

---

---

**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 18, 2019 (October 15, 2019)

**ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

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

**001-38341**  
(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

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	ALSK	The Nasdaq Stock Market LLC

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.

---

**Item 1.01. Entry into a Material Definitive Agreement**

On October 15, 2019, Alaska Communications Systems Group, Inc., a Delaware corporation (the “Company”), and Computershare Trust Company, N.A., as rights agent (the “Rights Agent”), entered into an amendment (the “Amendment”) to the Company’s Tax Benefits Preservation Plan, dated as of January 8, 2018 (the “Tax Benefits Preservation Plan”).

The Amendment accelerates the final expiration date of the Company’s preferred share purchase rights (the “Rights”) that were distributed to holders of the Company’s common stock pursuant to the Tax Benefits Preservation Plan (the “Rights”) from January 8, 2021 to 5:00 p.m., New York City time, on October 17, 2019. As a result, the Rights have expired and the Tax Benefits Preservation Plan has terminated.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of each of (i) the Tax Benefits Preservation Plan which was attached as Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 9, 2018 and is incorporated herein by reference, and (ii) the Amendment which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 1.02. Termination of a Material Definitive Agreement**

See the description set forth in “Item 1.01 — Entry into a Material Definitive Agreement,” which is incorporated by reference into this Item 1.02.

**Item 3.03. Material Modification to Rights of Security Holders**

See the description set forth in “Item 1.01 — Entry into a Material Definitive Agreement,” which is incorporated by reference into this Item 3.03.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

In connection with termination of the Tax Benefits Preservation Plan and pursuant to Section 151(g) of the Delaware General Corporation Law, the Company intends to cause a Certificate of Elimination (the “Certificate of Elimination”) to be executed and filed with the Secretary of State of the State of Delaware on or about October 17, 2019 to eliminate the 145,000 authorized shares of preferred stock of the Company that were designated as Series A Junior Participating Preferred Stock, par value \$0.01 per share (the “Series A Preferred Stock”), by a Certificate of Designation (the “Series A Certificate of Designation”) filed with the Office of the Secretary of State of the State of Delaware on January 9, 2018, which certificate established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations and restrictions of the Series A Preferred Stock. As a result of the filing of the Certificate of Elimination, all 145,000 shares of Series A Preferred Stock resumed the status of authorized and undesignated shares of preferred stock, par value \$0.01 per share, of the Company. The foregoing summary of the Certificate of Elimination is qualified in its entirety by reference to the Certificate of Elimination attached hereto as Exhibit 3.1 and incorporated herein by reference.

---

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

(d) Exhibits

See the Exhibit Index below, which is incorporated by reference herein.

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
4.1	<a href="#"><u>Amendment No. 1, dated as of October 15, 2019, to the Tax Benefits Preservation Plan, dated as of January 8, 2018, by and between Alaska Communications Systems Group, Inc. and Computershare Trust Company, N.A., as Rights Agent.</u></a>
4.2	<a href="#"><u>Certificate of Elimination of the Series A Junior Participating Preferred Stock.</u></a>

---

**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.

**ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.**  
(Registrant)

Date: October 18, 2019

By: /s/ Leonard A. Steinberg  
Corporate Secretary

**AMENDMENT NO. 1 TO SECTION 382 TAX BENEFITS PRESERVATION PLAN**

This **AMENDMENT NO. 1 TO SECTION 382 TAX BENEFITS PRESERVATION PLAN**, dated as of October 15, 2019 (this "Amendment"), is made and entered into by and between Alaska Communications Systems Group, Inc., a Delaware corporation (the "Company"), and Computershare Trust Company, N.A., as rights agent (the "Rights Agent").

**RECITALS**

**WHEREAS**, the Company and the Rights Agent previously entered into that certain Section 382 Tax Benefits Preservation Plan, dated as of January 8, 2018 (the "Tax Benefits Preservation Plan");

**WHEREAS**, the Board of Directors (the "Board") of the Company has determined that it is in the best interests of the Company and its stockholders to amend the Tax Benefits Preservation Plan as set forth in this Amendment;

**WHEREAS**, pursuant to Section 26 of the Tax Benefits Preservation Plan, prior to the Close of Business (as defined in the Tax Benefits Preservation Plan) on the tenth (10th) calendar day after the Stock Acquisition Date (as defined in the Tax Benefits Preservation Plan), and except as otherwise provided in such Section, the Company may, by action of the Board, from time to time, in its sole discretion, and the Rights Agent will, if the Company so directs, supplement or amend any provision of the Tax Benefits Preservation Plan in any respect in accordance with the provisions of such Section;

