

WINDSTREAM CORP
Form S-4/A
August 17, 2009
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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 17, 2009

REGISTRATION NO. 333-159742

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

WINDSTREAM CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction of
incorporation or organization)

4813
(Primary standard industrial
classification code number)

20-0792300
(IRS Employer
Identification Number)

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4001 Rodney Parham Road

Little Rock, Arkansas 72212-2442

(501) 748-7000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

John P. Fletcher, Esq.

Executive Vice President and General Counsel

Windstream Corporation

4001 Rodney Parham Road

Little Rock, Arkansas 72212-2442

Tel. (501) 748-7000

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(Name, address, including zip code and telephone number, including area code of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective and all other conditions to the merger as described in the enclosed proxy statement/prospectus are satisfied or waived.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting Company
(Do not check if a smaller reporting company)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant will file a further amendment which specifically states that this registration statement will thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement will become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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THE INFORMATION IN THIS PROXY STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WINDSTREAM MAY NOT DISTRIBUTE AND ISSUE THE SHARES OF WINDSTREAM COMMON STOCK BEING REGISTERED PURSUANT TO THIS REGISTRATION STATEMENT UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS DECLARED EFFECTIVE. THIS PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND WINDSTREAM IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE SUCH OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION

AUGUST 17, 2009

Dear Shareholders:

We are pleased to invite you to attend a special meeting of the shareholders of D&E Communications, Inc., which will be held at the Brossman Business Complex, 124 East Main Street, Ephrata, Pennsylvania 17522, on September 24, 2009, at 10:30 a.m., local time.

At the special meeting, you will be asked to consider and vote on the proposal to approve and adopt the Agreement and Plan of Merger dated as of May 10, 2009, among D&E Communications, Inc. ("D&E Communications"), Windstream Corporation ("Windstream") and Delta Merger Sub, a wholly-owned subsidiary of Windstream ("Merger Sub"), pursuant to which D&E Communications will merge with and into Merger Sub. As a result of the merger, Windstream will acquire D&E Communications. We are sending you the accompanying proxy statement/prospectus to ask you to attend this meeting or vote your shares by proxy on the proposal to approve and adopt the merger agreement.

At the effective time of the merger, each outstanding share of D&E Communications common stock will be converted into the right to receive \$5.00 in cash, without interest, and 0.650 shares of Windstream common stock. Shares of Windstream common stock are listed on the New York Stock Exchange under the symbol WIN. In connection with the merger, Windstream expects to issue approximately 9,551,750 shares of its common stock (the terms of which are described beginning on page 81). Based on the closing price of Windstream common stock on the New York Stock Exchange on May 8, 2009, the last trading day prior to the public announcement of the execution of the merger agreement, the merger consideration represented approximately \$10.88 in value for each share of D&E Communications common stock. Based on the closing price of Windstream common stock on August 14, 2009 of \$8.55 per share, the merger consideration payable to holders of D&E Communications common stock would have an aggregate value of \$10.56 per share. D&E Communications common stock is listed on The NASDAQ Global Select Market under the trading symbol DECC. On August 14, 2009, the closing price of a share of D&E Communications common stock was \$10.42. Because the exchange ratio of the stock component of the merger consideration will not be adjusted for changes in the market price of Windstream common stock, the value of the merger consideration at the time of the merger may be significantly different.

Before deciding how to vote, you should consider the Risk Factors beginning on page 18 of the proxy statement/prospectus.

Your board of directors has unanimously determined that the merger agreement is advisable and in the best interests of D&E Communications and its shareholders and unanimously recommends that you vote FOR the approval and adoption of the merger agreement. The merger cannot be completed unless the merger agreement is approved and adopted by the affirmative vote of a majority of the shares of D&E Communications common stock outstanding as of the record date. If you fail to respond with a vote or fail to instruct your broker or other nominee how to vote on the proposal to approve and adopt the merger agreement, it will have the same effect as a vote against the proposal. If you respond by abstaining from voting, your proxy will have the same effect as a vote against the proposal. If you respond but do not indicate how you want to vote on the proposal, your proxy will be counted as a vote in favor of the proposal.

No vote of Windstream stockholders is required to complete the merger.

The proxy statement/prospectus provides you with detailed information about the proposed merger. You may obtain additional information about us and Windstream from documents we and Windstream have filed with the Securities and Exchange Commission. See Where You Can Find More Information in the proxy statement/prospectus. We strongly encourage you to read the proxy statement/prospectus carefully.

Very truly yours,

James W. Morozzi,
President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the shares of common stock to be issued by Windstream under the proxy statement/prospectus or passed upon the adequacy or accuracy of the proxy statement/prospectus. Any representation to the contrary is a criminal offense.

The proxy statement/prospectus is dated August , 2009, and is being first mailed to shareholders on or about August , 2009.

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Windstream Corporation and D&E Communications, Inc. from documents previously filed with the Securities and Exchange Commission that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain documents incorporated by reference in this proxy statement/prospectus by requesting them in writing, by telephone or by e-mail from the appropriate company with the following contact information:

D&E Communications, Inc.:

Investor Relations
P.O. Box 458
Ephrata, PA 17522
(717) 738-8422

investorrelations@decommunications.com

Windstream Corporation:

Investor Relations
4001 Rodney Parham Road
Little Rock, Arkansas 72212
(866) 320-7922 windstream.investor.relations@windstream.com

If you would like to request any documents, please do so by September 17, 2009 in order to receive them before the special meeting.

See [Where You Can Find More Information](#) for more information about the documents referred to in this proxy statement/prospectus.

