Section 1: 8-K

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 1, 2019

Cable One, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-36863**	**13-3060083**
(State or Other Jurisdiction of Incorporation or Organization)	**(Commission File Number)**	**(IRS Employer Identification No.)**

210 E. Earll Drive, Phoenix, Arizona	**85012**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's Telephone Number, Including Area Code: (602) 364-6000

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:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value $0.01	**CABO**	**New York Stock Exchange**

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 2.01 Completion of Acquisition or Disposition of Assets.

As previously disclosed in the Current Report on Form 8-K filed by Cable One, Inc. (the "Company") with the Securities and Exchange Commission (the "SEC") on April 1, 2019, the Company entered into a Stock Purchase Agreement, dated as of March 31, 2019 (the "Purchase Agreement"), with Fidelity Communications Co. ("Fidelity"), a Missouri corporation, pursuant to which the Company had agreed to acquire (the "Transaction") all of the outstanding equity interests in the entities comprising Fidelity's data, video and voice business and certain related assets (collectively, the "Fidelity Entities").

On October 1, 2019, the Company completed the Transaction and the Fidelity Entities became wholly owned subsidiaries of the Company. The Company paid a purchase price of $525,855,000 in cash, subject to customary adjustments, that was financed with cash on hand and the net proceeds from $450,000,000 of Delayed Draw Term A Loans (as defined below).

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which was filed as Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019 filed with the SEC on May 10, 2019 and is incorporated by reference herein. The representations, warranties and covenants in the Purchase Agreement were made solely for the benefit of the parties to the Purchase Agreement for the purpose of allocating contractual risk between those parties and do not establish such matters as facts. Investors should not rely on the representations, warranties and covenants as characterizations of the actual state of facts or condition of the Company, Fidelity or any of their respective subsidiaries or affiliates.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Obligation of a Registrant.

As previously disclosed in the Current Report on Form 8-K filed by the Company with the SEC on May 9, 2019, the Company and its wholly-owned subsidiaries entered into a Second Restatement Agreement (the "Second Restatement Agreement") with JPMorgan Chase Bank, N.A. ("JPMorgan"), as administrative agent, and the lenders or other financial institutions party thereto, to further amend and restate its existing Amended and Restated Credit Agreement, dated as of May 1, 2017 (as so amended and restated, the "Credit Agreement"). The Credit Agreement provides for, among other things, a senior secured delayed draw term "A" loan facility in an aggregate principal amount of $450,000,000 (the "Delayed Draw Term Loan A Facility"). In connection with the consummation of the Transaction, on October 1, 2019, the Company borrowed $450,000,000 aggregate principal amount of term loans under the Delayed Draw Term Loan A Facility (the "Delayed Draw Term A Loans"), the net proceeds of which were used to pay a portion of the purchase price for the Transaction and other fees and expenses related thereto.

The Delayed Draw Term A Loans will mature on May 8, 2024 (unless certain of the Company's existing indebtedness remains outstanding after certain specified dates, in which case the final maturity of those loans will be an earlier date as specified in the Credit Agreement). The Delayed Draw Term A Loans will bear interest, at the Company's option, at a rate per annum determined by reference to either the London Interbank Offered Rate ("LIBOR") or an adjusted base rate, in each case plus an applicable interest rate margin. The applicable interest rate margin with respect to LIBOR borrowings will be a rate per annum between 1.25% and 1.75% and with respect to adjusted base rate borrowings will be a rate per annum between 0.25% and 0.75%, in each case determined on a quarterly basis by reference to a pricing grid based upon the Company's total net leverage ratio.

The principal amount of the Delayed Draw Term A Loans will amortize, together with the Company's existing senior secured "A" loans (the "Existing Term A Loans"), in equal quarterly installments at a rate (expressed as a percentage of the original principal amount) of approximately 2.5% per annum for the first three quarters following the borrowing date, approximately 2.5% per annum for the second year following the borrowing date, approximately 5.0% per annum for the third year following the borrowing date, approximately 7.5% per annum for the fourth year following the borrowing date, and approximately 12.5% per annum for the fifth year following the borrowing date (in each case subject to customary adjustments in the event of any prepayment), with the balance due upon maturity. The final maturity of the Delayed Draw Term A Loans may be accelerated on customary terms following the occurrence and during the continuance of an event of default under the Credit Agreement.

The Delayed Draw Term A Loans will have the same terms as, and will constitute one class of term loans with, the Existing Term A Loans.

The foregoing description of the Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Second Restatement Agreement, which was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 9, 2019 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On October 1, 2019, the Company issued a press release announcing the completion of the Transaction. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 as well as in Exhibit 99.1 is furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and such information shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

In a letter dated May 2, 2019 from the SEC's Division of Corporation Finance (the "Division"), the Division stated that it will permit the Company to substitute an audited statement of assets acquired and liabilities assumed at fair value at the closing date of the Transaction (the "Fidelity Abbreviated Financial Statement") for the full financial statements of the Fidelity Entities required by Rule 3-05 of Regulation S-X. The Fidelity Abbreviated Financial Statement will be filed with the SEC by amendment to this Current Report on Form 8-K within 71 calendar days after the date this Current Report on Form 8-K was required to be filed with the SEC.

