

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): February 27, 2015

Shenandoah Telecommunications Company

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of incorporation)

0-9881
(Commission File Number)

54-1162807
(IRS Employer Identification No.)

500 Shentel Way
P.O. Box 459
Edinburg, VA
(Address of principal executive offices)

22824
(Zip Code)

Registrant's telephone number, including area code: (540) 984-4141

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 (see General Instruction A.2. below):

- 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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Item 7.01 Regulation FD Disclosure.

The following information is furnished pursuant to Regulation FD: On February 27, 2015, Shenandoah Telecommunications Company held its fourth quarter 2014 earnings release conference call. The materials attached hereto as Exhibit 99.1 were utilized during the conference call. These materials are also available on the Company's website.

These materials may contain forward-looking statements about Shenandoah Telecommunications regarding, among other things, our business strategy, our prospects and our financial position. These statements can be identified by the use of forward-looking terminology such as "believes," "estimates," "expects," "intends," "may," "will," "should," "could," or "anticipates" or the negative or other variation of these or similar words, or by discussions of strategy or risks and uncertainties. Shenandoah Telecommunications undertakes no obligation to revise or update such statements to reflect current events or circumstances after the date hereof, or to reflect the occurrence of unanticipated events.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

The following exhibit is furnished with this Current Report on Form 8-K.

99.1 Fourth Quarter 2014 Earnings Release Conference Call Slides

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 thereunto duly authorized.

SHENANDOAH TELECOMMUNICATIONS COMPANY
(Registrant)

February 27, 2015

/s/ Adele M. Skolits
Adele M. Skolits
Vice President - Finance and
Chief Financial Officer
(Duly Authorized Officer)

Exhibit 99.1



**4Q 2014
Earnings Conference Call**

February 27, 2015

Safe Harbor Statement

This presentation includes “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, our business strategy, our prospects and our financial position. These statements can be identified by the use of forward-looking terminology such as “believes,” “estimates,” “expects,” “intends,” “may,” “will,” “should,” “could,” or “anticipates” or the negative or other variation of these similar words, or by discussions of strategy or risks and uncertainties. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from the Company’s expectations and projections. Important factors that could cause actual results to differ materially from such forward-looking statements include, without limitation, risks related to the following:

- Increasing competition in the communications industry; and
- A complex and uncertain regulatory environment.

A further list and description of these risks, uncertainties and other factors can be found in the Company’s SEC filings which are available online at www.sec.gov, www.shentel.com or on request from the Company. The Company does not undertake to update any forward-looking statements as a result of new information or future events or developments.

Use of Non-GAAP Financial Measures

Included in this presentation are certain non-GAAP financial measures that are not determined in accordance with US generally accepted accounting principles. These financial performance measures are not indicative of cash provided or used by operating activities and exclude the effects of certain operating, capital and financing costs and may differ from comparable information provided by other companies, and they should not be considered in isolation, as an alternative to, or more meaningful than measures of financial performance determined in accordance with US generally accepted accounting principles. These financial performance measures are commonly used in the industry and are presented because Shentel believes they provide relevant and useful information to investors. Shentel utilizes these financial performance measures to assess its ability to meet future capital expenditure and working capital requirements, to incur indebtedness if necessary, return investment to shareholders and to fund continued growth. Shentel also uses these financial performance measures to evaluate the performance of its businesses and for budget planning purposes.



Chris French

President and CEO

Q4'14 Highlights

■ Net Income Growth

- Increased 29.6% over Q4'13 to \$8.6 million
- Adjusted OIBDA increased 17.8% to \$34.2 million

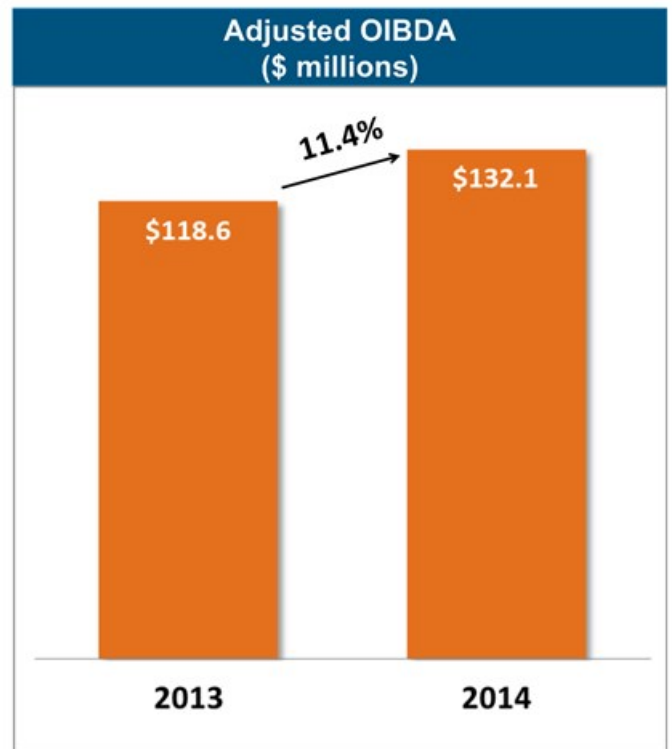
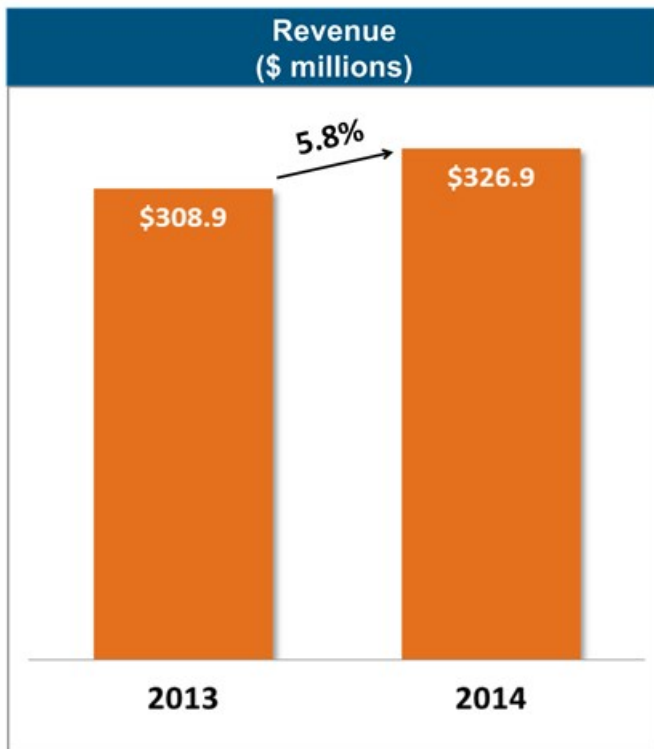
■ Revenue Growth

- Revenue grew 6.2% over Q4'13 to \$82.8 million

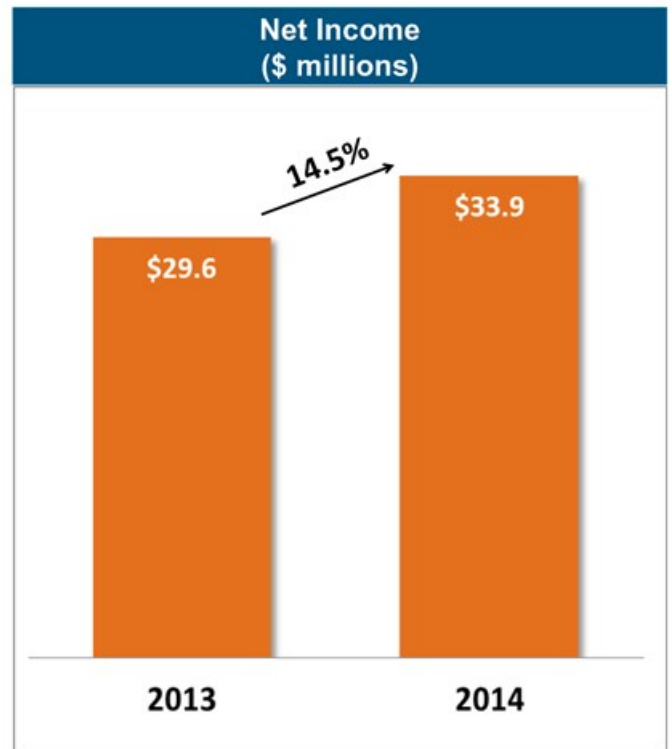
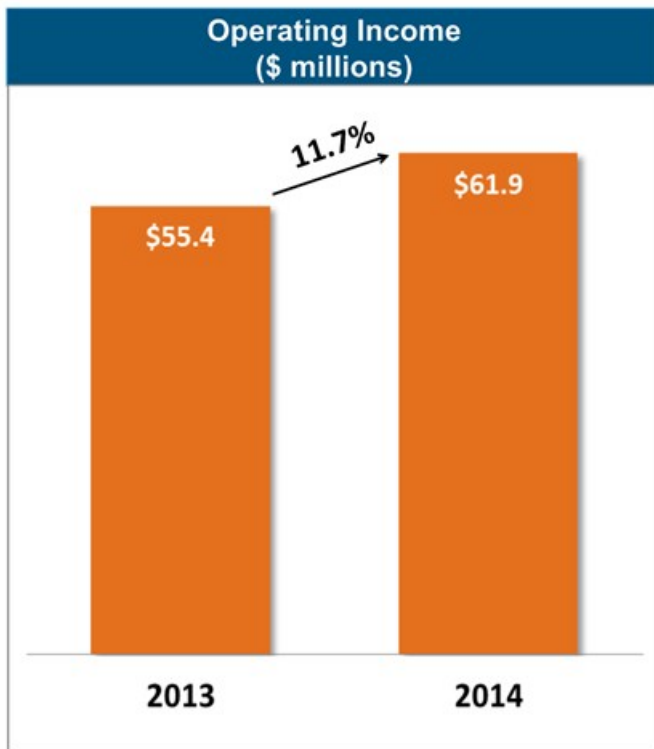
■ Customer Growth