In addition, if you have questions about the merger you may contact D&E Communications proxy solicitor, Georgeson Inc., at 199 Water Street, 26th floor, New York, New York 10038, or toll free: 1-888-219-8242.

ABOUT THIS DOCUMENT

This proxy statement/prospectus forms a part of a registration statement on Form S-4 (Registration No. 333-159742) filed by Windstream with the Securities and Exchange Commission. It constitutes a prospectus of Windstream under Section 5 of the Securities Act of 1933, as amended, and the rules thereunder, with respect to the shares of Windstream common stock to be issued to D&E Communications shareholders in the merger. In addition, it constitutes a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, and a notice of meeting with respect to the D&E Communications special meeting of shareholders at which D&E Communications shareholders will consider and vote on the proposal to approve and adopt the merger agreement.

You should rely only on the information contained or incorporated by reference into this document. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this document. This document is dated August 11, 2009. You should not assume that the information contained in this document is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this document is accurate as of any date other than the date of such incorporated document. Neither our mailing of this document to D&E Communications shareholders nor the issuance by Windstream of common stock in connection with the merger will create any implication to the contrary.

INFORMATION INCLUDED IN THE PROXY STATEMENT/PROSPECTUS REGARDING WINDSTREAM AND D&E COMMUNICATIONS WAS PROVIDED BY WINDSTREAM AND D&E COMMUNICATIONS, RESPECTIVELY. NEITHER COMPANY WARRANTS THE ACCURACY OF INFORMATION PROVIDED BY THE OTHER COMPANY.

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D&E Communications, Inc.

124 East Main Street

P.O. Box 458

Ephrata, PA 17522-0458

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF D&E COMMUNICATIONS, INC.:

Notice is hereby given that a special meeting of shareholders of D&E Communications, Inc. will be held at the Brossman Business Complex, 124 East Main Street, Ephrata, Pennsylvania 17522, on September 24, 2009, at 10:30 a.m., local time, to consider and act upon the following matters:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger, dated as of May 10, 2009 (referred to in the proxy statement/prospectus as the merger agreement), by and among Windstream Corporation, a Delaware corporation (Windstream), Delta Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Windstream (Merger Sub), and D&E Communications, Inc., a Pennsylvania corporation (D&E Communications), pursuant to which D&E Communications will merge with and into Merger Sub (referred to in the proxy statement/prospectus as the merger), after which Merger Sub will survive the transaction and continue to be a wholly-owned subsidiary of Windstream and the separate corporate existence of D&E Communications will cease. Immediately following the merger, Merger Sub will change its name to D&E Communications, Inc.; and
2. To transact such other business as may properly come before the special meeting or any adjournments thereof, including, without limitation, any proposal to adjourn or postpone the special meeting.

D&E Communications board of directors has fixed the close of business on August 17, 2009, as the record date for the determination of shareholders entitled to notice of, and to vote at, the special meeting or any adjournments or postponements of the special meeting.

The accompanying proxy statement/prospectus describes the terms and conditions of the merger agreement and includes, as *Annex A*, a copy of the merger agreement. We urge you to read the enclosed materials carefully for a complete description of the merger. The accompanying proxy statement/prospectus is a part of this notice.

You are cordially invited to attend the special meeting. Your proxy is being solicited by D&E Communications board of directors. **Even if you plan to attend the special meeting, we urge you to submit a valid proxy promptly.** If your shares of D&E Communications common stock are registered in your own name you may submit your proxy (i) by filling out and signing the proxy card, and then mailing your signed proxy card in the enclosed envelope; (ii) authorizing the voting of your shares over the Internet at <http://www.proxyvoting.com/decc>; or (iii) by calling 1-866-540-5760 and by following the instructions on the enclosed proxy card. If your shares are held in street name you should follow the directions your broker or bank provides. If you hold shares in D&E Communications 401(k) plan and/or employee stock purchase plan, your proxy will also serve as voting instructions to the trustee of the 401(k) plan and/or the trustee of the employee stock purchase plan, as applicable.

Your vote is very important. We urge you to review the enclosed materials and return your proxy card. Your board of directors unanimously recommends that shareholders vote FOR the approval and adoption of the merger agreement.

By Order of the Board of Directors,

Thomas E. Morell,

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Senior Vice President, Chief Financial Officer,

Secretary and Treasurer

Ephrata, Pennsylvania

August , 2009

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QUESTIONS AND ANSWERS ABOUT THE MERGER

The following are some questions that you, as a shareholder of D&E Communications, may have regarding the merger and the answers to those questions. D&E Communications urges you to read carefully the remainder of this document because the information in this section does not provide all the information that might be important to you with respect to the merger. Additional important information is also contained in the annexes to and the documents incorporated by reference into this document.

Q: What is the proposed transaction?

A: You are being asked to vote to approve and adopt an agreement and plan of merger among Windstream, Merger Sub and D&E Communications. In this proxy statement/prospectus, we refer to the agreement and plan of merger as the merger agreement. In the merger, D&E Communications will merge with and into Merger Sub, a newly formed corporation and wholly-owned subsidiary of Windstream. Merger Sub will survive the merger and the separate corporate existence of D&E Communications will cease. Immediately following the merger, Merger Sub will change its name to D&E Communications, Inc.

Q: What will I be entitled to receive pursuant to the merger agreement?

A: In the merger, you will be entitled to receive \$5.00 in cash, without interest, and 0.650 shares of Windstream common stock for each share of D&E Communications common stock outstanding immediately prior to completion of the merger. You will not be entitled to receive any fractional shares of Windstream common stock. Instead, you will be entitled to receive cash, without interest, for any fractional share of Windstream common stock you might otherwise have been entitled to receive based on the per share closing bid and asked prices for Windstream common stock over a ten day period ending two business days prior to the date the merger occurs.