Exhibit	Description
99.1	Press release issued by Cable One, Inc. on October 1, 2019.
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

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.

Cable One, Inc.

By: /s/ Peter N. Witty
Name: Peter N. Witty
Title: Senior Vice President, General Counsel and Secretary

Date: October 1, 2019

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Section 2: EX-99 (PRESS RELEASE)

Exhibit 99.1

Cable ONE Completes Acquisition of Fidelity Communications

October 1, 2019 - Phoenix, Arizona -- (BUSINESS WIRE) -- Cable One, Inc. (NYSE: CABO) (the "Company" or "Cable ONE") today announced the completion of its acquisition of the data, video and voice business and certain related assets of Fidelity Communications Co. (collectively, "Fidelity").

Fidelity provides connectivity services to residential and business customers throughout greater Arkansas, Illinois, Louisiana, Missouri, Oklahoma and Texas. The transaction complements and expands Cable ONE's footprint by approximately 190,000 homes passed and adds approximately 87,000 customers.

"The addition of Fidelity will create excellent opportunities for associates, a superior experience for customers and increased value for our shareholders," said Julie Laulis, President and CEO of Cable ONE. "We take great pleasure in welcoming Fidelity associates to the Cable ONE team, and as we begin to integrate our businesses in the coming months, our commitment to the communities we serve will remain our top priority."

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About Cable ONE
Cable One, Inc. (NYSE: CABO) is a leading broadband communications provider serving more than 900,000 residential and business customers in 21 states through its Sparklight™ and Clearwave brands. Sparklight provides consumers with a wide array of connectivity and entertainment services, including high-speed internet and advanced Wi-Fi solutions, cable television and phone service. Sparklight Business and Clearwave provide scalable and cost-effective products for businesses ranging in size from small to mid-market, in addition to enterprise, wholesale and carrier customers.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This communication may contain "forward-looking statements" that involve risks and uncertainties. These statements can be identified by the fact that they do not relate strictly to historical or current facts, but rather are based on current expectations, estimates, assumptions and projections about the Company's industry, business, financial results and financial condition. Forward-looking statements often include words such as "will," "should," "anticipates," "estimates," "expects," "projects," "intends," "plans," "believes" and words and terms of similar substance in connection with discussions of future operating or financial performance. As with any projection or forecast, forward-looking statements are inherently susceptible to uncertainty and changes in circumstances. The Company's actual results may vary materially from those expressed or implied in its forward-looking statements. Accordingly, undue reliance should not be placed on any forward-looking statement made by the Company or on its behalf. Important factors that could cause the Company's actual results to differ materially from those in its forward-looking statements include government regulation, economic, strategic, political and social conditions and the following factors:

- the effect of the transaction on the Company's and Fidelity's ability to retain and hire key personnel and to maintain relationships with customers, suppliers and other business partners;
- risks related to management's attention being diverted from the Company's ongoing business operations;
- uncertainties as to the Company's ability and the amount of time necessary to realize the expected synergies and other benefits of the transaction;
- the Company's ability to integrate Fidelity's operations into its own;
- rising levels of competition from historical and new entrants in the Company's markets;
- recent and future changes in technology;
- the Company's ability to continue to grow its business services products;
- increases in programming costs and retransmission fees;
- the Company's ability to obtain hardware, software and operational support from vendors;
- the effects of any new significant acquisitions by the Company;
- risks that the Company's rebranding may not produce the benefits expected;
- adverse economic conditions;
- the integrity and security of the Company's network and information systems;
- the impact of possible security breaches and other disruptions, including cyber-attacks;
- the Company's failure to obtain necessary intellectual and proprietary rights to operate its business and the risk of intellectual property claims and litigation against the Company;
- the Company's ability to retain key employees;
- legislative or regulatory efforts to impose network neutrality and other new requirements on the Company's data services;
- additional regulation of the Company's video and voice services;
- the Company's ability to renew cable system franchises;
- increases in pole attachment costs;
- changes in local governmental franchising authority and broadcast carriage regulations;
- the potential adverse effect of the Company's level of indebtedness on its business, financial condition or results of operations and cash flows;
- the possibility that interest rates will rise, causing the Company's obligations to service its variable rate indebtedness to increase significantly;
- the Company's ability to incur future indebtedness;
- fluctuations in the Company's stock price;

- the Company's ability to continue to pay dividends;
- dilution from equity awards and potential stock issuances in connection with acquisitions;
- provisions in the Company's charter, by-laws and Delaware law that could discourage takeovers; and
- the other risks and uncertainties detailed from time to time in the Company's filings with the SEC, including but not limited to its latest Annual Report on Form 10-K as filed with the SEC.

Any forward-looking statements made by the Company in this communication speak only as of the date on which they are made. The Company is under no obligation, and expressly disclaims any obligation, except as required by law, to update or alter its forward-looking statements, whether as a result of new information, subsequent events or otherwise.

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