	<u>12/31/13</u>	<u>12/31/14</u>	<u>Change</u>
Wireless	410,768	433,029	+22,261
Cable (RGUs)	113,840	121,716	+7,876

2014 Financial Highlights



2014 Financial Highlights



Wireless Highlights

❑ Postpaid Growth

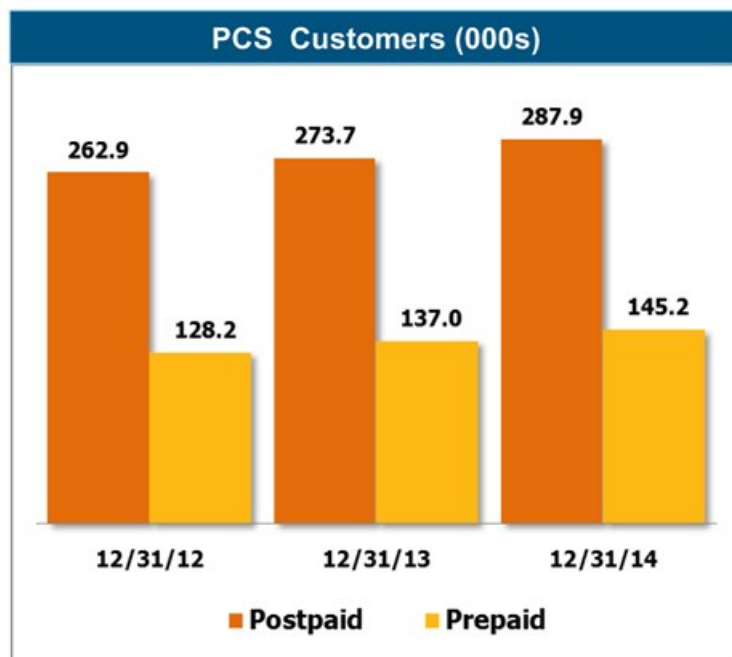
Postpaid customers up 5.2% over last 12 months

❑ Prepaid Growth

Prepaid customers up 5.9% over last 12 months

❑ Operating Income Increase

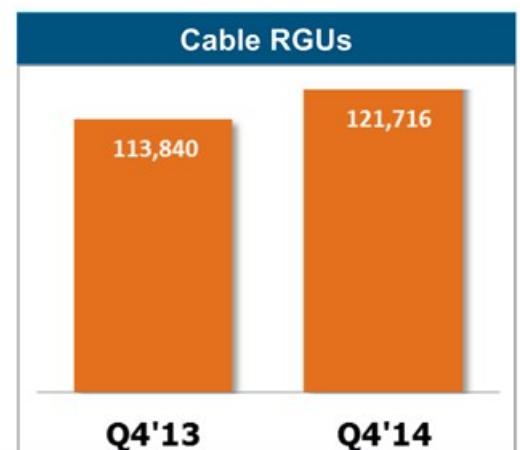
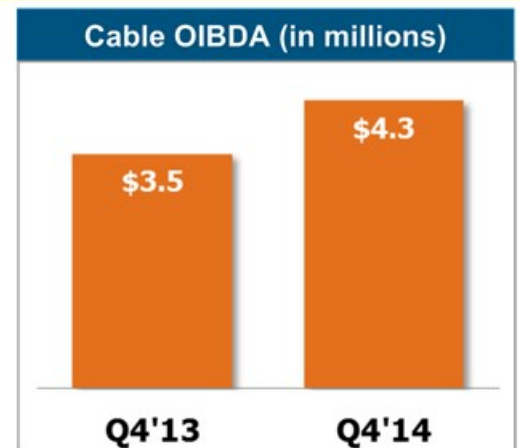
FY'14 Improvement of \$5.7 million, or 9.0%



Cable Highlights

■ Revenue Growth

- Operating revenues \$22.2 million, growth of 14.1% over Q4'13
- Q4'14 Adjusted OIBDA \$4.3 million, up 21.9% from Q4'13
- 121,716 RGUs at 12/31/2014, up 6.9% over Q4'13



Other Highlights

- Wireline and Cable - Fiber lease revenues of \$8.4 million, up 18.6% from Q4'13
- 154 towers generated \$1.8 million of OIBDA, down 0.3% over Q4'14

*Fiber Lease Revenue (in millions)

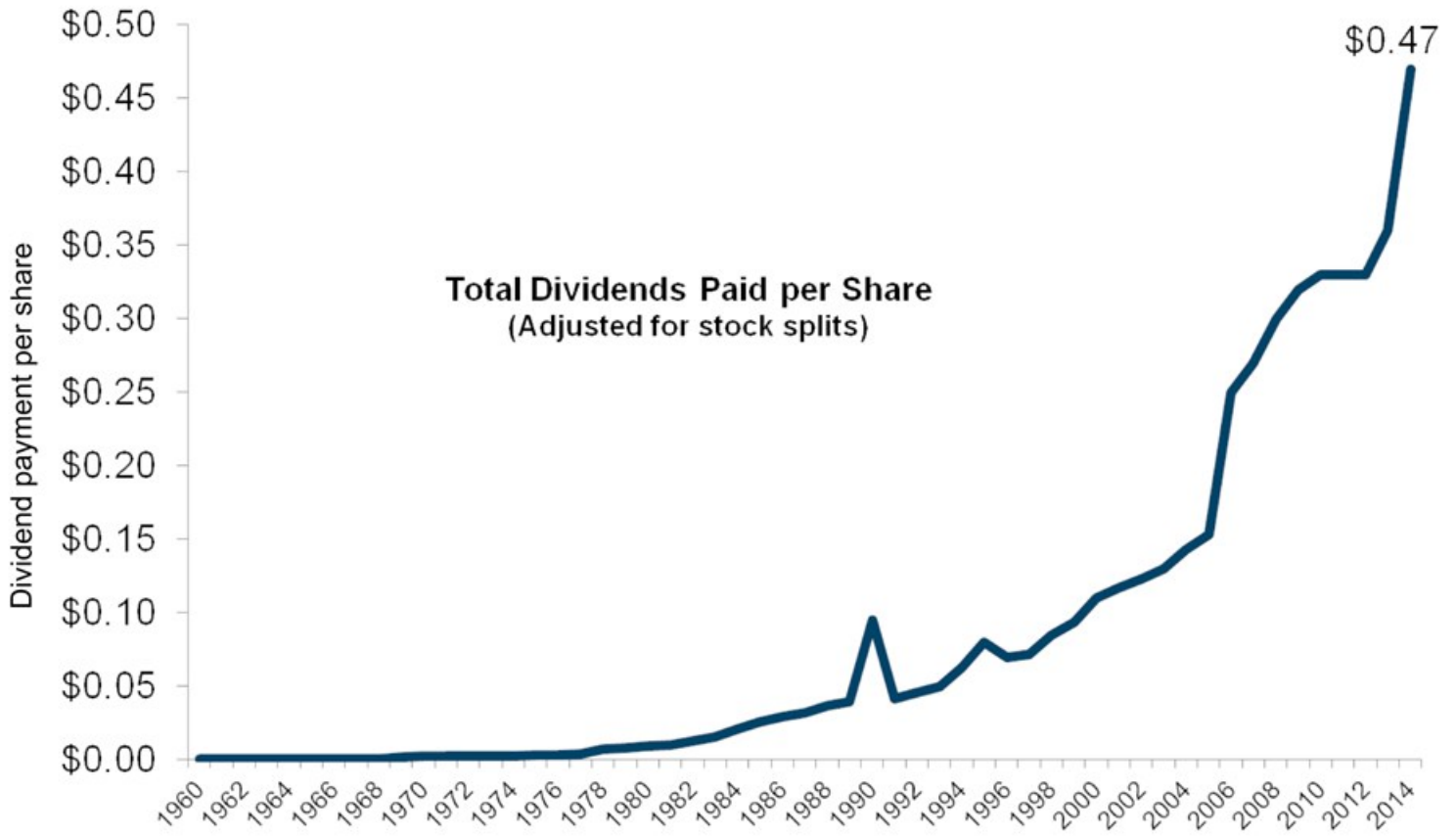


*Includes both Affiliate and Non-affiliate revenues

Mobile Tower OIBDA (\$ thousands)

<i>(in thousands)</i>	Q4'13	Q4'14
Operating Income	\$1,326	\$1,233
Depreciation and Amortization	389	402
Loss on Asset Disposals	85	158
Share Based Compensation	6	7
Adjusted OIBDA	\$1,806	\$1,800