Q: What does the D&E Communications board of directors recommend?

A: The D&E Communications board of directors has unanimously approved and adopted the merger agreement and has also unanimously determined that the merger agreement is advisable and in the best interests of D&E Communications and its shareholders. Accordingly, the D&E Communications board unanimously recommends that D&E Communications shareholders vote FOR the approval and adoption of the merger agreement at the special meeting.

Q: Who is entitled to vote at the special meeting?

A: Holders of record of D&E Communications common stock at the close of business on August 17, 2009, which is the date D&E Communications board of directors has fixed as the record date for the special meeting, are entitled to vote at the special meeting.

Q: What vote is required to approve and adopt the merger agreement?

A: The merger agreement must be approved and adopted by the affirmative vote of a majority of the shares of D&E Communications common stock outstanding as of the record date. No vote of the stockholders of Windstream is required.

Q: What if I don't vote on the proposal to approve and adopt the merger agreement?

If you are a D&E Communications shareholder and you fail to respond with a vote or fail to instruct your broker or other nominee how to vote on the proposal to approve and adopt the merger agreement, it will

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have the same effect as a vote against the proposal. If you respond by abstaining from voting, your proxy will have the same effect as a vote against the proposal. If you respond but do not indicate how you want to vote on the proposal, your proxy will be counted as a vote in favor of the proposal.

Q: What other matters will be voted on at the D&E Communications special meeting?

A: At this time, we do not anticipate a vote on any other matter at the special meeting.

Q: Do I have dissenters' rights?

A: No. D&E Communications shareholders have no dissenters' rights under the Pennsylvania Business Corporation Law (the "PBCL") in connection with the merger. See "Comparison of Rights of Common Stockholders of Windstream and Common Shareholders of D&E Communications Appraisal Rights and Dissenters' Rights" on page 94.

Q: What are the material United States federal income tax consequences of the merger to me?

A: The transaction is intended to be tax-free for United States federal income tax purposes, except with respect to any cash received by D&E Communications shareholders. See "The Merger Material United States Federal Income Tax Consequences" beginning on page 52.

Q: When do you expect the merger to be completed?

A: We expect to complete the merger promptly after D&E Communications shareholders approve and adopt the merger agreement at the special meeting and after the satisfaction or waiver of all other conditions to the merger, including the receipt of all regulatory approvals that are required to be obtained pursuant to the merger agreement. We currently expect the closing of the merger to occur in the fourth quarter of 2009.

Q: What do I need to do to vote my shares at the special meeting?

A: After carefully reading and considering the information included and incorporated by reference in this proxy statement/prospectus, please submit your proxy as soon as possible so that your shares may be voted at the special meeting. If your shares of D&E Communications common stock are registered in your own name you may submit your proxy (i) by filling out and signing the proxy card, and then mailing your signed proxy card in the enclosed envelope; (ii) authorizing the voting of your shares over the Internet at <http://www.proxyvoting.com/decc>; or (iii) by calling 1-866-540-5760 and by following the instructions on the enclosed proxy card.

Authorizations submitted over the Internet or by telephone must be received by 11:59 p.m. Eastern time on September 23, 2009.

If your shares are held in street name, you should follow the directions your broker or bank provides in order to ensure your shares are voted at the special meeting.

Your proxy card will instruct the persons named on the proxy card to vote your shares at the special meeting as you direct. If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be voted FOR the approval and adoption of the merger agreement. Because the affirmative vote of a majority of D&E Communications shares outstanding on the record date is required to approve and adopt the merger agreement, if you do not send in your signed proxy or if you abstain, the effect will be a vote against the approval and adoption of the merger agreement.

Q: May I change my vote after I have mailed my signed proxy card?

A: You may change your vote at any time before your proxy is voted at the special meeting. If your shares of D&E Communications common stock are registered in your own name, you can do this by: (i) delivering a

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notice of revocation or delivering a later-dated proxy to D&E Communications, Inc., 124 East Main Street, Ephrata, Pennsylvania 17522, Attn: Thomas E. Morell, Corporate Secretary; (ii) submitting a proxy card with a later date at the special meeting; (iii) submitting another vote over the Internet or telephone; or (iv) appearing at the special meeting and voting in person. Please note that simply attending the meeting will not revoke your proxy, as you must vote at the special meeting in order to revoke a prior proxy. Your last vote is the vote that will be counted. Attendance at the special meeting will not, in and of itself, revoke a proxy.

If you have instructed a broker or bank to vote your shares, you must follow the directions you received from your broker or bank to change your vote.

Q: If I hold D&E Communications shares in D&E Communications 401(k) plan or Employee Stock Purchase Plan, how will my shares be voted?

A: If you hold shares of D&E Communications common stock in D&E Communications 401(k) plan, your proxy will serve as voting instructions to the trustee of the 401(k) plan. To allow sufficient time for voting by the plan trustee, your voting instructions must be received by 11:59 p.m., Eastern time, September 21, 2009. If you submit a valid proxy by mail, telephone or the Internet by 11:59 p.m., Eastern time, September 21, 2009, your shares held in D&E Communications 401(k) plan will be voted as instructed by you in accordance with that proxy. If you submit a proxy and do not indicate how you wish to vote, the trustee of D&E Communications 401(k) plan will vote your shares in favor of the approval and adoption of the merger agreement. If you do not submit a valid proxy by 11:59 p.m., Eastern time, September 21, 2009, your shares held in D&E Communications 401(k) plan will be voted in the same proportion as those shares in D&E Communications 401(k) plan for which voting instructions have been received. If you hold shares of D&E Communications common stock through D&E Communications employee stock purchase plan, you may submit your proxy by filling out and signing the proxy card, and then mailing your signed proxy card in the enclosed envelope. If you do not submit a valid proxy by 11:59 p.m., Eastern time, September 23, 2009, your shares issued through the D&E Communications employee stock purchase plan will not be voted.