**WHEREAS**, as of the date hereof, a Stock Acquisition Date (as defined in the Tax Benefits Preservation Plan) has not occurred;

**WHEREAS**, pursuant to the terms of the Tax Benefits Preservation Plan and in accordance with Section 26 thereof, the Company has directed that the Tax Benefits Preservation Plan be amended to advance the Final Expiration Date to October 17, 2019 and as otherwise set forth in this Amendment;

**WHEREAS**, by the execution and delivery of this Amendment, the Company directs the Rights Agent to execute this Amendment; and

**NOW, THEREFORE**, in consideration of the foregoing and the mutual agreements set forth in the Tax Benefits Preservation Plan and this Amendment, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Definitions. Except as otherwise provided herein, capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to such terms in the Tax Benefits Preservation Plan.

2. Amendment to Definition of Final Expiration Date. The definition of "Final Expiration Date" set forth in Section 1(t) of the Tax Benefits Preservation Plan is hereby amended and restated in its entirety as follows: "Final Expiration Date" shall mean the Close of Business on October 17, 2019."

---

3. Amendment to Section 7(a). Section 7(a) of the Tax Benefits Preservation Plan is hereby amended to add the following sentence at the end of such Section: "Except for those provisions herein that expressly survive the termination of this Agreement, this Agreement shall terminate at such time as the Rights are no longer exercisable hereunder."

4. Amendments to Exhibits. Consistent with the amendment to Section 1(t) of the Tax Benefits Preservation Plan as set forth in Section 2 above, Exhibit B and Exhibit C to the Tax Benefits Preservation Plan are hereby amended to replace the original Final Expiration Date of "January 8, 2021" with the accelerated Final Expiration Date of "October 17, 2019", in each place where "January 8, 2021" appears.

5. Amendment Only. This Amendment is only an agreement amending and modifying certain provisions of the Tax Benefits Preservation Plan. Except to the extent expressly amended herein, all of the provisions of the Tax Benefits Preservation Plan shall continue in full force and effect without any amendment or modification.

6. Officer's Certificate. By executing this Amendment below, the undersigned duly appointed officer of the Company certifies that this Amendment has been executed and delivered, and is, in compliance with the terms of Section 26 of the Tax Benefits Preservation Plan and directs the Rights Agent to execute this Amendment.

7. Severability. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment, and of the Tax Benefits Preservation Plan, shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

8. Governing Law. This Amendment shall be deemed to be a contract made under the internal substantive laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the internal substantive laws of such State applicable to contracts to be made and performed entirely within such State, without giving effect to the choice of law or conflict of law principles thereof or of any other jurisdiction to the extent that such principles would require or permit the application of the laws of another jurisdiction; *provided, however*, that all provisions of this Amendment regarding the rights, duties and obligations of the Rights Agent shall be governed by, and construed in accordance with, the laws of the State of New York applicable to contracts to be made and performed entirely within such State, without giving effect to the choice of law or conflict of law principles thereof or of any other jurisdiction to the extent that such principles would require or permit the application of the laws of another jurisdiction.

9. Binding Effect. This Amendment shall be binding upon and inure to the benefit of each party hereto, and their respective successors and assigns.

10. Headings. Descriptive headings of the several sections of this Amendment are inserted for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions hereof.

---

11. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. Delivery of an executed counterpart of a signature page to this Amendment by electronic mail or facsimile shall be as effective as delivery of a manually executed counterpart of this Amendment.

12. Effectiveness. This Amendment shall be deemed effective as of the date first written above and all references to the term "Agreement" as used in the Tax Benefits Preservation Plan shall, from and after such time, be deemed to be references to the Tax Benefits Preservation Plan as amended hereby.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Company and the Rights Agent have caused this Amendment No. 1 to the Section 382 Tax Benefits Preservation Plan to be executed and delivered by its respective duly authorized officers or representatives as of the day and year first written above.

ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.

