

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): December 21, 2020

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
(Address of principal executive offices)

99503-6091
(Zip Code)

Registrant's telephone number, including area code: 907 - 297 - 3000

(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))

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, \$.01 par value 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 December 21, 2020, Alaska Communications Systems Group, Inc., a Delaware corporation (“Alaska Communications” or the “Company”), entered into an amendment (the “Amendment”) to the Amended & Restated Agreement and Plan of Merger, dated as of December 10, 2020 (the “December 10 Merger Agreement” and, the December 10 Merger Agreement as amended by the Amendment, the “Merger Agreement”) with Juneau Parent Co, Inc., a Delaware corporation (“Parent”), and Juneau Merger Co, Inc., a Delaware corporation and wholly-owned subsidiary of Parent (“Merger Sub”).

Pursuant to the Amendment, holders of the Company common stock will receive merger consideration of \$3.26 per share in cash, without interest, an increase of \$0.06 per share above the previous per share merger consideration of \$3.20 per share in cash, without interest.

Parent and Merger Sub secured an increase in committed equity financing from an affiliate of Macquarie Capital (USA) Inc. and a fund managed by GCM Grosvenor Inc. to fund the increase in the consideration to be paid to the Company’s stockholders, subject to the terms and conditions set forth in equity commitment letters with respect to the Merger, as amended on December 21, 2020.

The other terms of the Merger Agreement remain unchanged from those previously disclosed in the Form 8-K filed by the Company on December 10, 2020, which is incorporated herein by reference.

The execution of the Amendment followed the Company’s receipt of a Superior Proposal (as defined in the Merger Agreement) from an unaffiliated third party.

The foregoing description of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Amendment, which is attached as Exhibit 2.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
2.1	Amendment No. 1 to Amended and Restated Agreement and Plan of Merger, dated December 21, 2020, by and among the Company, Parent and Merger Sub.*
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* The Company has omitted schedules and other similar attachments to such agreement pursuant to Item 601(b) of Regulation S-K. The Company will furnish a copy of such omitted document to the SEC upon request.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in connection with the proposed acquisition of the Company by Macquarie Capital and GCM Grosvenor, whereby the Company will become a wholly owned subsidiary of an affiliate of Macquarie Capital and GCM Grosvenor (the “proposed merger”), pursuant to a definitive Amended and Restated Agreement and Plan of Merger, as amended by Amendment No. 1 to Amended & Restated Agreement and Plan of Merger (the “Amended Merger Agreement”) by and among the Company, Juneau Parent Co, Inc. (“Parent”) and Juneau Merger Co, Inc. (“Merger Sub”). The proposed merger will be submitted to the Company’s stockholders for their consideration at a special meeting of the stockholders. In connection therewith, the Company intends to file relevant materials with the United States Securities and Exchange Commission (SEC), including a proxy statement on Schedule 14A, which will be mailed or otherwise disseminated to the Company’s stockholders. STOCKHOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY AND THE PROPOSED MERGER. Stockholders may obtain free copies of the definitive proxy statement, any amendments or supplements thereto and other documents containing important information about the Company or the proposed merger, once such documents are filed with the SEC, free of charge at the SEC’s website at www.sec.gov, or from Alaska Communications at alsk.com or by directing a request to the Company’s Investor Relations Department at investors@acsalaska.com.

Participants in the Solicitation

The Company and certain of its directors and executive officers and other members of management and employees may be deemed to be “participants” in the solicitation of proxies from the Company’s stockholders in connection with the proposed merger. Information about the Company’s directors and executive officers and their direct or indirect interests, by security holdings or otherwise, is set forth in the Company’s proxy statement on Schedule 14A for its 2020 annual meeting of stockholders filed with the SEC on April 29, 2020. To the extent holdings of the Company’s securities by such participants (or the identity of such participants) have changed, such information has been or will be reflected on Statements of Change in Ownership on Forms 3 and 4 subsequently filed with the SEC. Additional information regarding the participants in the proxy solicitation and a description of their direct or indirect interests, by security holdings or otherwise, will be included in the definitive proxy statement and may be included in relevant documents filed with the SEC regarding the proposed merger, if and when they become available. Free copies of these materials may be obtained as described in the preceding paragraph.

Alaska Communications Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The reader is cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events and these include statements using the words such as will and expected, and similar statements. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the expectations of the Company. Risks and uncertainties include, but are not limited to: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect the Company’s business and the price of its common stock, (ii) the failure to satisfy the conditions to the consummation of the transaction, including the adoption of the Amended Merger Agreement by the stockholders of the Company, and the receipt of certain governmental and regulatory approvals, (iii) the failure of Parent and Merger Sub to obtain the necessary financing pursuant to the arrangements set forth in the commitment letters delivered pursuant to the Amended Merger Agreement or otherwise, (iv) the occurrence of any event, change or other circumstance that could give rise to the termination of the Amended Merger Agreement, (v) the effect of the announcement or pendency of the transaction on the Company’s business relationships, operating results, and business generally, (vi) risks that the proposed transaction disrupts the Company’s current plans and operations and potential difficulties in the Company’s employee retention as a result of the transaction, (vii) the outcome of any legal proceedings that may be instituted against the Company or Parent or Merger Sub related to the Amended Merger Agreement or the transaction contemplated thereby. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the businesses of the Company described in the “Risk Factors” section of the Company’s Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on March 16, 2020 and other reports and documents filed from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Copies of these filings are available online at <https://www.alsk.com/>. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and the Company assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. The Company does not give any assurance that it will achieve its expectations.