Q: Should I send in my stock certificates with my proxy card?

A: No. After the merger is completed, you will receive a letter of transmittal with instructions for the surrender of your D&E Communications common stock certificates. **Please do not send in your stock certificates with your proxy.**

Q: Who can help answer my questions?

A: If you have any questions about the merger or if you need additional copies of this proxy statement/prospectus or the enclosed proxy card you should contact D&E Communications proxy solicitor, Georgeson Inc., at 199 Water Street, 26 floor, New York, New York 10038, or toll free: 1-888-219-8242.

Q: Where can I find more information about D&E Communications and Windstream?

A: You can find more information about D&E Communications and Windstream from various sources described under the heading **Where You Can Find More Information** on page 96.

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SUMMARY

This summary highlights material information from this proxy statement/prospectus. It does not contain all of the information that is important to you. You should read carefully the entire proxy statement/prospectus and the additional documents referred to in it to fully understand the merger.

The Companies (See Page 30)

Windstream (See Page 30)

Windstream Corporation

4001 Rodney Parham Road

Little Rock, Arkansas 72212

Telephone: (501) 748-7000

Windstream, a Delaware corporation, is one of the largest providers of telecommunications services in rural communities in the United States, and based on the number of telephone lines in service, is the fifth largest local telephone company in the country. Windstream has focused its strategy on enhancing the value of its customer relationships by offering additional products and services and providing superior customer service. Windstream delivers one-stop shopping to customers with a full range of communications products and services that include voice and related features, high-speed Internet, long distance, network access and video. As of June 30, 2009, Windstream served approximately 3.0 million customers primarily located in rural areas in 16 states. Additionally, Windstream provides data services to more than 1.0 million high-speed Internet customers.

Merger Sub (See Page 30)

Delta Merger Sub, Inc.

4001 Rodney Parham Road

Little Rock, Arkansas 72212

Telephone: (501) 748-7000

Merger Sub is a Delaware corporation and a direct wholly-owned subsidiary of Windstream. Merger Sub was organized on May 8, 2009 solely for the purpose of effecting the merger with D&E Communications. It has not carried on any activities other than in connection with the merger agreement.

D&E Communications (See Page 30)

D&E Communications, Inc.

124 East Main Street

Ephrata, Pennsylvania 17522

Telephone: (717) 733-4101

D&E Communications, a Pennsylvania corporation, is a leading provider of broadband integrated communications services to residential and business customers in markets throughout the eastern half of Pennsylvania. D&E Communications offers its customers a comprehensive package of communications services, including local and long distance telephone services, enhanced telephone services, network access services, dedicated data circuits, and communication services, such as broadband and dial-up Internet access services, business continuity and co-location

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services, web-hosting services, directory, voice over internet protocol services and, in certain of its markets, video services. D&E Communications also provides professional data and information technology services, computer support services, computer network design and monitoring services and sells computer equipment.

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The Merger (See Page 35)

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, D&E Communications will be merged with and into Merger Sub. Merger Sub will survive the merger as a direct, wholly owned subsidiary of Windstream. Immediately following the merger, Merger Sub will change its name to D&E Communications, Inc.

The Merger Agreement (See Page 57)

A copy of the merger agreement, which is incorporated by reference herein in its entirety, is attached to this proxy statement/prospectus as *Annex A*. Windstream and D&E Communications urge you to read the merger agreement in its entirety.

Merger Consideration (See Page 57)

In the merger, each D&E Communications shareholder will be entitled to receive a combination of \$5.00 in cash, without interest, and 0.650 shares of Windstream common stock for each share of D&E Communications common stock outstanding immediately prior to completion of the merger, with cash paid in lieu of fractional shares. The cash and Windstream common stock payable in the merger are referred to collectively as the merger consideration in this proxy statement/prospectus.

The exchange ratio is fixed and will not be adjusted for changes in the market value of the common stock of Windstream or D&E Communications. Accordingly, the implied value of the consideration to D&E Communications shareholders will fluctuate between now and the completion of the merger in response to changes in the market value of Windstream's common stock. Based on the closing price of Windstream common stock on the New York Stock Exchange (the NYSE), of \$9.05 on May 8, 2009, the last trading day prior to the public announcement of the execution of the merger agreement, the merger consideration represented approximately \$10.88 in value for each share of D&E Communications common stock. Based on the closing price of Windstream common stock on the NYSE on August 14, 2009, the latest practicable date before the date of this document, the merger consideration represented approximately \$10.56 in value for each share of D&E Communications common stock.

Restricted Stock and Stock Options (See Page 58)

At the effective time of the merger, each award of restricted stock granted pursuant to D&E Communications' equity plans will vest and the holder will be entitled to receive the same merger consideration provided to holders of D&E Communications common stock.

At the effective time of the merger, outstanding stock options to purchase D&E Communications common stock granted pursuant to D&E Communications' equity plans will vest, and at the election of the holder, be converted into (i) stock options to acquire shares of Windstream common stock or (ii) cash.

Record Date (See Page 32)

The close of business on August 17, 2009 is the record date for determining if you are entitled to vote at the special meeting. On that date, there were _____ shares of D&E Communications common stock outstanding.