Annual Dividend Paid Every Year Since 1960

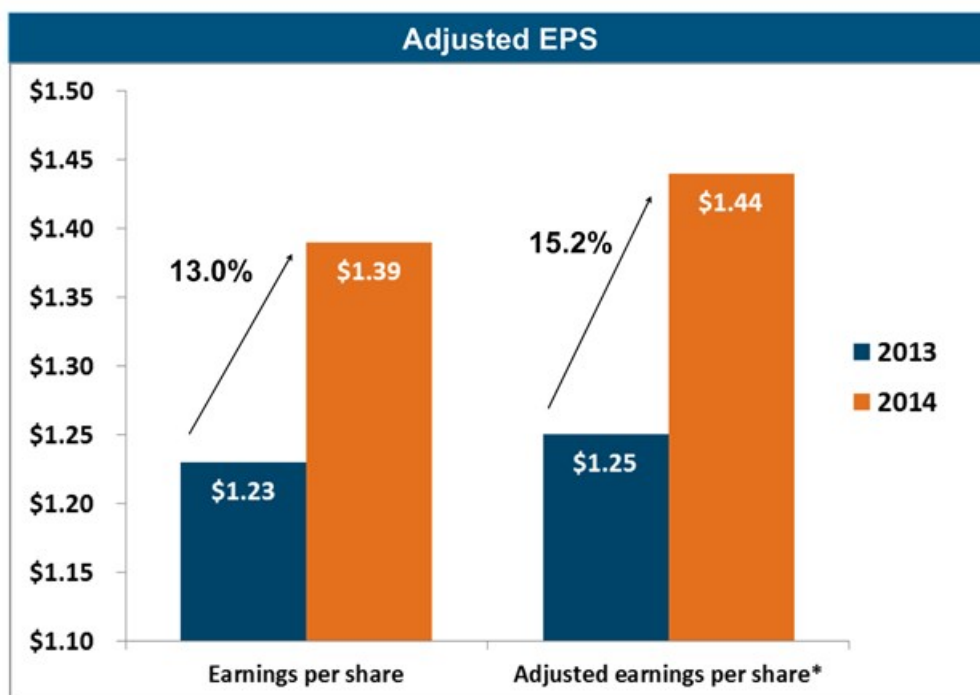




Adele Skolits

VP of Finance and CFO

Adjusted EPS



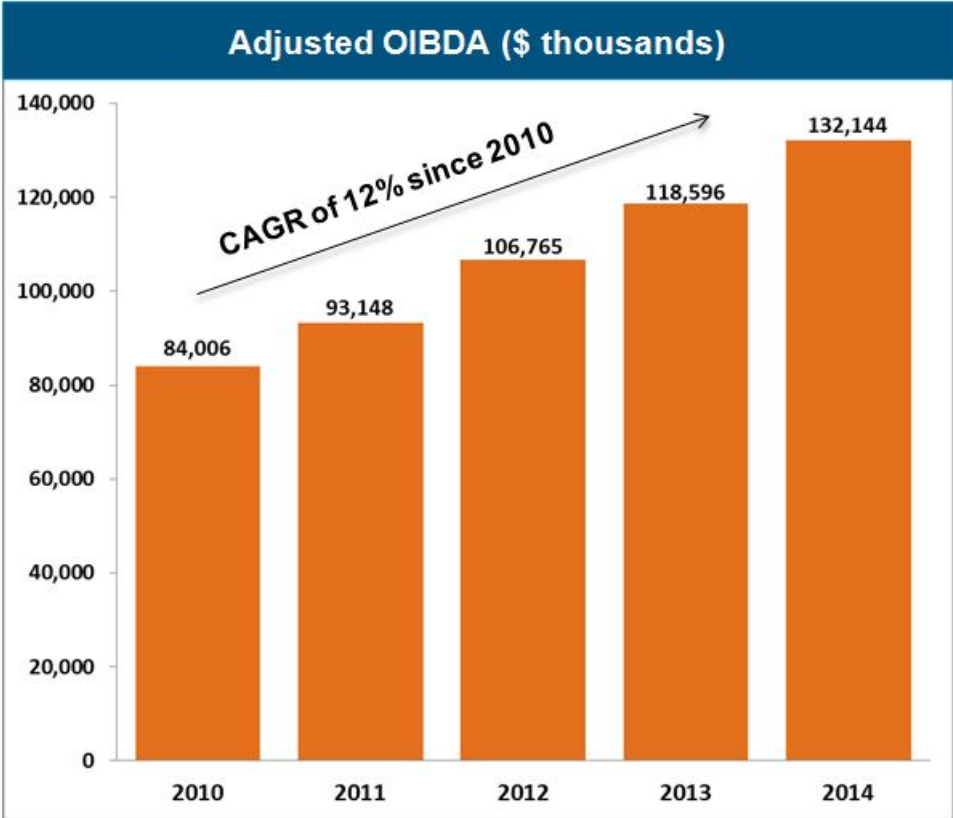
*See Appendix for reconciliation of net income to adjusted earnings per share.

Profitability

Adjusted OIBDA (\$ thousands)

	For the Quarter Ended:			For the Year Ended:		
	12/31/13	12/31/14	Change	12/31/13	12/31/14	Change
Operating Income	12,436	16,326	3,890	55,407	61,943	6,536
Depreciation and Amortization	15,688	17,176	1,488	60,722	65,890	5,168
Share Based Compensation	343	408	65	1,683	2,257	574
Loss on Asset Disposals	532	243	(289)	784	2,054	1,270
Adjusted OIBDA	28,999	34,153	5,154	118,596	132,144	13,548
Percent Change			17.8%			11.4%

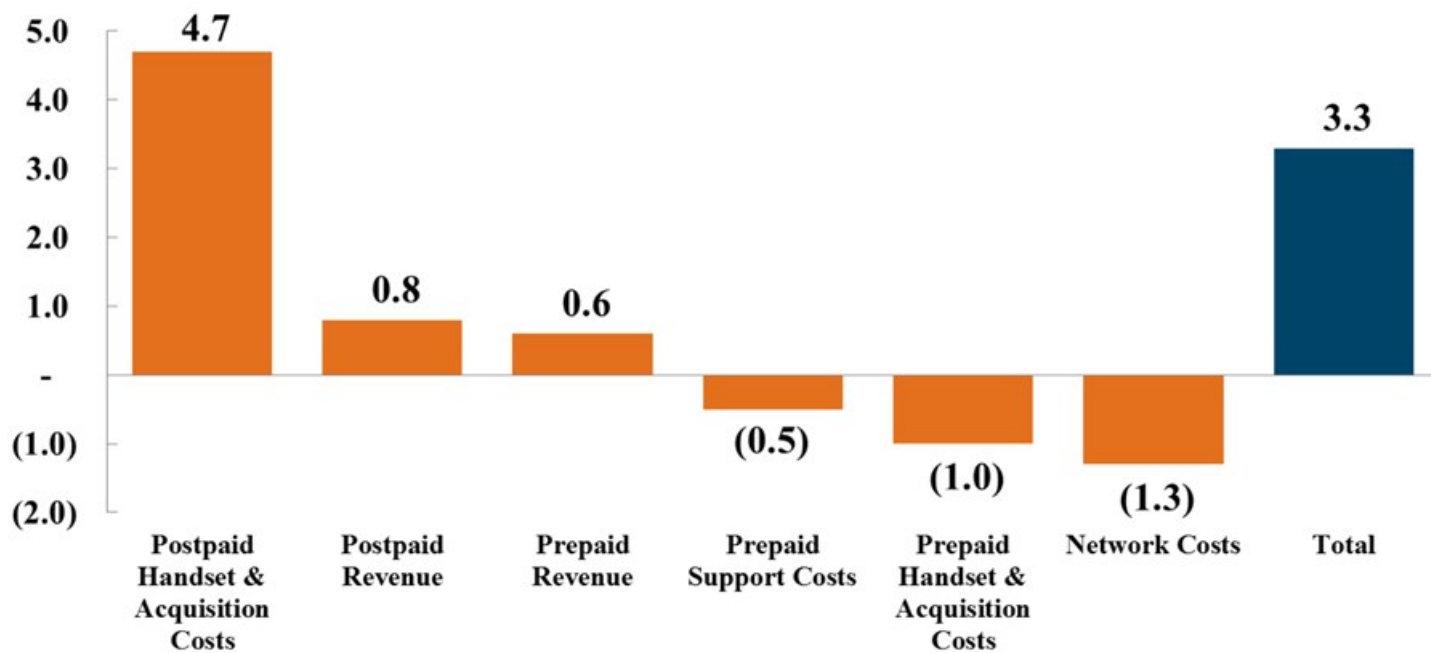
Growth in Adjusted OIBDA (\$ thousands)