By: Leonard A. Steinberg \_\_\_\_\_

Name: Leonard A. Steinberg

Title: SVP

COMPUTERSHARE TRUST COMPANY, N.A.,  
AS RIGHTS AGENT

By: John H. Ruocco \_\_\_\_\_

Name: John H. Ruocco

Title: VP and Manager

**CERTIFICATE OF ELIMINATION**  
**OF THE**  
**SERIES A JUNIOR PARTICIPATING PREFERRED STOCK**  
**OF**  
**ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.**  
**(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)**

---

Alaska Communications Systems Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

**FIRST:** That, pursuant to Section 151(g) of the DGCL and the authority granted in the Corporation's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), the Board of Directors of the Corporation (the "Board") previously adopted resolutions creating and authorizing a series of 145,000 shares of preferred stock, par value \$0.01 per share, of the Corporation designated as Series A Junior Participating Preferred Stock, subject to the Certificate of Designation of Series A Junior Participating Preferred Stock (the "Certificate of Designation"), as filed with the Secretary of State of the State of Delaware on January 9, 2018.

**SECOND:** That none of the authorized shares of Series A Junior Participating Preferred Stock is outstanding and none will be issued by the Corporation pursuant to the Certificate of Designation.

**THIRD:** That, pursuant to the authority conferred upon the Board by the Certificate of Incorporation, the Board duly adopted the following resolutions by unanimous consent effective October 15, 2019, approving the elimination of the Series A Junior Participating Preferred Stock and the filing of a Certificate of Elimination of the Series A Junior Participating Preferred Stock (the "Certificate of Elimination"):

**"Certificate of Elimination of the Series A Junior Participating Preferred Stock"**

**WHEREAS**, by resolution of the Board duly adopted, and by a Certificate of Designation filed with the Office of the Secretary of State of the State of Delaware on January 9, 2018 (the "Certificate of Designation"), 145,000 authorized shares of preferred stock, par value \$0.01 per share, of the Corporation were designated as Series A Junior Participating Preferred Stock, which certificate established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations and restrictions of the Series A Junior Participating Preferred Stock;

**WHEREAS**, the Board deems it desirable that, pursuant to Section 151(g) of the Delaware General Corporation Law, a Certificate of Elimination of the Series A Junior Participating Preferred Stock (the "Certificate of Elimination") be executed and filed with the Secretary of State of the State of Delaware and that all 145,000 shares of Series A Junior Participating Preferred Stock heretofore designated resume the status of authorized and unissued shares of preferred stock, par value \$0.01 per share, of the Corporation, and that all matters set forth in the Series A Junior Participating Preferred Stock Certificate of Designation be eliminated from the Corporation's Amended and Restated Certificate of Incorporation.

---

**NOW THEREFORE, BE IT**

**RESOLVED**, that none of the Series A Junior Participating Preferred Stock shall be issued pursuant to the Series A Junior Participating Preferred Stock Certificate of Designation previously filed with the Secretary of State of the State of Delaware with respect to the Series A Junior Participating Preferred Stock; and further

**RESOLVED**, that each of the executive officers of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to execute and file the Certificate of Elimination with the Secretary of State of the State of Delaware and to execute and deliver and any and all other certificates, agreements and other documents which they may deem necessary or advisable in order to effectuate the elimination of the Series A Junior Participating Preferred Stock, as provided by Section 151(g) of the Delaware General Corporation Law in accordance with Section 103 of the Delaware General Corporation Law; and further

**RESOLVED**, that when such Certificate of Elimination becomes effective, all references to the Series A Junior Participating Preferred Stock in the Corporation's Amended and Restated Certificate of Incorporation shall be eliminated and the shares of Series A Junior Participating Preferred Stock shall resume the status of authorized and unissued shares of preferred stock, par value \$0.01 per share, of the Corporation, without designation as to series; and further

**RESOLVED**, that each of the executive officers of the Corporation is hereby authorized and directed, jointly and severally, for and on behalf of the Corporation, to execute and deliver any and all agreements, instruments and documents, and to do any and all other acts and things as they or any of them may deem necessary or appropriate to carry out fully the intent and purpose of the foregoing resolutions.”

**FOURTH:** That, in accordance with Section 151(g) of the DGCL, upon the effective date of the filing of this Certificate of Elimination, the Certificate of Incorporation is hereby amended to eliminate all matters set forth in the Series A Junior Participating Preferred Stock Certificate of Designation from the Certificate of Incorporation, and all shares of Series A Junior Participating Preferred Stock shall resume the status of authorized and unissued shares of preferred stock, par value \$0.01 per share, of the Corporation, without designation as to series.

**IN WITNESS WHEREOF**, the undersigned, a duly authorized officer of the Corporation, has executed and subscribed this Certificate of Elimination and does affirm the foregoing as true under penalties of perjury on this 17th day of October 2019.

ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.

By: Leonard A. Steinberg

Leonard A. Steinberg

Corporate Secretary