The Special Meeting (See Page 32)

The D&E Communications special meeting will take place at the Brossman Business Complex, 124 East Main Street, Ephrata, Pennsylvania 17522, on September 24, 2009, at 10:30 a.m., local time. At the special meeting, the holders of D&E Communications common stock will be asked to approve and adopt the merger agreement.

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Required Vote (See Page 32)

The merger agreement must be approved and adopted by the affirmative vote of a majority of the shares of D&E Communications common stock outstanding as of the record date. Each share of D&E Communications common stock is entitled to one vote at the special meeting.

Beneficial Ownership of D&E Communications Stock by Directors and Executive Officers (See Page 32)

On the record date, directors and executive officers of D&E Communications beneficially owned and had the right to vote _____ shares of D&E Communications common stock entitling them to cast approximately _____ % of the number of votes entitled to be cast at the special meeting.

Recommendation of the D&E Communications Board; D&E Communications Reasons for the Merger (See Page 32 and 39)

D&E Communications board of directors has unanimously adopted and approved the merger agreement. D&E Communications board of directors has also unanimously determined that the merger agreement is advisable and in the best interests of D&E Communications and its shareholders and unanimously recommends that you vote FOR the approval and adoption of the merger agreement. In reaching its decision, D&E Communications board of directors considered a number of factors that are described in more detail in The Merger Recommendation of the D&E Communications Board; D&E Communications Reasons for the Merger beginning on page 39. Further, individual members of D&E Communications board of directors may have given different weight to different reasons.

Opinion of Financial Advisor to D&E Communications (See Page 41)

In connection with the merger, D&E Communications financial advisor, Credit Suisse Securities (USA) LLC, referred to as Credit Suisse, delivered a written opinion, dated May 10, 2009, to the D&E Communications board of directors as to the fairness, from a financial point of view and as of the date of such opinion, of the merger consideration to be received by the holders of D&E Communications common stock. The full text of Credit Suisse's written opinion is attached to this proxy statement/prospectus as *Annex B* and sets forth, among other things, the procedures followed, assumptions made, matters considered and limitations on the scope of review undertaken. **Credit Suisse's opinion was provided to the D&E Communications board of directors for its information in connection with its evaluation of the merger consideration. The opinion addresses only the fairness of the merger consideration from a financial point of view, does not address any other aspect of the proposed merger and does not constitute advice or a recommendation to any shareholder as to how such shareholder should vote or act on any matter relating to the proposed merger.**

Interests of Certain Persons in the Merger (See Page 46)

Some of D&E Communications directors and executive officers may have financial interests in the merger that are different from, or in addition to, the interests of D&E Communications shareholders generally. D&E Communications board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement, and in recommending to the D&E Communications shareholders that the merger agreement be approved and adopted.

These differing financial interests take a variety of forms. For example, at the effective time of the merger, each outstanding D&E Communications unvested stock option and restricted stock award, including those held by D&E Communications executive officers, will become fully vested entitling the holder of such award to certain financial benefits. In addition, James W. Morozzi, D&E Communications President and Chief Executive Officer, Thomas Morell, D&E Communications Senior Vice President, Chief Financial Officer, Secretary and

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Treasurer, and Albert Kramer, D&E Communications Senior Vice President and Chief Operating Officer, are each a party to an employment agreement with D&E Communications providing for the payment of severance and other benefits in the case of qualifying terminations of employment following a change in control, including completion of the merger. Also, the D&E Communications board of directors implemented (i) a transaction award program which will permit D&E Communications to pay certain sums to Messrs. Morozzi, Morell and Kramer in connection with the merger and (ii) a transition award program which provides certain benefits to designated key employees of D&E Communications which are intended to provide an incentive to such employees to remain with D&E Communications through the merger and for a transition period following the merger. Finally, Windstream has agreed that if it and each of Messrs. Morozzi, Morell and Kramer cannot agree to mutually acceptable terms of continuing employment, Windstream will, at the option of each of Messrs. Morozzi, Morell and Kramer, enter into consulting agreements with such individuals as of the effective time.

For additional details about these financial interests, including the specific amounts associated with each of these interests, please see The Merger Interests of Certain Persons in the Merger beginning on page 46.

Conditions to the Merger (See Page 70)

As more fully described in this document and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, receipt of the requisite approvals of D&E Communications shareholders, the expiration or early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act) (which was received on June 5, 2009), the receipt of all required regulatory approvals by the Federal Communications Commission (the FCC) (which was received on July 31, 2009) and the Pennsylvania Public Utilities Commission (the Pennsylvania PUC) and, subject to certain materiality standards, all other regulators, the correctness of all representations and warranties made by the parties in the merger agreement and performance by the parties of their obligations under the merger agreement (subject in each case to certain materiality standards) and the receipt of legal opinions by each company regarding the qualification of the merger as a reorganization for U.S. federal income tax purposes (which have been received).

Neither Windstream nor D&E Communications can be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

The completion of the merger is not conditioned on Windstream obtaining financing of any kind.

No Solicitation (See Page 64)

The merger agreement contains restrictions on the ability of D&E Communications to solicit or engage in discussions or negotiations with a third party with respect to a proposal to acquire a significant interest in D&E Communications equity or assets. Notwithstanding these restrictions, before D&E Communications shareholders approve and adopt the merger agreement, the merger agreement provides that, under specified circumstances, if D&E Communications receives a proposal from a third party to acquire a significant interest in the company that the board of directors determines in good faith may reasonably be expected to lead to a proposal that is superior to the merger, D&E Communications may furnish nonpublic information to, and engage in negotiations regarding a transaction with, such third party.

Termination and Expenses (See Page 71)

Windstream and D&E Communications may mutually agree to terminate the merger agreement before completing the merger, even after D&E Communications shareholders have approved and adopted the merger agreement.