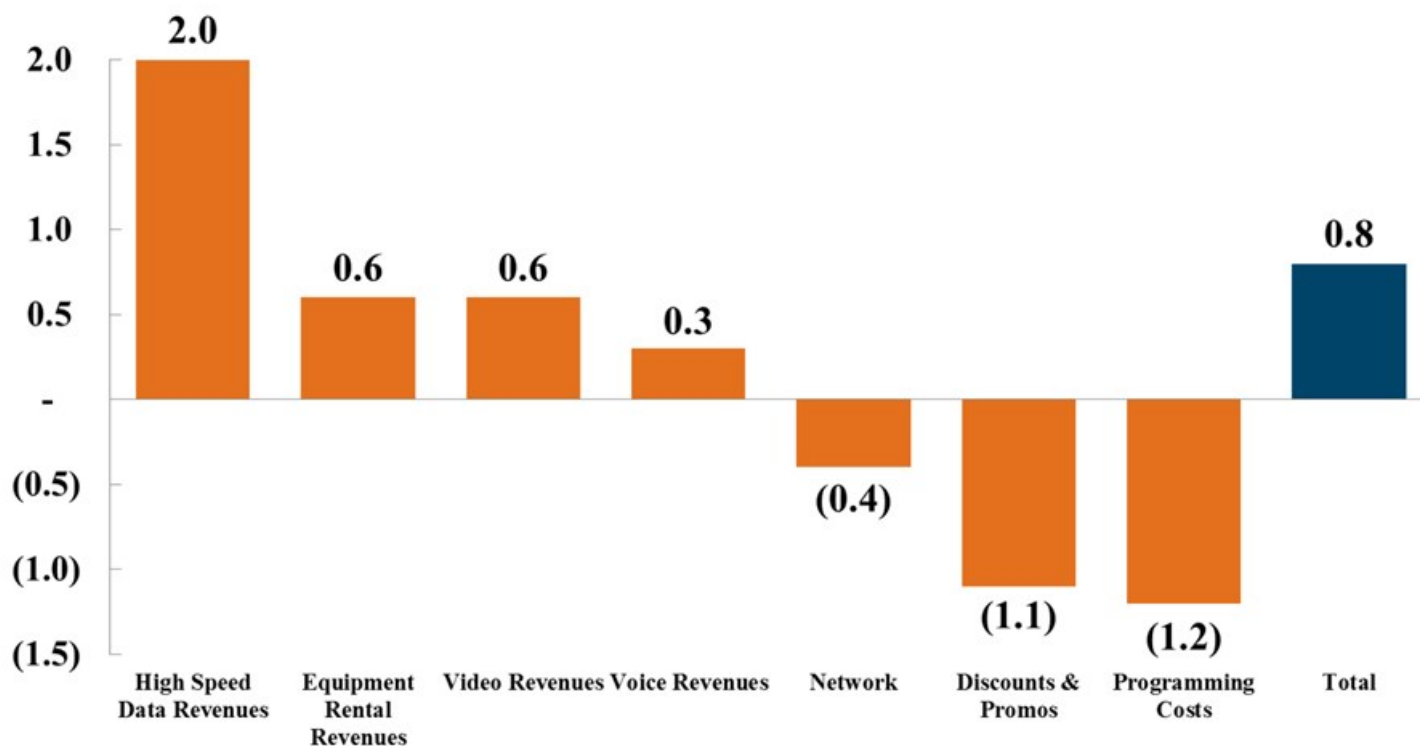
Adjusted OIBDA by Segment (\$ millions)

	<u>Wireless</u>		<u>Cable</u>		<u>Wireline</u>	
	<u>Q4'13</u>	<u>Q4'14</u>	<u>Q4'13</u>	<u>Q4'14</u>	<u>Q4'13</u>	<u>Q4'14</u>
Operating Income	\$ 14.9	\$ 18.2	\$ (1.8)	\$ (1.9)	\$ 2.9	\$ 3.2
Depreciation and amortization	7.6	7.9	5.2	6.1	2.9	3.0
Plus (gain) loss on asset sales	0.5	0.2	(0.1)	(0.1)	-	-
Share based compensation	0.1	0.1	0.2	0.2	0.1	0.1
Adjusted OIBDA	\$23.1	\$26.4	\$ 3.5	\$ 4.3	\$5.9	\$ 6.3
Percent Change		14.4%		21.9%		7.5%

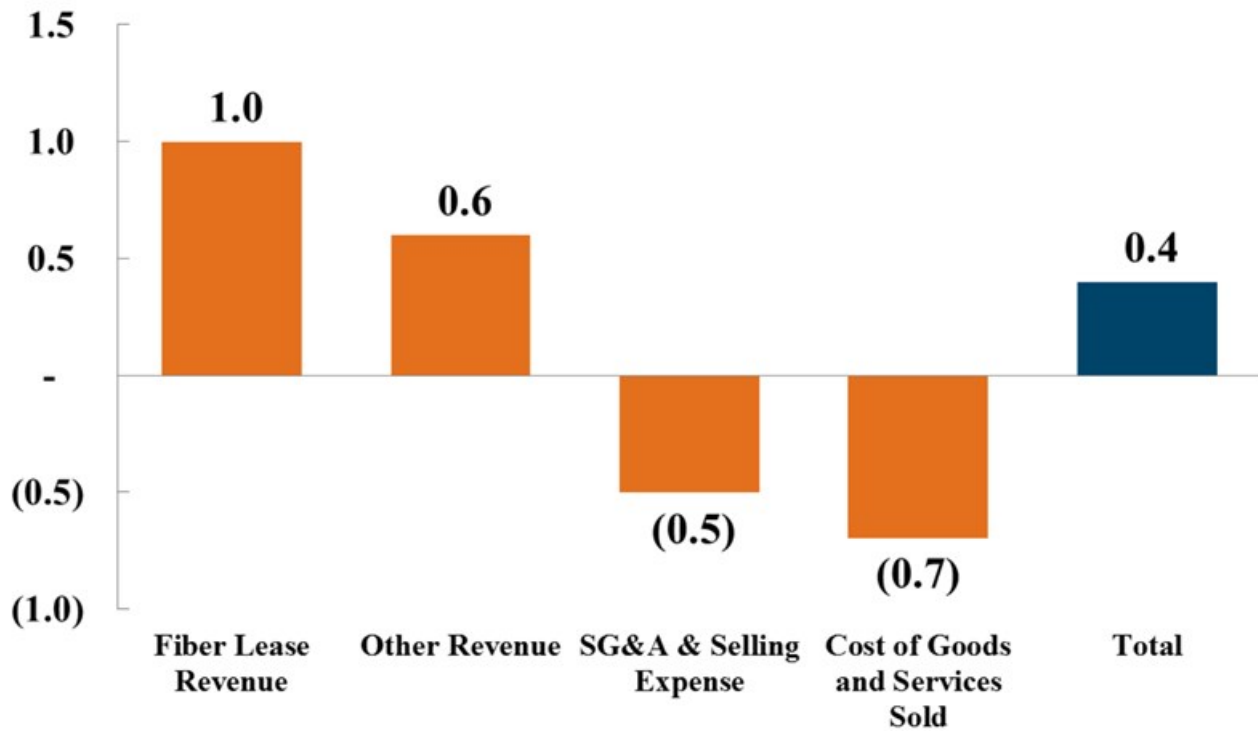
Wireless Segment – Change in Adjusted OIBDA Q4'14 vs. Q4'13 (\$ millions)



Cable Segment – Change in Adjusted OIBDA Q4'14 vs. Q4'13 (\$ millions)



Wireline Segment – Change in Adjusted OIBDA Q4'14 vs. Q4'13 (\$ millions)





