
**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): **October 16, 2014**

ENVENTIS CORPORATION
(Exact name of registrant as specified in its charter)

Minnesota
(State of Incorporation)

0-13721
(Commission File Number)

41-1524393
(IRS employer identification no.)

221 East Hickory Street, P.O. Box 3248
Mankato, Minnesota
(Address of principal executive offices)

56002-3248
(Zip code)

Registrant's telephone number, including area code: **(800) 326-5789**

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))
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Introductory Note

On October 16, 2014, Enventis Corporation ("Enventis") completed its merger (the "Merger") with Sky Merger Sub Inc. ("Merger Sub"), a Minnesota corporation and wholly-owned subsidiary of Consolidated Communications Holdings, Inc., a Delaware corporation ("Consolidated"), whereby Merger Sub merged with and into Enventis with Enventis continuing as the surviving corporation, and as a result of which Enventis has been acquired by, and has become a wholly owned subsidiary of, Consolidated. The Merger was effected pursuant to an Agreement and Plan of Merger, dated as of June 29, 2014 (the "Merger Agreement"), among Enventis, Consolidated and Merger Sub. The following events took place in connection with the consummation of the Merger:

Item 1.02 Termination of a Material Definitive Agreement.

In connection with the consummation of the Merger, Enventis has terminated (i) its Credit Agreement, dated as of August 11, 2011, by and among Enventis and the Lenders referred to therein and CoBank, ACB as Administrative Agent (the "Credit Agreement") and (ii) its Amended and Restated Rights Agreement, dated as of March 12, 2009, by and between Enventis and Wells Fargo Bank, National Association. Such agreements were terminated at the effective time of the Merger and a payment of the amount previously outstanding under the Credit Agreement was made in full in cash.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 16, 2014, Enventis notified the Nasdaq Stock Market LLC ("Nasdaq") of the effectiveness of the Merger, pursuant to which each share of Enventis' common stock was converted into the right to receive 0.7402 shares of common stock of Consolidated. On October 16, 2014, Enventis requested that Nasdaq file, and Nasdaq filed, with the Securities and Exchange Commission a notification of removal from listing on Form 25 to report that the shares of Enventis' common stock are no longer listed on Nasdaq.

Item 3.03 Material Modification to Rights of Security Holders.

On October 16, 2014, the Merger was consummated in accordance with the Merger Agreement. Under the terms of the Merger Agreement:

- At the effective time of the Merger, each share of Enventis common stock converted into the right to receive 0.7402 shares of common stock of Consolidated, or an approximate total of 10,144,959 shares of Consolidated's common stock.
- No fractional shares of Consolidated common stock will be issued to any Enventis shareholder in the Merger. Each Enventis shareholder who would otherwise have been entitled to receive a fraction of a share of Consolidated common stock in the Merger will receive an amount in cash (without interest), rounded to the nearest whole cent, equal to the product obtained by multiplying (i) the fractional share of Consolidated common stock to which such holder would otherwise be entitled to receive by (ii) \$25.40 (which represents the last reported sale price of Consolidated common stock on the Nasdaq Stock Market on the last complete trading day prior to the date of effective time of the Merger).

This description of the Merger is qualified in its entirety by reference to the Merger Agreement, a complete copy of which was filed as Exhibit 2.1 to the Form 8-K filed by Enventis on June 30, 2014 and is incorporated herein by reference.

Upon the effective time of the Merger, holders of Enventis' common stock immediately prior to the effective time of the Merger ceased to have any rights as shareholders in Enventis (other than their right to receive the merger consideration).

Item 5.01 Changes in Control of Registrant.

As a result of the Merger, a change of control of Enventis occurred and Enventis became a wholly-owned subsidiary of Consolidated. Consolidated financed the payment of the fees and expenses in connection with the Merger and the payment of the existing indebtedness of Enventis with debt and cash on hand. The disclosure under Item 3.03 is incorporated herein by reference.

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

In addition, as a result of the Merger, all of the current directors and officers of Enventis resigned from their directorships, any board committees of which they were a member, and all officer positions of Enventis, as of the effective time of the Merger. Pursuant to the Merger Agreement, as a result of the Merger, the directors of Merger Sub immediately prior to the effective time of the Merger (Robert J. Currey, Steven J. Shirar and Matthew K. Smith) became the directors of the surviving corporation of the Merger, and the officers of Merger Sub immediately prior to the effective time of the Merger, including Robert J. Currey-Chairman and Chief Executive Officer, C. Robert Udell, Jr.- President and Chief Operating Officer, and Steven L. Childers-Senior Vice President, Chief Financial Officer and Assistant Secretary, became the officers of the surviving corporation of the Merger.

Item 5.03 Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.