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In addition, either Windstream or D&E Communications may decide to terminate the merger agreement, even after D&E Communications shareholder approval, if:

the merger is not consummated by October 8, 2009 subject to a two-month extension under certain circumstances;

there are final, non-appealable court or governmental entity rulings or orders, preventing the merger; or

any law prohibiting the consummation of the merger is adopted or issued.

Windstream may also terminate the merger agreement if (i) D&E Communications board of directors fails to include in the proxy statement its approval or recommendation of the merger agreement, withdraws, modifies or proposes publicly to withdraw or modify its approval or recommendation with respect to the merger agreement or approves, recommends or proposes to approve or recommend any alternative takeover proposal with a third party or (ii) D&E Communications shareholders fail to approve and adopt the merger agreement at the special meeting.

Termination Fee (See Page 72)

The merger agreement provides that, upon termination of the merger agreement under certain circumstances, D&E Communications may be obligated to pay Windstream a termination fee of \$5.5 million. See the section entitled "The Merger Agreement Termination Fee" for a complete discussion of the circumstances under which a termination fee will be required to be paid.

Material United States Federal Income Tax Consequences (See Page 52)

It is expected that the merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code so that D&E Communications shareholders generally will recognize gain (but not loss) in an amount not to exceed the cash portion of the merger consideration for U.S. federal income tax purposes as a result of the merger and shareholders will recognize gain or loss with respect to any cash received in lieu of a fractional share of D&E Communications common stock in the merger. The consummation of the merger is conditioned on the receipt by each of Windstream and D&E Communications of opinions from their respective counsel to the effect that the merger will so qualify (which have been received).

Tax matters are very complicated, and the tax consequences of the merger to a particular shareholder of D&E Communications will depend on the facts and circumstances of each holder's own situation. For a description of the material federal income tax consequences of the merger, please see the information set forth in "The Merger Material United States Federal Income Tax Consequences". We also urge each shareholder of D&E Communications to consult the shareholder's own tax advisor for a full understanding of the tax consequences of the merger.

Comparison of Rights of Common Stockholders of Windstream and Common Shareholders of D&E Communications (See Page 86)

After the merger, D&E Communications shareholders will become Windstream stockholders and their rights as stockholders will be governed by the certificate of incorporation and by-laws of Windstream and the general corporation law of the State of Delaware. There are a number of differences between the certificate of incorporation and by-laws of Windstream, the articles of incorporation and by-laws of D&E Communications and the corporation law of the State of Delaware and the corporation law of the Commonwealth of Pennsylvania. These differences are summarized under the heading "Comparison of Rights of Common Stockholders of Windstream and Common Shareholders of D&E Communications."

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Appraisal Rights and Dissenters' Rights (See Page 94)

Under Pennsylvania law, record holders of D&E Communications common stock are not entitled to dissenters' rights in connection with the merger.

Comparative Stock Prices and Dividends (See Page 17)

Windstream common stock is listed on the NYSE under the trading symbol WIN. D&E Communications common stock is listed on The NASDAQ Global Select Market under the trading symbol DECC. On May 8, 2009, the last full trading day prior to the public announcement of the execution of the merger agreement, the closing price of D&E Communications common stock was \$6.75 per share and the closing price of Windstream common stock was \$9.05 per share. On August 14, 2009, the most recent practicable date prior to the printing of this proxy statement/prospectus, the closing price of D&E Communications common stock was \$10.42 per share and the closing price of Windstream common stock was \$8.55 per share. We urge you to obtain current market quotations.

Windstream Stock Exchange Listing (See Page 56)

Shares of Windstream common stock received by D&E Communications shareholders pursuant to the merger will be listed on the NYSE.

After completion of the merger, shares of Windstream common stock will continue to be traded on the NYSE, but shares of D&E Communications common stock will no longer be listed or traded.

Regulatory/Third Party Matters (See Page 56)

Completion of the merger is conditioned upon the receipt of approvals of the FCC and the Pennsylvania PUC. Pursuant to the merger agreement, Windstream and D&E Communications filed the applications required for the transfer of control of the relevant franchises, licenses and similar instruments issued under the rules and regulations of the FCC on May 22, 2009 and the Pennsylvania PUC on May 21, 2009. On July 31, 2009, D&E Communications and Windstream received the FCC's approval of the merger.

In addition, as a condition to the merger, the HSR Act requires D&E Communications and Windstream to observe the HSR Act's notification and waiting period. The HSR Act provides for an initial 30-calendar-day waiting period following the necessary filings by the parties to the merger which were completed on June 1, 2009 by the filing of notification and report forms with the U.S. Department of Justice (DOJ) and the Federal Trade Commission (FTC). On June 5, 2009, the FTC granted early termination of the waiting period under the HSR Act.

Dividend Practices (See Page 86)

Windstream's board of directors has adopted a current dividend practice for the payment of quarterly cash dividends at a rate of \$0.25 per share of Windstream's common stock. This practice can be changed at any time at the discretion of Windstream's board of directors and Windstream's common stockholders have no contractual or other legal right to dividends.

D&E Communications also currently declares and pays regular quarterly dividends to its shareholders. The current dividend practice of D&E Communications board of directors is to declare quarterly cash dividends on D&E Communications common stock at a rate of \$0.125 per share. Dividends are paid on D&E Communications common stock as and when declared by its board of directors.

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As required by the merger agreement, D&E Communications has adjusted its dividend record date and payment date to correspond to Windstream's dividend record date and payment date. The purpose of this adjustment is to ensure that D&E Communications shareholders receive either a dividend on the common stock of D&E Communications or Windstream, but not both, in the quarter in which the closing of the merger occurs.