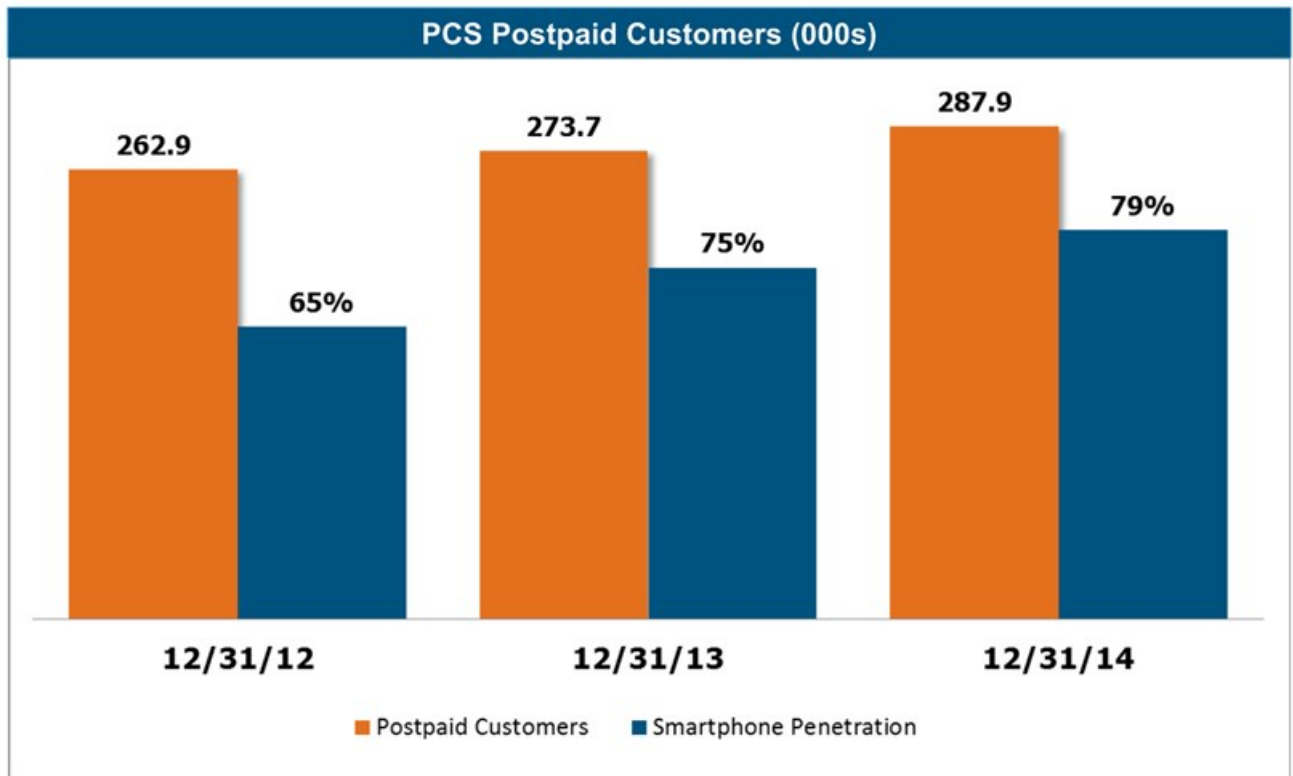
Earle MacKenzie

EVP and COO

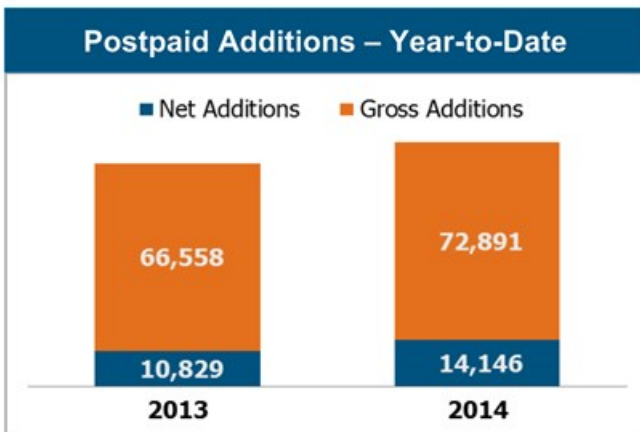
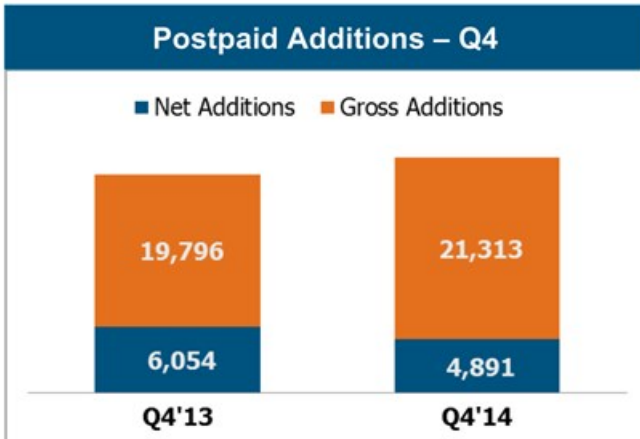


Wireless Segment

Postpaid Customer Growth



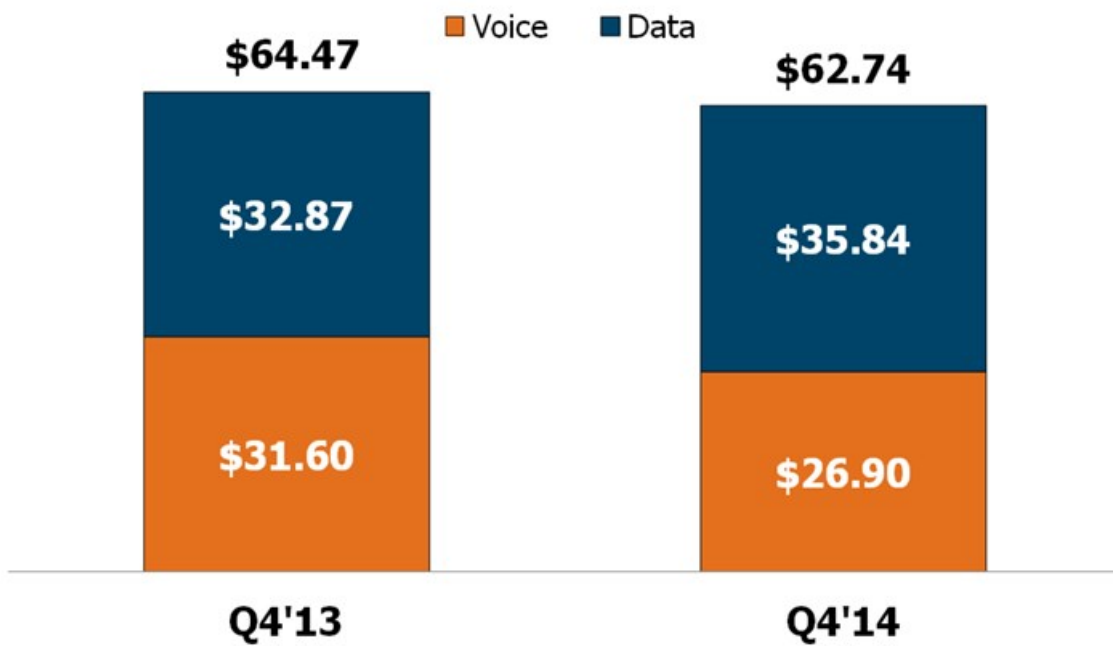
Postpaid Customer Additions



- Net adds of 4,891 in Q4 2014 versus 6,054 in Q4 2013
- Q4 2014 churn of 1.92% up from 1.69% in Q4 2013
- Shentel-controlled channels produced 34% of gross adds in Q4 2014 and 48% in Q4 2013
- 2014 annual churn of 1.76% up from 1.75% in 2013

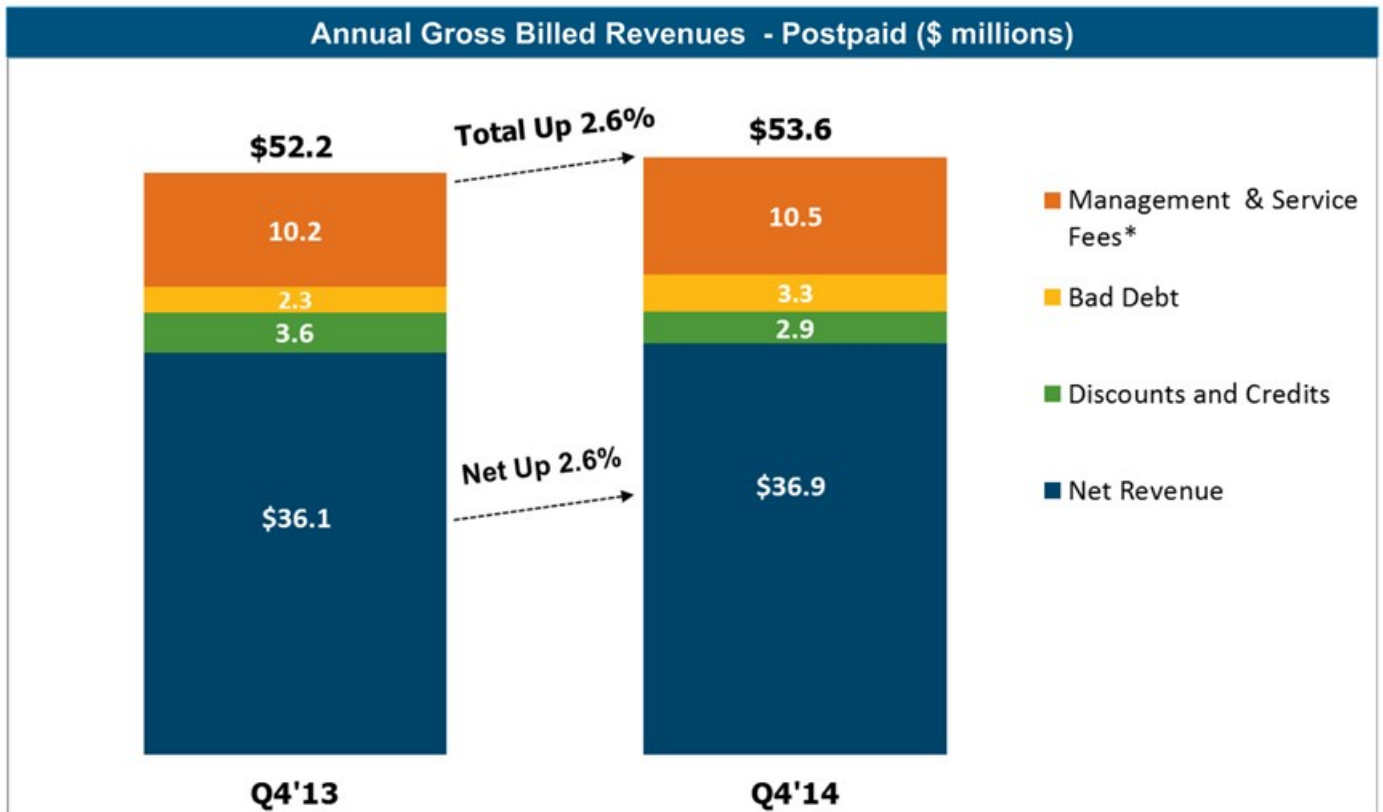
Billed Revenue per Customer Down; Data Usage Increasing

