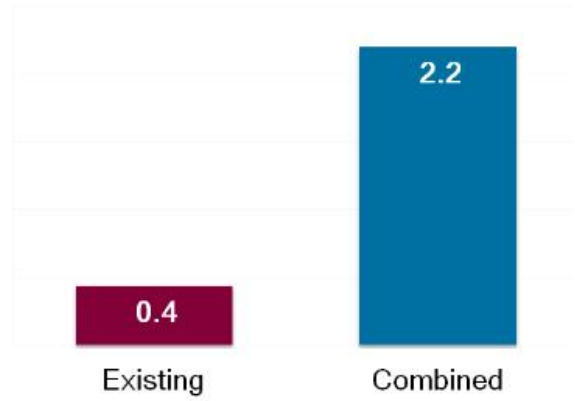
Level of Debt - Acquisition Impact

Pro Forma for Periods Ending March 31, 2010

Debt (in millions)



Debt to EBITDA Ratio



Q&A

Appendix

Non-GAAP Financial Measure - Billed Revenue per Subscriber

Period Ending

Dollars in thousands (except subscribers and revenue per subscriber)

<u>Gross billed revenue</u>	<u>2Q08</u>	<u>3Q08</u>	<u>4Q08</u>	<u>1Q09</u>	<u>2Q09</u>	<u>3Q09</u>	<u>4Q09</u>	<u>1Q10</u>
Wireless segment total operating revenues	\$27,341	\$27,526	\$27,611	\$28,804	\$29,060	\$28,690	\$29,142	\$30,233
Equipment revenue	(1,511)	(1,410)	(994)	(1,270)	(1,169)	(1,046)	(1,037)	(1,218)
Other revenue	(3,320)	(1,876)	(2,270)	(2,174)	(2,190)	(2,357)	(2,257)	(2,488)
Wireless service revenue	22,510	24,240	24,347	25,360	25,701	25,287	25,848	26,527
Service credits	3,683	4,000	3,836	3,764	3,310	3,987	3,664	3,756
Write-offs	1,750	1,903	1,914	1,705	1,564	1,916	1,597	1,422
Management fee	2,203	2,336	2,404	2,482	2,529	2,484	2,533	2,592
Service fee	2,423	2,570	2,644	2,730	2,782	2,732	2,786	2,851
Gross billed revenue	<u>\$32,571</u>	<u>\$35,049</u>	<u>\$35,115</u>	<u>\$36,041</u>	<u>\$35,886</u>	<u>\$36,406</u>	<u>\$36,428</u>	<u>\$37,148</u>
Average subscribers	197,055	203,454	207,882	212,196	214,208	217,659	221,338	223,591
Voice Gross Revenue per Subscriber	\$41.58	\$40.67	\$39.21	\$38.62	\$37.49	\$36.68	\$35.16	\$34.84
Data Gross Revenue per Subscriber	13.52	16.76	17.14	17.99	18.35	19.07	19.70	20.54
Total Gross Billed Revenue per Subscriber	\$55.10	\$57.42	\$56.35	\$56.62	\$55.84	\$55.75	\$54.86	\$55.38



Non-GAAP Financial Measure - OIBDA

12 Months Ended 3/31/2010

Dollars in thousands

	<u>Wireless</u>	<u>Wireline</u>	<u>Cable</u>	<u>Other</u>	<u>Consolidated</u>
Operating Income	\$40,459	\$12,711	(\$7,172)	(\$3,683)	\$42,315
Depreciation and amortization	20,660	8,090	4,045	308	33,103
OIBDA	\$61,119	\$20,801	(\$3,127)	(\$3,375)	\$75,418



Non-GAAP Financial Measure - OIBDA

12 Months Ended 3/31/2009

Dollars in thousands

	<u>Wireless</u>	<u>Wireline</u>	<u>Cable</u>	<u>Other</u>	<u>Consolidated</u>
Operating Income	\$40,082	\$13,926	(\$1,684)	(\$4,589)	\$47,735
Depreciation and amortization	18,039	8,071	1,738	315	28,163
OIBDA	\$58,121	\$21,997	\$54	(\$4,274)	\$75,898



Non-GAAP Financial Measure - OIBDA

12 Months Ended 3/31/2008

Dollars in thousands

	<u>Wireless</u>	<u>Wireline</u>	<u>Cable</u>	<u>Other</u>	<u>Consolidated</u>
Operating Income	\$29,739	\$14,199	(\$1,336)	(\$5,082)	\$37,520
Depreciation and amortization	16,629	6,468	1,035	263	24,395
OIBDA	\$46,368	\$20,667	(\$301)	(\$4,819)	\$61,915

Jefferies

Global Internet, Media, & Telecom Conference



May 12, 2010