Immediately following the effective time of the Merger, Enventis' restated articles of incorporation were amended and restated in their entirety to be substantially identical to the articles of incorporation of Merger Sub, as in effect immediately prior to the effective time of the Merger. The amended and restated articles of incorporation of the surviving corporation of the Merger are attached as Exhibit 3.1 hereto and incorporated herein by reference. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger, Enventis' by-laws were amended and restated in their entirety to be identical to the by-laws of Merger Sub, as in effect immediately prior to the effective time of the Merger. The by-laws of the surviving corporation of the Merger are attached as Exhibit 3.2 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 2.1* | Agreement and Plan of Merger, dated as of June 29, 2014, by and among Enventis, Consolidated and Merger Sub (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K dated June 30, 2014) |
| 3.1 | Amended and Restated Articles of Incorporation |
| 3.2 | Second Amended and Restated By-laws |

* Schedules and other attachments to the Agreement and Plan of Merger, which are listed in the exhibit, are omitted. Enventis agrees to furnish supplementally a copy of any schedule or other attachment to the Securities and Exchange Commission upon request.

SIGNATURES

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.

Date: October 20, 2014

Enventis Corporation

By: /s/ Steven L. Childers
Name: Steven L. Childers
Title: Chief Financial Officer

EXHIBIT INDEX

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**AMENDED AND RESTATED BYLAWS
OF
ENVENTIS CORPORATION**

ARTICLE I. NAME AND LOCATION

SECTION 1. The name of this Corporation is Enventis Corporation

SECTION 2. Its principal office shall be located at 221 East Hickory Street, Mankato, Minnesota 56001.

SECTION 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II. SHAREHOLDERS MEETINGS

SECTION 1. The Board of Directors shall cause a regular meeting of shareholders to be called and held on notice within 90 days after the end of every fiscal year of the corporation and as may be required by law. Each regular meeting shall be held on the date and at the time and place determined by the Board of Directors and set forth in the notice of the meeting. At each regular meeting, the shareholders shall elect directors to serve until the next regular meeting of shareholders.

SECTION 2. A special meeting of the shareholders may be called at any time by any person or persons authorized by law to do so, and shall be held on the date and at the time and place fixed by the person calling the meeting.

SECTION 3. Notice of the time and place of all regular and special meetings shall be mailed by the secretary to each shareholder entitled to vote at the last known address of said shareholder as the same appears on the books of the Corporation at least 5 days before the date of all regular and special meetings.

SECTION 4. The president, or, in his/her absence, a vice president, if any, shall preside at all such meetings.

SECTION 5. At every such meeting each shareholder shall be entitled to cast one vote for each voting share held in his/her name, which vote may be cast by him/her either in person or by proxy. All proxies shall be in writing and shall be filed with the secretary and by him or her entered of record in the minutes of the meeting.

SECTION 6. A quorum for the transaction of business at such meetings shall consist of a number of shareholders representing a majority of the voting shares issued and outstanding; but the shareholders present at any meeting, though less than a quorum, may adjourn the meeting to a future time without notice other than an announcement at the meeting.

SECTION 7. Any regular or special meeting of the shareholders may be held in person, by any means of communication through which the shareholders may simultaneously hear each other during the meeting, or by any other means permitted under Minnesota law.

SECTION 8. A shareholder may participate in a regular or special meeting of shareholders held in person, although the shareholder is not physically present at the meeting, if the shareholder participates by

any means of communication through which the shareholder, other shareholders so participating, and all shareholders physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by such means or in person constitutes presence at the meeting in person or by proxy if all of the other requirements of Minnesota Statutes, Section 302A.449 are met.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. The business and property of the Corporation shall be managed by a board of one or more directors who shall be elected by the shareholders at each regular meeting and shall hold office until their successors are duly elected and qualified. The number of directors to be elected at each regular meeting shall be determined by the directors in advance of the meeting and set forth in the notice thereof, subject to the right of the shareholders, by majority vote taken at the meeting, to change the number of directors to be elected.

SECTION 2. The regular meetings of the directors shall be held without notice immediately after the adjournment of each regular shareholders meeting.

SECTION 3. Special meetings of the Board of Directors may be called by the president, and in his/her absence by a vice president, if any, or by any member of the Board of Directors.

SECTION 4. Notice of all special meetings shall be mailed or telegraphed to each director by any director at least 5 days prior to the time fixed for the meeting. All notices of special meetings shall state the purpose thereof.

SECTION 5. A quorum for the transaction of business at any regular or special meeting of the directors shall consist of a majority of the members of the Board.

SECTION 6. The directors shall elect the officers of the Corporation and fix their salaries, such election to be held at the directors meeting following each regular shareholders meeting.

SECTION 7. Vacancies in the Board of Directors may be filled for the unexpired terms by the vote of a majority of the remaining directors.

ARTICLE IV. OFFICERS

SECTION 1. The officers of this Corporation shall be a president, a secretary, and a treasurer, and such additional officers as the Board of Directors may from time to time determine, all of whom shall be elected for an indefinite term and shall hold office until their successors are duly elected and qualified. Any offices, except for president and vice president, may be held by the same person.