Gross Billed Service Revenue per Postpaid User – Data & Voice ¹



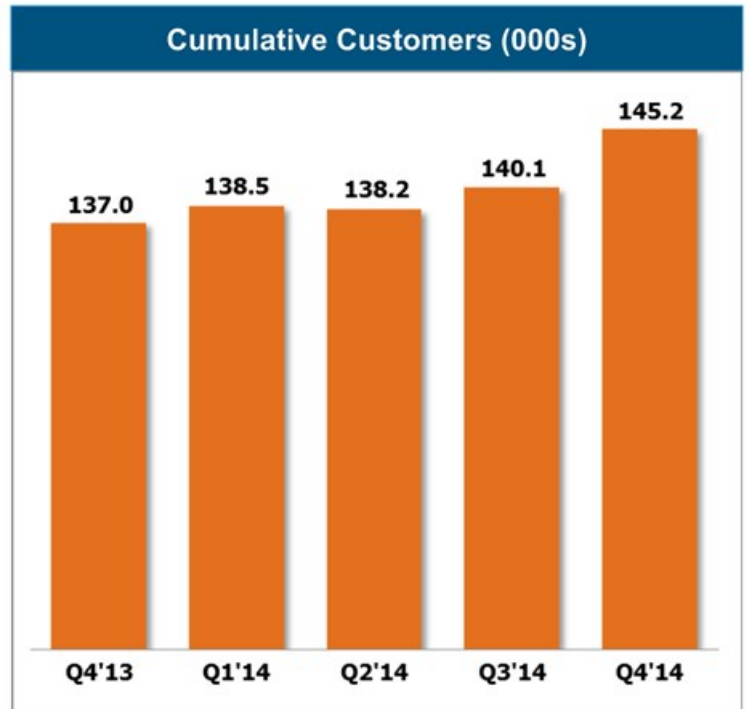
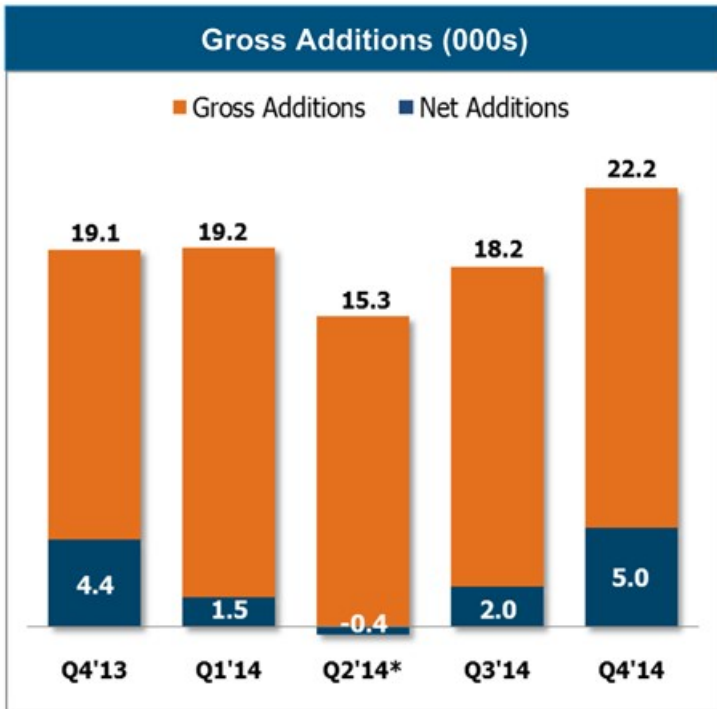
¹ – Before Service credits, bad debt, Sprint Nextel fees.

PCS Revenues



*Net service fee increased from 12% to 14% effective 8/1/2013

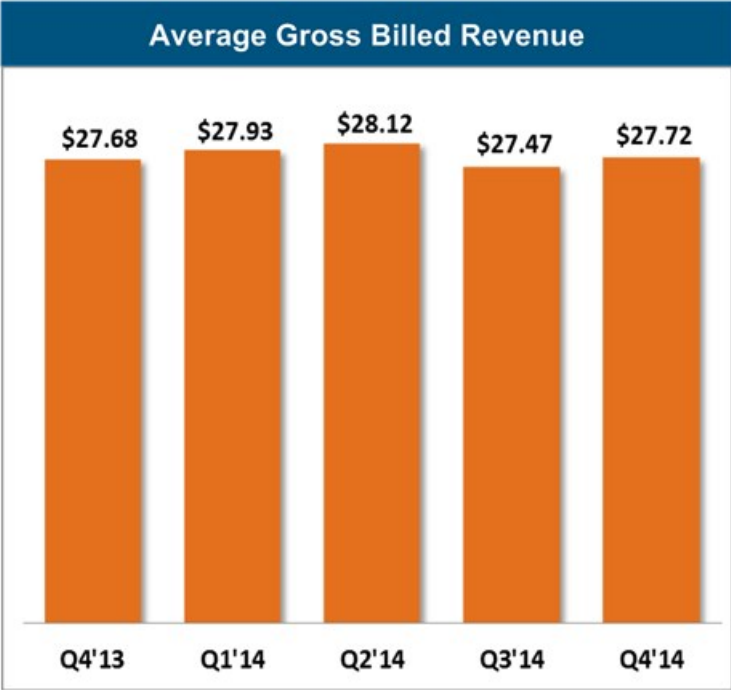
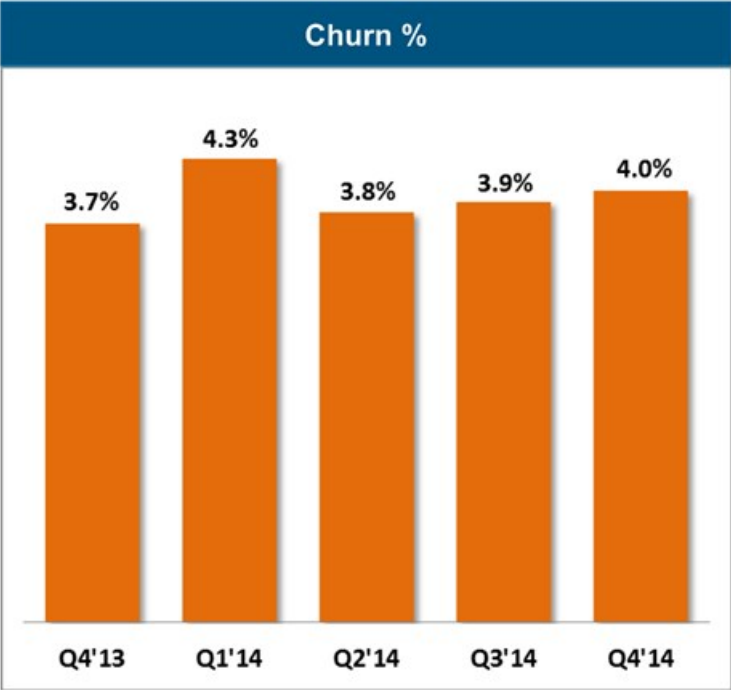
PCS Prepaid Statistics



*The loss of customers in Q2'14 related to more stringent governmental requirements for customers renewing their eligibility for the government subsidized Assurance program.



PCS Prepaid Statistics



Network Statistics

■ 538 Cell Sites

- 94% have a second LTE carrier at 800 MHz
- 120 sites have three carriers, including a second carrier at 1900 MHz