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF WINDSTREAM**

The summary below sets forth selected historical financial data for Windstream. This data should be read in conjunction with Windstream's audited consolidated historical financial statements and related notes included in Windstream's Annual Report on Form 10-K for the year ended December 31, 2008 and Windstream's Quarterly Report on Form 10-Q for the period ended June 30, 2009. See [Where You Can Find More Information](#).

(Millions, except per share amounts)	Six Months Ended June 30,		Year Ended December 31,				
	2009 (Unaudited)	2008 (Unaudited)	2008	2007	2006	2005	2004
Revenues and sales	\$ 1,507.9	\$ 1,599.9	\$ 3,171.5	\$ 3,245.9	\$ 3,033.3	\$ 2,923.5	\$ 2,933.5
Operating income	497.0	585.2	1,132.4	1,149.9	898.8	633.8	667.6
Other income, net	1.4	8.6	2.1	11.1	8.7	11.6	13.7
Gain on sale of directory publishing business and other assets				451.3			
Loss on extinguishment of debt					(7.9)		
Intercompany interest income (expense)					31.9	23.3	(15.2)
Interest expense	(197.5)	(208.6)	(416.4)	(444.4)	(209.6)	(19.1)	(20.4)
Income from continuing operations before income taxes	300.9	385.2	718.1	1,167.9	721.9	649.6	645.7
Income taxes	121.9	145.4	283.2	251.5	276.3	267.9	259.4
Income from continuing operations	179.0	239.8	434.9	916.4	445.6	381.7	386.3
Discontinued operations, including tax expense		(14.1)	(22.2)	0.7			
Income before extraordinary item and cumulative effect of accounting change	179.0	225.7	412.7	917.1	445.6	381.7	386.3
Extraordinary item, net of income taxes					99.7		
Cumulative effect of accounting change, net of income taxes						(7.4)	
Net Income	\$ 179.0	\$ 225.7	\$ 412.7	\$ 917.1	\$ 545.3	\$ 374.3	\$ 386.3
Basic and diluted earnings (loss) per share:(a)							
Income from continuing operations	\$ 0.41	\$ 0.53	\$ 0.98	\$ 1.93	\$ 1.02	\$ 0.95	\$ 0.96
Loss from discontinued operations		(0.03)	(0.05)				
Extraordinary item					0.23		
Cumulative effect of accounting change						(0.02)	
Net income	\$ 0.41	\$ 0.50	\$ 0.93	\$ 1.93	\$ 1.25	\$ 0.93	\$ 0.96
Dividends declared per common share	\$ 0.50	\$ 0.50	\$ 1.00	\$ 1.00	\$ 0.45	\$	\$
Balance sheet data							
Total assets	\$ 7,789.5	\$ 8,040.5	\$ 8,009.3	\$ 8,241.2	\$ 8,030.7	\$ 4,935.8	\$ 5,079.2
Total long-term debt (including current maturities)	\$ 5,226.2	\$ 5,369.0	\$ 5,382.5	\$ 5,355.5	\$ 5,488.4	\$ 260.8	\$ 282.9
Total equity	\$ 226.4	\$ 502.3	\$ 252.3	\$ 699.8	\$ 469.8	\$ 3,489.2	\$ 3,706.8

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- (a) Basic and diluted earnings per share amounts have been retrospectively adjusted to conform with the guidance contained in FASB Staff Position No. Emerging Issues Task Force Issue No. (FSP EITF) 03-6-1 Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities which was adopted by Windstream effective January 1, 2009. For further information on FSP EITF 03-6-1 and its impact on Windstream, see Notes to Unaudited Interim Consolidated Financial Statements included in Windstream's Report on Form 10-Q for the period ended June 30, 2009. The effect of adopting FSP EITF 03-6-1 was immaterial to all periods presented.

Notes to Selected Historical Consolidated Financial Data:

Explanations for significant events affecting Windstream's historical operating trends during the periods 2006 through June 30, 2009 are provided in Management's Discussion and Analysis of Financial Condition and Results of Operations in Windstream's Annual Report on Form 10-K for the year ended December 31, 2008 and Windstream's Quarterly Report on Form 10-Q for the period ended June 30, 2009.

During 2005, Windstream incurred \$4.5 million of severance and employee benefit costs related to a workforce reduction in its wireline operations. Windstream also incurred \$31.2 million of incremental costs, principally consisting of investment banker, audit and legal fees, related to the then pending spin off from Alltel. These transactions decreased net income by \$34.1 million. Effective July 1, 2005, Windstream prospectively reduced depreciation rates for its regulated operations in Florida, Georgia, North Carolina and South Carolina to reflect the results of studies of depreciable lives completed by the Company in the second quarter of 2005. The depreciable lives were lengthened to reflect the estimated remaining useful lives of wireline plant based on expected future network utilization and capital expenditure levels required to provide service to its customers. The effects of this change during the year ended December 31, 2005 resulted in a decrease in depreciation expense of \$21.8 million and an increase in net income of \$12.8 million. Effective December 31, 2005, Windstream adopted Financial Accounting Standards Board Interpretation No. 47,

Accounting for Conditional Asset Retirement Obligations. The cumulative effect of this accounting change resulted in a one-time non-cash charge of \$7.4 million, net of income tax benefit of \$4.6 million.

During 2004, Windstream reorganized its operations and support teams and also announced its plans to exit its competitive service operations in the Jacksonville, Florida market due to the continued unprofitability of these operations. In connection with these activities, Windstream recorded a restructuring charge of \$13.6 million consisting primarily of severance and employee benefit costs related to a workforce reduction. Effective April 1, 2004, Windstream prospectively reduced depreciation rates for its regulated operations in Nebraska, reflecting the results of a triennial study of depreciable lives completed by Windstream in the second quarter of 2004, as required by the Nebraska Public Service Commission. The effects of this change during the year ended December 31, 2004 resulted in a decrease in depreciation expense of \$19.1 million.