SECTION 2. The president shall be the chief executive officer of the Corporation, shall preside at all directors and shareholders meetings, and shall have general supervision over the affairs of the Corporation and over the other officers. The president shall execute all bonds, mortgages, and other contracts of the Corporation and shall perform all such other duties as are incident to his/her office. In case of the absence or disability of the president, his/her duties shall be performed by a vice president, if any.

SECTION 3. The secretary shall issue notices of directors and shareholders meetings and shall attend and keep the minutes of the same. He/she shall have charge of all corporate books, records and papers, shall be custodian of the corporate seal (if one is adopted), shall attest with his signature (and impress with the corporate seal, if one is adopted) all share certificates, and shall perform all such other duties as are incident to his/her office.

SECTION 4. The treasurer shall be the chief financial officer of the Corporation, shall have the custody of all moneys and securities of the Corporation, and shall give bond in such sum and with such sureties as the directors may require, conditioned upon the faithful performance of the duties of his/her office. He/she shall keep regular books of account, and shall submit them, together with all his/her vouchers, receipts, records, and other papers, to the directors for their examination and approval as often as they may require and shall perform all such other duties as are incident to his/her office.

ARTICLE V. SHARES

SECTION 1. All share certificates shall be signed by the president and secretary.

SECTION 2. Transfers of shares shall be made only on the books of the Corporation, and the old certificate properly endorsed shall be surrendered and cancelled before a new certificate is issued.

SECTION 3. In case of loss or destruction of a share certificate, no new certificate shall be issued in lieu thereof except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security, by bond or otherwise, against loss to the Corporation.

ARTICLE VI. CORPORATE SEAL

This Corporation shall not have a corporate seal.

ARTICLE VII. FISCAL YEAR

The fiscal year of this Corporation shall be established by the Board of Directors.

ARTICLE VIII. AMENDMENTS

Subject to any limitations set forth in the Articles of Incorporation or the Minnesota Business Corporation Act, as amended, these Bylaws may be amended by the Board of Directors; provided, however, that the Board of Directors shall not alter or repeal any Bylaw that:

- (a) fixes a quorum for a shareholder's meeting;
- (b) alters the voting rights of shareholders;
- (c) prescribes procedures for removing directors or filling vacancies on the board;
- (d) reduces the number of directors;
- (e) fixes the classifications, qualifications, or terms of office of directors; or
- (f) alters the restrictions on transfers of stock.

These Bylaws may also be amended by the shareholders in a manner set forth in the Minnesota Business Corporation Act, as amended.

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
ENVENTIS CORPORATION**

The Articles of Incorporation of Enventis Corporation are hereby amended and restated in their entirety pursuant to Chapter 302A of the Minnesota Business Corporation Act to read as set forth herein. These Amended and Restated Articles of Incorporation supersede and take the place of the existing Articles of Incorporation and all prior amendments thereto.

Article I

The name of this corporation is Enventis Corporation.

Article II

The address of the registered office of this corporation is 380 Jackson Street, Suite 700, St. Paul, MN 55101. The Registered Agent at the above address is Corporation Service Company.

Article III

The aggregate number of shares that this corporation has authority to issue is ONE HUNDRED (100), with no par value.

Article IV

The board shall have authority to establish more than one class or series of shares of this corporation, and the different classes and series shall have such relative rights and preferences, with such designations, as the board may by resolution provide.

Article V

Except as may be otherwise provided by the board in a resolution establishing a class or series of the shares of this corporation, shareholders shall have no preemptive rights.

Article VI

There shall be no cumulative voting by shareholders for the election of directors.

Article VII

Any action required or permitted to be taken at a board meeting, if such action need not be approved by the shareholders, may be taken by written action signed, or consented to by

authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Article VIII

An action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present.

Article IX

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. The foregoing shall not be deemed to eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 or 80A.76 of Minnesota Statutes, (iv) for any transaction from which the director derived any improper personal benefit, or (v) for any act or omission occurring prior to the effective date of this Article. Any repeal or modification of this paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Article X

Pursuant to Minnesota Statutes, Section 302A.471, Subd. 1(a), a shareholder of this corporation shall not have the right to dissent from, and obtain payment for the fair value of the shareholder's shares in the event of, an amendment of the Articles of Incorporation that materially and adversely affects the rights or preferences of the shares of the shareholder.

Article XI

The foregoing Amended and Restated Articles of Incorporation have been adopted pursuant to Minnesota Statutes Chapter 302A and shall be effective when filed with the Office of the Secretary of State.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Enventis Corporation have been executed this 16th day of October, 2014.

/s/ Steven L. Childers
Steven L. Childers, Senior Vice
President, Chief
Financial Officer and Assistant Secretary