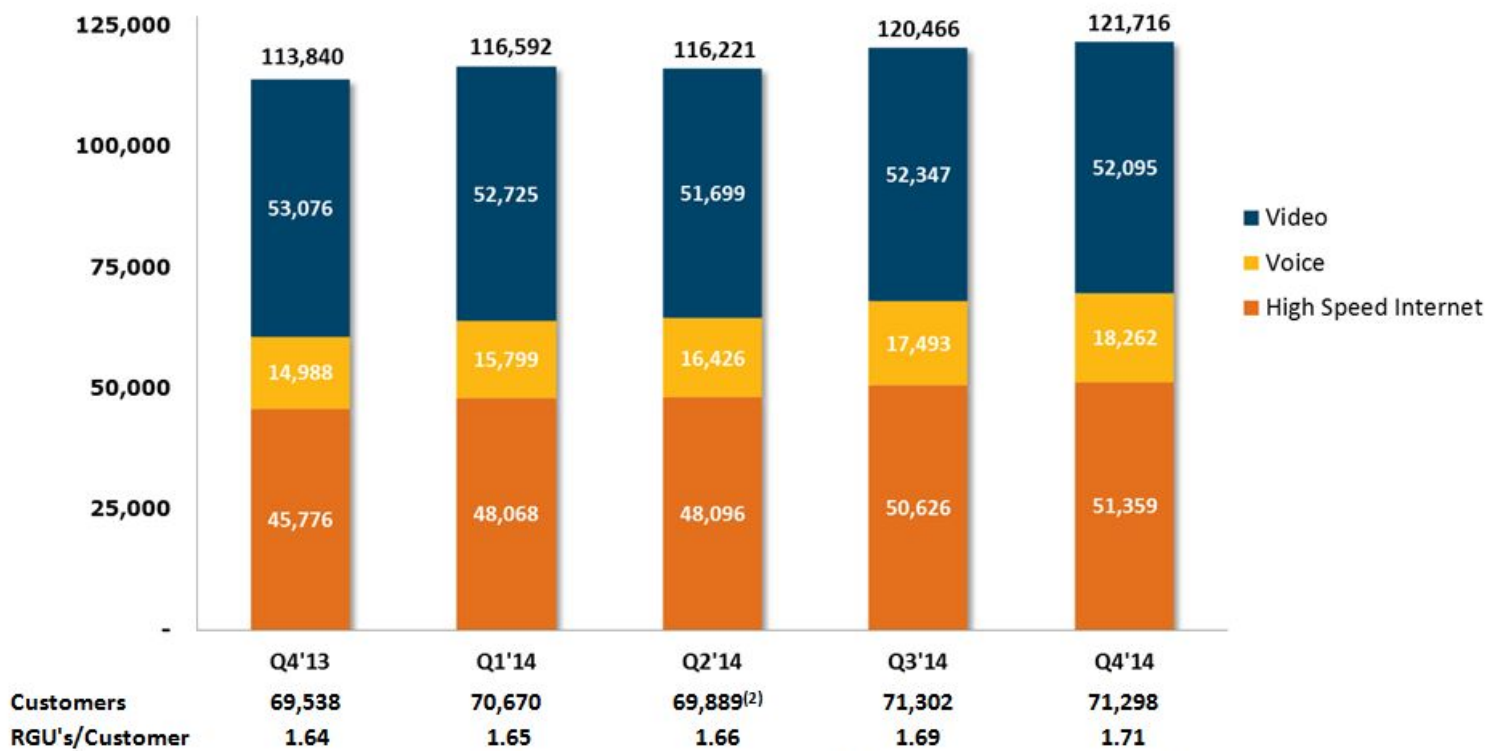
■ Traffic

- 77% of data traffic is on LTE, with 40% on 800 MHz
- Data usage grew more than 2x in 2014
- LTE traffic grew more than 3x in 2014
- Average speeds of approximately 6 Mbps
- Average customer uses over 3GB per month



Cable Segment

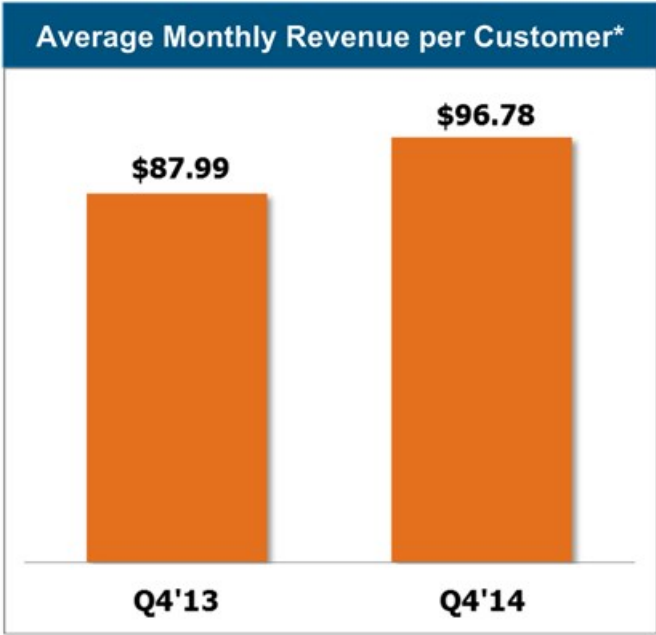
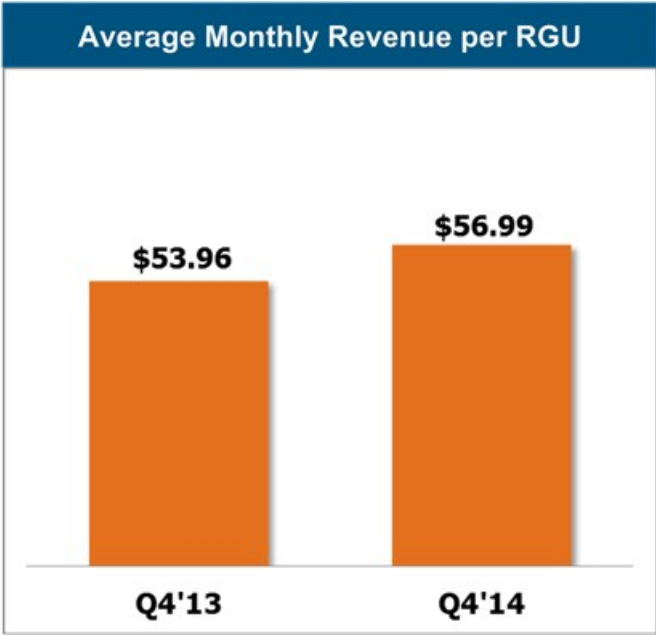
Cable - RGU Growth by Quarter



1. Prior periods revised to reflect transfer of Shenandoah County, VA video activities to Wireline
2. College students disconnect during summer



Increasing Average Monthly Cable Revenue



*Average monthly revenue per video subscriber was \$114.55 and \$132.22 for Q4 2013 and Q4 2014, respectively.

Key Operational Results – Cable*

	12/31/2012	12/31/2013	12/31/2014
Homes Passed	168,475	170,470	171,589
Total Revenue Generating Units	108,083	113,840	121,716
Customer Relationships	68,385	69,538	71,298
RGUs per Customer Relationship	1.58	1.64	1.71
Video			
Revenue generating units	54,840	53,076	52,095
Penetration	32.6%	31.1%	30.4%
Digital video penetration	39.5%	49.2%	65.9%
High-speed Internet			
Available Homes	163,273	168,255	171,589
Revenue generating units	40,981	45,776	51,359
Penetration	25.1%	27.2%	29.9%
Voice			
Available Homes	154,552	163,282	168,852
Revenue generating units	12,262	14,988	18,262
Penetration	7.9%	9.2%	10.8%

*Excludes cable operations in Shenandoah County, VA which are included in the Wireline segment.

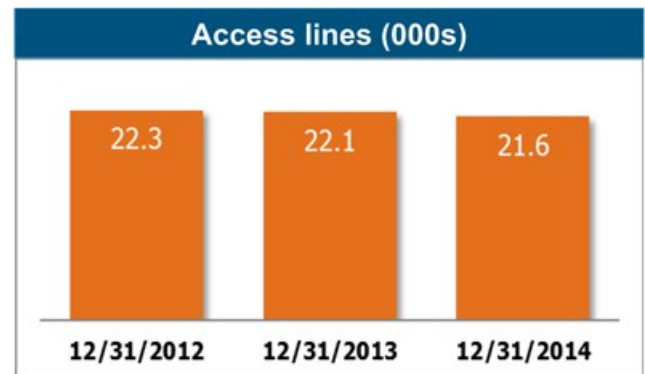




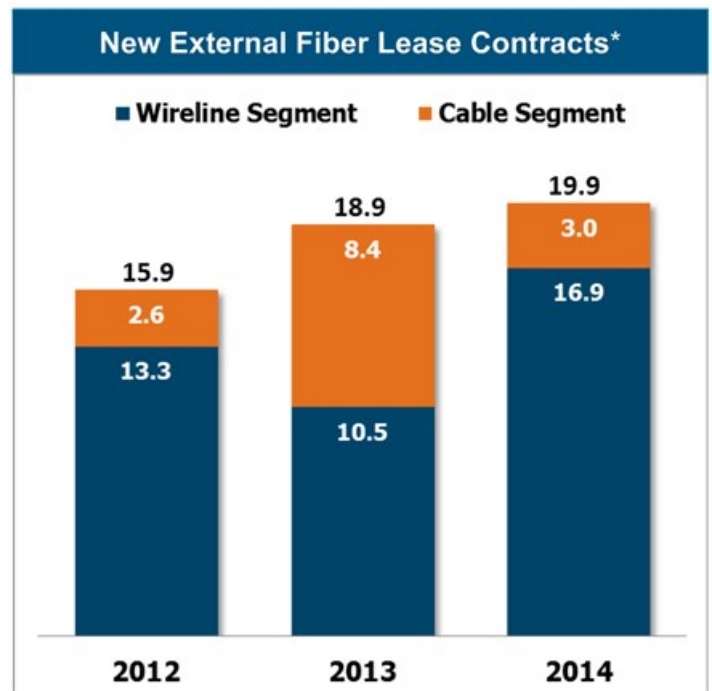
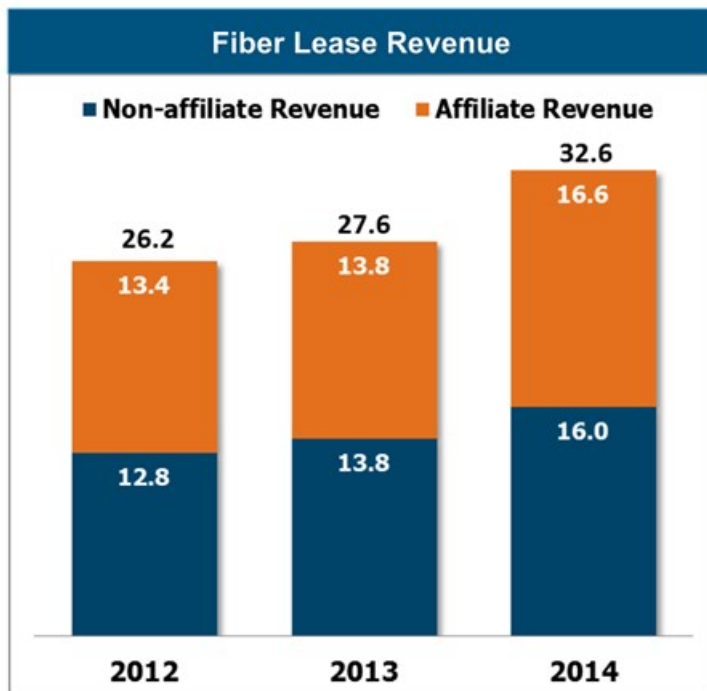
Wireline Segment

