

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): July 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)

124 South Main Street, Edinburg, Virginia 22824  
(Address of principal executive offices)

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

-2-

Item 5. Other Events

On July 30, 1996, Shenandoah Cable Television, a wholly-owned subsidiary of Shenandoah Telecommunications Company, announced it has signed a Definitive Agreement to acquire the Shenandoah County, Virginia cable television systems of FrontierVision Operating Partners, L.P., of Denver, Colorado. The CATV systems being acquired were formerly owned by C4 Media Cable and were acquired by FrontierVision as part of a larger acquisition of cable assets. The acquired CATV systems will become part of the Company's existing CATV system, which presently serves the town of Edinburg, Basye, and surrounding areas of Shenandoah County.

The acquisition is subject to approval by the local governing bodies for the transfer of the existing franchises. On February 23, 1996, Shenandoah Cable