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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**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 8, 2018

**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**  
(I.R.S. Employer Identification Number)

**500 Shentel Way**  
**P.O. Box 459, Edinburg, Virginia 22824**  
(Address of Principal Executive Offices) (Zip Code)

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

**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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 8, 2018, David L. Heimbach was appointed Executive Vice President and Chief Operating Officer of Shenandoah Telecommunications Company (the "Company"), replacing Earle A. MacKenzie, whose retirement was announced on May 22, 2017. Mr. MacKenzie will continue as Executive Vice President-Special Projects for some period of time to assist with an orderly transition of responsibilities, and his base salary and benefit levels currently in effect will continue through such period of continued employment.

Mr. Heimbach, age 42, has approximately 20 years of experience in the telecommunications industry, most recently serving as Chief Operating Officer of Rise Broadband, Inc., a wireless broadband service provider, from July 2015 to October 2017. Prior to joining Rise Broadband, he served in multiple positions with Cincinnati Bell Inc., a residential and consumer telecommunications provider, from 2003-2014 including Chief Operating Officer from March 2013 to December 2014 and Senior Vice President and General Manager of Business and Carrier Markets from November 2010 to March 2013.

Mr. Heimbach will receive an initial base salary of \$400,000. In addition, Mr. Heimbach will be eligible to participate in the Company's annual cash bonus plan with an initial target bonus of 70% of his base salary. Subject to final approval by the Board at its next regularly scheduled meeting, Mr. Heimbach will receive an initial equity award of \$250,000, comprised of equal parts of incentive stock options and time-based restricted stock units with the exact number of shares to be decided based on the market price at the time of Board approval. Mr. Heimbach will also be eligible for future annual equity awards as and when considered for other executives of the Company, with target awards of no less than 130% of his base salary. Mr. Heimbach will receive (i) a signing bonus and relocation payment of \$300,000 ("Relocation Benefit") to assist with his relocation to the Shenandoah Valley (which is subject to repayment by Mr. Heimbach under certain specific circumstances) and (ii) a temporary living expense allowance of up to \$34,000 during the first twelve months of his employment. Mr. Heimbach will also be entitled to participate in the Company's medical, dental, 401(k) and other standard benefit plans as generally available to Company employees.

If the Company terminates Mr. Heimbach without cause, or he terminates for good reason within the first year of his employment, the Company will pay to him an amount equal to the sum of his annual base salary and his target annual cash bonus. If such termination occurs during the second year of Mr. Heimbach's employment, the Company will pay to him an amount equal to one-half of the sum of his annual base salary and target annual cash bonus. If such termination occurs after the second year of Mr. Heimbach's employment, the Company will pay to him a severance payment in accordance with the Company's current policy or practice.

There is no family relationship between Mr. Heimbach and any director or other executive officer of the Company. No arrangement or understanding exists between Mr. Heimbach and any other person pursuant to which he was selected as an officer of the Company. Since the beginning of the Company's last fiscal year through the date hereof, there have been no transactions with the Company, and there are currently no proposed transactions with the Company, in which the amount involved exceeds \$120,000 and in which Mr. Heimbach had or will have a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K.

The Company issued a press release regarding Mr. MacKenzie's retirement, and Mr. Heimbach's appointment as Executive Vice President and Chief Operating Officer of the Company, which is included as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

The following exhibit is furnished with this Current Report on Form 8-K.

**Exhibit No.    Description**

[99.1](#)            [Press Release, dated May 8, 2018.](#)

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**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 hereunto duly authorized.

**Shenandoah Telecommunications Company**

Date: May 8, 2018

By: /s/ Raymond B. Ostroski  
Raymond B. Ostroski  
Vice President – Legal and General Counsel

**David L. Heimbach Joins Shenandoah Telecommunications Company as Executive Vice President and Chief Operating Officer**

Telecom veteran formerly served as COO of Rise Broadband and Cincinnati Bell

EDINBURG, Va., May 08, 2018 (GLOBE NEWSWIRE) -- Shenandoah Telecommunications Company (Shentel) (NASDAQ:SHEN) announces that David L. Heimbach has joined the Company as Executive Vice President and Chief Operating Officer. Mr. Heimbach will be responsible for the leadership of Shentel's Wireless, Cable, and Wireline business units.

Mr. Heimbach is a twenty-year veteran of the telecommunications industry, having served in a variety of senior management roles with both large corporations and entrepreneurial start-ups. He most recently served as Chief Operating Officer of Rise Broadband, the nation's largest fixed wireless service provider, with responsibility for sales, marketing, product management, engineering, construction, field and customer operations, and corporate strategy. Prior to joining Rise Broadband, Mr. Heimbach held several executive positions at Cincinnati Bell (NYSE:CBB) over a 14 year period including Chief Operating Officer; Senior Vice President/General Manager, Business & Carrier Markets; Vice President & General Manager of the Evolve Business Solutions subsidiary; Vice President, Product Development; Director, Small & Medium Business Strategy; Director of Operations, Extended Territories; and Product Manager.

"We are pleased to welcome Dave to Shentel. His wealth of industry and operational experience as COO of a large public company and his experience with a rapidly growing provider of wireless broadband services will be a tremendous asset for our organization as we continue to build on our successful growth," said Christopher E. French, President of Shenandoah Telecommunications Company. "As our Chief Operating Officer, Dave will have primary responsibility for the leadership of our business segments, and will play an integral role in our business development and investor relations activities."

Mr. Heimbach holds a Bachelor of Science Degree in Information Technology and Telecommunications Systems from Ohio University. As part of the Company's planned transition, Earle A. MacKenzie, Shentel's current Executive Vice President and Chief Operating Officer, will become Executive Vice President-Special Projects; and as previously announced, will remain with the Company for an appropriate transition period.

**About Shenandoah Telecommunications**

Shenandoah Telecommunications Company (Shentel) provides a broad range of diversified communications services through its high speed, state-of-the-art network to customers in the Mid-Atlantic United States. The Company's services include: wireless voice and data; cable video, internet and digital voice; fiber network and services; and regulated local and long distance telephone. Shentel is the exclusive personal communications service ("PCS") Affiliate of Sprint in portions of Pennsylvania, Maryland, Virginia, West Virginia, and portions of Kentucky and Ohio. For more information, please visit [www.shentel.com](http://www.shentel.com).

*This release contains forward-looking statements that are subject to various risks and uncertainties. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of unforeseen factors. A discussion of factors that may cause actual results to differ from management's projections, forecasts, estimates and expectations is available in the Company's filings with the SEC. Those factors may include changes in general economic conditions, increases in costs, changes in regulation and other competitive factors.*

**CONTACTS:**

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