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.

Alaska Communications Systems Group, Inc.
(Registrant)

Date: December 22, 2020

/s/ Leonard A. Steinberg

Leonard A. Steinberg
Corporate Secretary

AMENDMENT NO. 1 TO AMENDED AND RESTATED MERGER AGREEMENT

This Amendment No. 1, dated as of December 21, 2020 (this "Amendment") to the Amended and Restated Merger Agreement, dated as of December 10, 2020 (the "A&R Merger Agreement") by and among (i) Alaska Communications Systems Group, Inc., a Delaware corporation (the "Company"), (ii) Juneau Parent Co, Inc., a Delaware corporation ("Parent") and (iii) Juneau Merger Co, Inc., a Delaware corporation ("Merger Sub"). The Company, Parent and Merger Sub shall be referred to herein from time to time collectively as the "parties". Unless otherwise defined herein, capitalized terms shall have the meaning set forth in the A&R Merger Agreement.

WHEREAS, the parties have entered into the A&R Merger Agreement;

WHEREAS, the parties now wish to amend the A&R Merger Agreement as provided herein; and

WHEREAS, Section 9.03 of the A&R Merger Agreement provides that the A&R Merger Agreement may be amended, supplemented, waived or modified only with the express written consent of the parties.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. The phrase "the right to receive \$3.20 in cash without interest (the "**Merger Consideration**")" in Section 2.03(a) of the A&R Merger Agreement shall be deleted and replaced in its entirety by the following:

"the right to receive \$3.26 in cash without interest (the "**Merger Consideration**")"

2. The following shall be added as new Section 5.13 to the A&R Merger Agreement:

"Section 5.13 Equity Investors

(a) Part 5.13 of the Parent Disclosure Schedule sets forth, for each Equity Investor, its (i) unrestricted cash and cash equivalents on hand and readily accessible (or if such Equity Investor is a fund, accessible within one (1) business day), and (ii) aggregate liabilities that would be required to be disclosed on a balance sheet under GAAP or IFRS, as applicable, in each case as of the end of the most recent fiscal year.

(b) (i) Each Equity Investor has all requisite, corporate, limited partnership or other power and authority to perform all of its obligations under its Equity Commitment Letter, (ii) the funding by each Equity Investor of the entire equity commitment under its Equity Commitment Letter has been duly and validly authorized and approved by all necessary action(s) thereof, (iii) each Equity Investor has, and will have at all times during which this Agreement is in effect, available funds (or if such Equity Investor is a fund, available within one (1) business day) in excess of the sum of the entire equity commitment under its Equity Commitment Letter, (iv) the aggregate equity commitment under each Equity Commitment Letter is less than the maximum amount that the applicable Equity Investor is permitted to invest in any one portfolio investment pursuant to the terms of its constituent documents or otherwise, (v) the funding of the entire equity commitment under each Equity Commitment Letter will not require any Equity Investor to assign, transfer, grant participation in or otherwise sell down its interest in Parent, (vi) no Equity Investor will assign, transfer, grant participation in or otherwise sell any or all of its Equity Commitment Letter or any obligations or interests thereunder (except as expressly provided therein) and (vii) the execution, delivery and performance by the Equity Investor of the Equity Commitment Letter and the obligations contained therein do not conflict with any existing document to which Equity Investor is a party or otherwise binding on Equity Investor."

Part 5.13 of the Parent Disclosure Schedule shall be as attached as Annex A hereto.

3. The phrase “in no event later than five Business Days after the date hereof” in Section 6.12(b)(i)(A) of the A&R Merger Agreement shall hereby be deleted and replaced in its entirety by the following:

“in no event later than twenty (20) Business Days after the date hereof”

4. No Other Amendments. Each reference to “this Agreement,” “hereunder,” “hereof” and other similar references set forth in the A&R Merger Agreement and each reference to the A&R Merger Agreement in any other agreement, document or other instrument shall, in each case, refer to the A&R Merger Agreement as modified by this Amendment. Except as and to the extent expressly and specifically amended or modified by this Amendment, the A&R Merger Agreement is not otherwise being amended, modified or supplemented and shall remain in full force and effect and is hereby in all respects ratified and confirmed, and the execution, delivery and effectiveness of this Amendment shall not operate as a waiver of any right, power or remedy of any party under the A&R Merger Agreement. For the avoidance of doubt, each reference in the A&R Merger Agreement, as amended hereby, to “the date hereof”, the “date of this Agreement” and derivations thereof and other similar phrases shall continue to refer to December 10, 2020.

5. General Provisions. Article 9 of the A&R Merger Agreement shall apply to this Amendment mutatis mutandis and to the A&R Merger Agreement as modified by this Amendment, taken together as a single agreement, reflecting the terms as modified hereby

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment as of the date first above written.

Juneau Parent Co, Inc.

By: /s/ Larry Handen
Name: Larry Handen
Title: President

By: /s/ Matthew Rinklin
Name: Matthew Rinklin
Title: Vice President

Juneau Merger Co, Inc.

By: /s/ Larry Handen
Name: Larry Handen
Title: President

By: /s/ Matthew Rinklin
Name: Matthew Rinklin
Title: Vice President

Alaska Communications Systems Group, Inc.

By: /s/ William H. Bishop
Name: William H. Bishop
Title: President and Chief Executive Officer