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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): April 26, 2018 (April 25, 2018)**

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**ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of Incorporation)

**000-28167**  
(Commission File Number)

**52-2126573**  
(IRS Employer Identification No.)

**600 Telephone Avenue, Anchorage, Alaska 99503-6091**  
(Address of Principal Executive Offices) (Zip Code)

(Registrant's Telephone Number, Including Area Code) (907) 297-3000  
(Former Name or Former Address, if Changed Since Last Report): Not Applicable

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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 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). 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 8.01 Other Events.**

On April 25, 2018, the Board of Directors (the "Board") of Alaska Communications Systems Group, Inc., a Delaware corporation ("Alaska Communications"), acting upon the recommendation of the Board's Nominating and Corporate Governance Committee, unanimously determined, in consultation with its legal advisors, that the purported notice of nominations (the "Nominating Notice") that TAR Holdings LLC, a New Jersey limited liability company of which Karen S. Singer is the sole member ("TAR Holdings"), submitted to Alaska Communications on February 9, 2018, the last date for Alaska Communications stockholders to submit advance notices of nominations of proposed candidates for election to the Board at the 2018 annual meeting of Alaska Communications' stockholders (the "2018 Annual Meeting") pursuant to Alaska Communications' Amended and Restated Bylaws (the "Bylaws"), as such date was extended, from February 6, 2018 to February 9, 2018, by the Board, does not comply with the Bylaws in numerous material respects, particularly Article II, Section 8 of the Bylaws, and that, accordingly, TAR Holdings has not submitted to Alaska Communications a timely and proper advance notice of nominations in compliance with the Bylaws.

On April 26, 2018, Alaska Communications sent a letter (the "Letter") to TAR Holdings indicating that the Board, acting upon the recommendation of the Nominating and Corporate Governance Committee, had determined that the Nominating Notice does not comply with the Bylaws and that, accordingly, TAR Holdings had not submitted to Alaska Communications a timely and proper advance notice of nomination in compliance with the Bylaws. The Letter also indicated that, given the Board's determination with respect to the Nominating Notice, if TAR Holdings attempted to nominate its purported proposed candidates for election to the Board at the 2018 Annual Meeting, then, in accordance with the Bylaws, such purported proposed candidates would be disregarded and any ballots cast for such purported proposed candidates would be void. The Letter further indicated that, notwithstanding the Board's determination that the Nominating Notice did not comply with the Bylaws, Alaska Communications remained interested in continuing to discuss a possible settlement with TAR Holdings that contemplated adding to the Board two new independent directors recommended by TAR Holdings.

A copy of the Letter is filed as Exhibit 99.1 hereto and is incorporated by reference in this Item 8.01 in its entirety. The foregoing description of the Letter does not purport to be complete and is qualified in its entirety by reference to the complete text of the Letter.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Exhibit Title</u>
99.1	<a href="#"><u>Letter from Alaska Communications Systems Group, Inc. to TAR Holdings LLC dated April 26, 2018.</u></a>

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**Important Additional Information And Where To Find It**

Alaska Communications, its directors and certain of its executive officers are deemed to be participants in the solicitation of proxies from Alaska Communications' stockholders in connection with the matters to be considered at Alaska Communications' 2018 Annual Meeting of Stockholders. Information regarding the names of Alaska Communications' directors and executive officers and their respective interests in Alaska Communications by security holdings or otherwise can be found in Alaska Communications' proxy statement for its 2017 Annual Meeting of Stockholders, filed with the SEC on April 27, 2017. To the extent holdings of Alaska Communications' securities have changed since the amounts set forth in Alaska Communications' proxy statement for its 2017 Annual Meeting of Stockholders, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. These documents are available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Alaska Communications intends to file a proxy statement and accompanying **WHITE** proxy card with the SEC in connection with the solicitation of proxies from Alaska Communications stockholders in connection with the matters to be considered at Alaska Communications' 2018 Annual Meeting of Stockholders. Additional information regarding the identity of participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in Alaska Communications' proxy statement for its 2018 Annual Meeting, including the schedules and appendices thereto. **INVESTORS AND STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ ANY SUCH PROXY STATEMENT AND THE ACCOMPANYING WHITE PROXY CARD AND OTHER DOCUMENTS FILED BY ALASKA COMMUNICATIONS WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Stockholders will be able to obtain the Proxy Statement, any amendments or supplements to the Proxy Statement, the accompanying **WHITE** proxy card, and other documents filed by Alaska Communications with the SEC for no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge at the Investor Relations section of Alaska Communications' corporate website at [www.alsk.com](http://www.alsk.com), by writing to Alaska Communications' Corporate Secretary at Alaska Communications Systems Group, Inc., 600 Telephone Avenue, Anchorage AK 99503 or by contacting Alaska Communications' investor relations department at (907) 564-7556.

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**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: April 26, 2018

ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.

/s/ Leonard A. Steinberg

Leonard A. Steinberg  
Corporate Secretary

ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.  
600 Telephone Avenue  
Anchorage, AK 99503

April 26, 2018

VIA EMAIL

TAR Holdings LLC  
2200 Fletcher Ave.  
Fort Lee, NJ 07024  
Attention: Karen S. Singer, Sole Member

Re: Purported Notice of Nominations Submitted on February 9, 2018

Dear Ms. Singer:

On behalf of Alaska Communications Systems Group, Inc., a Delaware corporation (“ALSK”) and the Nominating and Corporate Governance Committee (the “Nominating and Governance Committee”) of the ALSK Board of Directors (the “ALSK Board”), we are writing with respect to the purported notice of nominations (the “Purported Nominating Notice”) that TAR Holdings LLC, a New Jersey limited liability company of which Karen S. Singer is the sole member (“TAR Holdings”), submitted to ALSK on February 9, 2018 (as submitted on February 9, 2018, the “Purported Nominating Notice”), the last date for ALSK stockholders to submit advance notices of nominations of proposed candidates for election to the ALSK Board at the 2018 annual meeting of the stockholders of ALSK (the “2018 Annual Meeting”) pursuant to ALSK’s Amended and Restated Bylaws (the “Bylaws”), as such date was extended, from February 6, 2018 to February 9, 2018, by the ALSK Board.

