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

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SHENANDOAH TELECOMMUNICATIONS COMPANY

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-1162807
(I.R.S. Employer
Identification No.)

500 Shentel Way
P.O. Box 459
Edinburg, VA 22824
(Address of Principal Executive Offices)

22824
(Zip Code)

Shenandoah Telecommunications Company
Stock Incentive Plan
(Full title of the plan)

Raymond B. Ostroski
General Counsel and Secretary
500 Shentel Way
P.O. Box 459
Edinburg, VA 22824

(Name and address of agent for service)

(540) 984-5040

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Registration No. 333-21733) filed by the Registrant with the Securities and Exchange Commission on February 13, 1997, pertaining to the registration of 240,000 shares of the Registrant's common stock, no par value per share, issuable under the Shenandoah Telecommunications Company Stock Incentive Plan (the "Plan"). The Registrant is filing this Post-Effective Amendment No. 1 to deregister all shares of common stock that have not been sold or otherwise issued under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and that it has duly caused this Post-Effective Amendment No. 1 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Edinburg, Commonwealth of Virginia, on July 8, 2014.

SHENANDOAH TELECOMMUNICATIONS COMPANY

By: /s/ CHRISTOPHER E. FRENCH

Name: Christopher E. French

Title: President and Chief Executive Officer