Key Operational Results - Wireline

- Access line loss of 2.2% in past 12 months
- Broadband penetration in LEC area at 59.0%
- Total connections at 12/31/14 of 34.3 thousand
- 5,692 video subscribers at 12/31/14

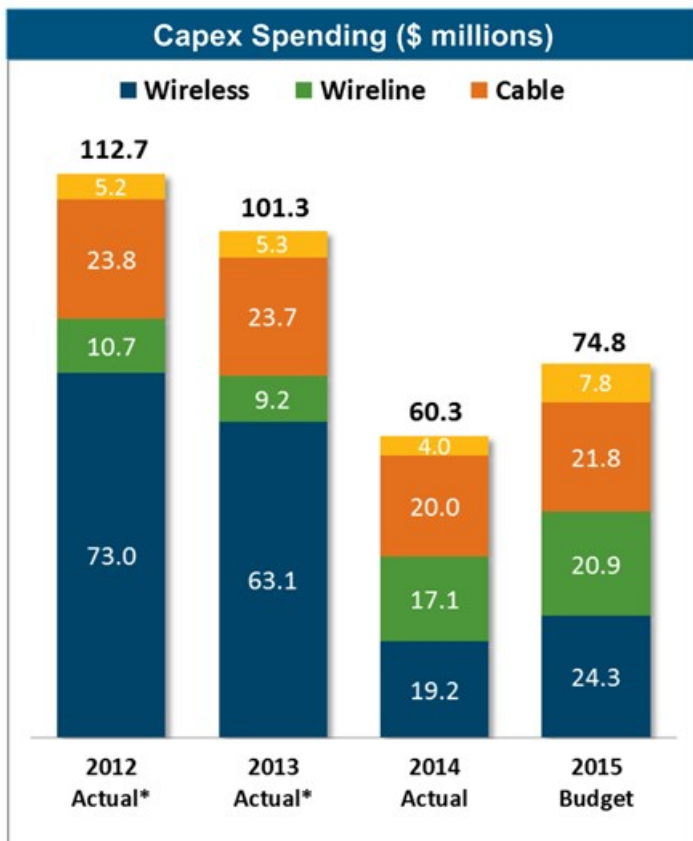


Wireline and Cable Fiber Sales (\$ millions)



* Amounts shown represent the total contract value. Contract Terms range from 36 to 120 months. Revenues may be booked either in the Wireline or Cable segment depending on which assets are used to provide the service.

Investing in the Future



- 2015 Capex Budget:
 - 33% Network Capacity
 - 30% Network Maintenance
 - 20% Network Expansion
 - 17% Success-Based

* Accounts payable at December 31, 2013 and 2012 included \$6.5 million and \$24.7 million associated with PCS Network Vision capital expenditures.

Q&A

Appendix

Non-GAAP Financial Measures – Billed Revenue per Prepaid & Postpaid Subscriber

Dollars in thousands (except subscribers and revenue per subscriber)

	4Q 2013	4Q 2014
Gross billed revenue		
Wireless segment total operating revenues	\$ 50,625	\$ 52,407
Equipment revenue	(1,360)	(1,653)
Tower lease revenue	(2,591)	(2,626)
Gross billed revenue – prepaid	(11,164)	(11,826)
Prepaid service fee	670	700
Other revenue	(84)	(93)
Wireless service revenue – postpaid	36,096	36,909
Service credits	3,607	2,947
Write-offs	2,344	3,339
Management fee	3,723	3,801
Service fee	6,516	6,651
Gross billed revenue – postpaid	<u>\$ 52,286</u>	<u>\$ 53,647</u>
Average Prepaid subscribers	134,455	142,192
Billed revenue per Prepaid subscriber	\$ 27.68	\$ 27.72
Average Postpaid subscribers	270,353	285,024
Billed revenue per Postpaid subscriber	\$ 64.47	\$ 62.74

Calculation of Billed revenue per subscriber = Gross billed revenue / Average subscribers / 3 months



Postpaid PCS Customers Top Picks Q4 2014

■ **Top Service Plans** – 72% of Gross Adds

20GB Share Pack	22%
Unlimited, My Way	18%
Unlimited, Talk/Text	12%
Sprint Simply Unlimited	12%
Everything Data 1500	8%

■ **Top Devices** – New Activations – All Channels

iPhone	43%
Samsung Galaxy S	19%
Samsung Galaxy Tablet	9%

Smartphones made up 79% of the Postpaid base in Q4'14, up from 78% in Q3'14 and 75% in Q4'13.

iPhone Statistics – Q4'14

- 43% of Q4 Gross Adds
- 27% of iPhones were sold or upgraded in Shentel-controlled channels
- 35.1% of 12/31/14 Postpaid customers had the iPhone, up from 33.2% at 9/30/14 and 28.9% at 12/31/13.
- iPhone Base – 12/31/14
 - 51% iPhone 5, 5C & 5S
 - 29% iPhone 4 & 4S
 - 20% iPhone 6, 6 Plus

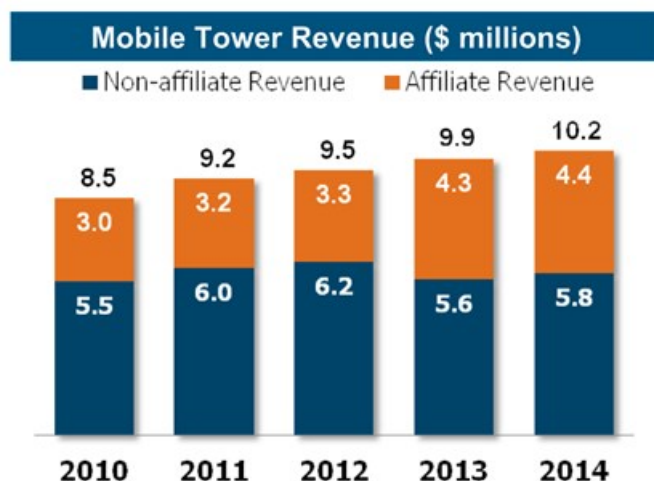
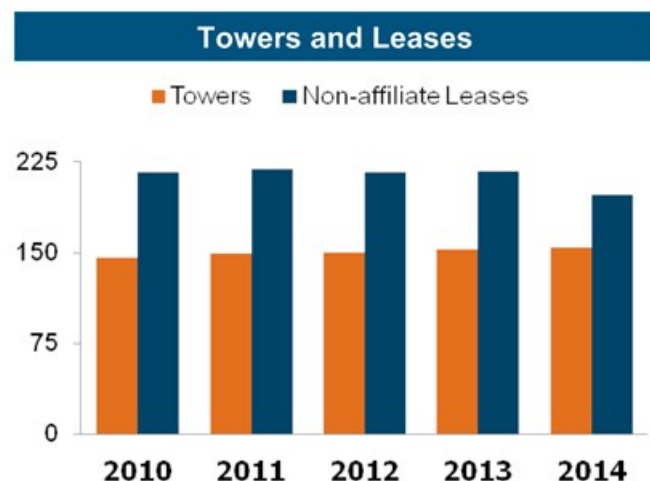
Non-GAAP Financial Measure – Average Monthly Cable Revenue

Dollars in thousands (except subscribers and revenue per user)

	Q4 2013	Q4 2014
Net Service Revenue	\$ 16,755	\$ 18,549
Set-top box rentals	1,282	1,816
FUSC and pass-through fees	296	359
Video, Internet & Voice Revenue	18,333	20,724
Other miscellaneous revenue	1,152	1,508
Total Operating Revenue	19,485	22,232
Video revenue	11,166	11,738
Internet revenue	5,744	7,319
Voice revenue	1,423	1,667
Video, Internet & Voice Revenue	\$ 18,333	\$ 20,724
<u>Average Subscribers</u>		
Video	53,350	52,248
Internet	45,190	51,033
Voice	14,708	17,928
Revenue Generating Units (RGUs)	113,248	121,208
Average Customer Relationships	69,452	71,380
<u>Average Revenue Per User (ARPU)</u>		
Revenue Generating Units (RGUs)	\$ 53.96	\$ 56.99
Customer Relationships	87.99	96.78
Video	114.55	132.22



Key Operational Results – Mobile Company



	For the Year Ended:				
<i>(in thousands)</i>	2010	2011	2012	2013	2014
Operating Income	\$3,802	\$3,962	\$4,302	\$4,623	\$5,332
Depreciation and Amortization	1,189	1,326	1,362	1,579	1,539
Loss on Asset Disposals	-	44	5	118	162
Share Based Compensation	9	18	19	21	22
Adjusted OIBDA	\$5,000	\$5,350	\$5,688	\$6,341	\$7,055



Non-GAAP Financial Measure – Adjusted Earnings Per Share

<i>in thousands, except per share amounts</i>	<u>2013</u>	<u>2014</u>
Net income	\$ 29,586	\$ 33,883
Adjustments:		
Plus: Loss on asset disposals	784	2,054
Less tax effect	(315)	(812)
Net adjustment	469	1,242
Adjusted net income	<u>\$ 30,055</u>	<u>\$ 35,125</u>
Weighted average diluted shares outstanding	24,115	24,360
Earnings per share	\$ 1.23	\$ 1.39
Adjusted earnings per share	\$ 1.25	\$ 1.44