In the Purported Nominating Notice, TAR Holdings purported to notify ALSK of its intention to nominate the following three (3) candidates for election to the six-member ALSK Board at the 2018 Annual Meeting: Steven G. Singer, Wayne Barr, Jr. and Patrick F. Doyle (collectively, the “TAR Holdings Purported Nominees”). Capitalized terms used but not defined in this letter shall have the meanings given to such terms in the Bylaws.

On March 7, 2018, ALSK communicated to TAR Holdings in writing that, while neither the Nominating and Governance Committee nor the ALSK Board had made a final decision with respect to whether the Purported Nominating Notice, as submitted on February 9, 2018, was in compliance with the Bylaws, the Nominating and Governance Committee believed that the Purported Nominating Notice did not comply with the Bylaws in numerous respects, particularly Article II, Section 8 of the Bylaws (the “Advance Notice of Nomination Bylaws”), and that, accordingly, TAR Holdings had not submitted to ALSK a timely and proper advance notice of nominations in compliance with the Bylaws. In our March 7, 2018 letter, we detailed at length our concerns with the multiple provisions of the Advance Notice of Nomination Bylaws that we believe TAR Holdings failed to comply with when it submitted the Purported Nominating Notice and requested that TAR Holdings address our concerns.

On March 30, 2018, TAR Holdings sent us a letter (the “Deficiency Response Letter”) responding to our March 7, 2018 letter. On April 9, 2018, we responded to the Deficiency Response Letter and informed TAR Holdings that it failed to sufficiently address our concerns with respect to the numerous and significant deficiencies in the Purported Nominating Notice that we discussed at length in our March 7, 2018 letter. We noted as follows in our April 9, 2018 letter:

“The Deficiency Response Letter was provided to us seven weeks after the expiration of the advance notice deadline on February 9, 2018, and only in response to our March 7, 2018 letter and the possibility that we would reject the Nominating Notice if our letter was not responded to. Given the extensive amount of new and material information that was included in the Deficiency Response Letter, all of which was known and available to TAR Holdings prior to the expiration of the advance notice deadline and which could have been included in the Nominating Notice, when submitted on February 9, 2018, if you had been willing to do so, and that such information was first provided to us seven weeks after the expiration of the advance notice deadline, and only in response to our March 7, 2018 letter, the Deficiency Response Letter, rather than being effective in addressing our concerns with the Nominating Notice, validates our concerns that an extensive amount of information required by the Bylaws, particularly Article II, Section 8 of the Bylaws (the “Advance Notice of Nomination Provisions”), had been deliberately withheld from us in the Nominating Notice. We strongly disagree with your assertion that the Deficiency Response Letter should be regarded as a “*supplement*” to the Nominating Notice and such an assertion is clearly in contravention of the Advance Notice of Nomination Provisions which expressly provide in Article II, Section 8(f) that “*for the avoidance of doubt, the updates required pursuant to this Section 8 do not cause a notice that was not true, correct and complete in all respects and in compliance with this Section 8 when delivered to the Corporation prior to the Nominating Notice Deadline to thereafter be in proper form in accordance with this Section 8.*” Accordingly, having further reviewed the Nominating Notice, the Deficiency Response Letter and other facts and circumstances, we believe more now than we did before we received the Deficiency Response Letter that (i) the Nominating Notice and the actions of TAR Holdings related thereto do not comply with the Bylaws, particularly the Advance Notice of Nomination Provisions, in numerous and significant respects, (ii) TAR Holdings has not submitted to ALSK a timely and proper advance notice of nomination in compliance with the Bylaws, and (iii) there are numerous and extremely valid grounds for the ALSK Board to reject the Nominating Notice.”

Accordingly, given the concerns that we detailed in our March 7, 2018 and April 9, 2018 letters with respect to the failure of the Purported Nominating Notice to comply with the Bylaws, and having reviewed the Nominating Notice, the Deficiency Response Letter and other facts and

circumstances related thereto, the ALSK Board has determined, based upon a recommendation from the Nominating and Governance Committee, and in consultation with its legal advisors, that TAR Holdings has failed to submit a proper and timely advance notice of nominations in accordance with the Bylaws. As such, pursuant to Article II, Section 8(d) of the Bylaws, any attempt at the 2018 Annual Meeting to nominate the TAR Holdings Purported Nominees to the ALSK Board shall be disregarded and any ballots cast for the TAR Holdings Purported Nominees shall be void and of no force or effect.

Notwithstanding the ALSK Board's determination that the Purported Nominating Notice does not comply with the Bylaws, ALSK remains interested in continuing to discuss a settlement with TAR Holdings that contemplates adding to the ALSK Board two new independent directors recommended by TAR Holdings.

Sincerely,

**/S/ LEONARD A. STEINBERG**

Leonard A. Steinberg  
Senior Vice President, Legal, Regulatory & Government  
Affairs & Corporate Secretary

cc: Edward J. Hayes, Jr., Chairman of the Board, Alaska Communications  
David W. Karp, Chairman of the Nominating & Governance Committee, Alaska Communications  
Anand Vadapalli, President and Chief Executive Officer, Alaska Communications  
Keith E. Gottfried, Esq., Morgan Lewis & Bockius LLP  
Jeremy Reckmeyer, Esq., Hunton Andrews Kurth LLP