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF D&E COMMUNICATIONS**

The summary below sets forth selected historical financial data for D&E Communications. This data should be read in conjunction with the D&E Communications audited consolidated historical financial statements and related notes included in the D&E Communications Annual Report on Form 10-K for the year ended December 31, 2008 and D&E Communications Quarterly Report on Form 10-Q for the period ended June 30, 2009. See [Where You Can Find More Information](#).

(Millions, except per share amounts)	Six Months Ended June 30,		Year Ended December 31,				
	2009 (Unaudited)	2008 (Unaudited)	2008	2007	2006	2005	2004
Revenues and sales	\$ 71.8	\$ 75.3	\$ 149.5	\$ 152.5	\$ 162.1	\$ 164.6	\$ 164.4
Operating income (loss)	10.5	(10.0)	(10.8)	24.6	22.5	22.8	21.1
Other income, net	0.6	3.5	2.9	8.2	4.8	3.2	1.7
Equity in net income (losses) of affiliates					(0.2)	1.0	(3.2)
Loss on extinguishment of debt					(1.1)		(5.3)
Gain (loss) on investments					1.0	6.9	(1.1)
Interest expense	(5.7)	(6.3)	(12.3)	(14.9)	(15.2)	(14.1)	(14.3)
Income (loss) from continuing operations before income taxes	5.4	(12.8)	(20.2)	17.9	11.8	19.8	(1.1)
Income taxes (benefit)	1.6	(6.0)	(9.3)	7.2	3.5	5.9	1.4
Income (loss) from continuing operations	3.8	(6.8)	(10.9)	10.7	8.3	13.9	(2.5)
Discontinued operations, including tax expense (a)					(1.5)	(0.1)	(0.1)
Net income (loss)	3.8	(6.8)	(10.9)	10.7	6.8	13.8	(2.6)
Noncontrolling interest			0.1	0.1	0.1	0.1	0.1
Net Income (Loss) Attributable to Common Shareholders	\$ 3.8	\$ (6.8)	\$ (11.0)	\$ 10.6	\$ 6.7	\$ 13.7	\$ (2.7)
Basic and diluted earnings (loss) per share:							
Income (loss) from continuing operations	\$ 0.26	\$ (0.47)	\$ (0.76)	\$ 0.74	\$ 0.58	\$ 0.97	\$ (0.18)
Loss from discontinued operations					(0.11)	(0.01)	
Net income (loss)	\$ 0.26	\$ (0.47)	\$ (0.76)	\$ 0.74	\$ 0.47	\$ 0.96	\$ (0.18)
Dividends declared per common share	\$ 0.25	\$ 0.25	\$ 0.50	\$ 0.50	\$ 0.50	\$ 0.50	\$ 0.50
Balance sheet data							
Total assets	\$ 434.8	\$ 467.1	\$ 452.9	\$ 501.2	\$ 510.6	\$ 535.7	\$ 546.8
Total long-term debt (including current maturities)	\$ 182.6	\$ 189.7	\$ 186.1	\$ 194.0	\$ 207.0	\$ 215.5	\$ 228.5
Total equity	\$ 158.0	\$ 179.7	\$ 156.6	\$ 189.3	\$ 187.0	\$ 185.8	\$ 177.6

(a) Reflects the results of D&E Communications Voice Systems Business, which was sold in 2006, as discontinued operations.

Notes to Selected Historical Consolidated Financial Data:

The information for 2008 and prior years has been recast to conform to the current year presentation as a result of the adoption of Statement of Financial Accounting Standards (SFAS) No. 160, Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51 ,

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in the first quarter of 2009. As a result of the adoption of SFAS No. 160, D&E Communications recharacterized its preferred stock of a utility subsidiary as a noncontrolling interest and a component of equity. The effect of adopting SFAS No. 160 is immaterial to all periods presented.

Table of Contents**SUMMARY UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS**

The following summary unaudited pro forma combined condensed financial statements give effect to the merger of D&E Communications with Windstream, with Windstream considered the accounting acquirer. The acquisition of D&E Communications by Windstream will be accounted for as an acquisition in accordance with Statement of Financial Accounting Standards (SFAS) No. 141(R), Business Combinations (Revised). The unaudited pro forma combined condensed financial information has been prepared using the acquisition method of accounting in accordance with SFAS No. 141(R). In accordance with the acquisition method of accounting, the preliminary purchase price has been allocated in the unaudited pro forma combined condensed financial statements to the underlying tangible and intangible assets and liabilities to be acquired from D&E Communications based on their respective fair market values as of June 30, 2009.

The unaudited pro forma combined condensed balance sheet gives effect to the merger as if it had occurred on June 30, 2009. The unaudited pro forma combined condensed income statement for the six months ended June 30, 2009 and the year ended December 31, 2008, give effect to the merger as if the merger had become effective at January 1, 2008. The summary unaudited pro forma combined condensed financial information has been derived from and should be read in conjunction with the consolidated financial statements and the related notes of both Windstream and D&E Communications, incorporated herein by reference, and the more detailed unaudited pro forma combined condensed financial information, including the notes thereto, beginning on page 74.

The unaudited pro forma combined condensed financial information is presented for illustrative purposes and is not necessarily an indication of the results that would have been achieved had the merger actually occurred on the dates indicated or that may be achieved in the future. In addition, the preliminary allocation of the pro forma purchase price reflected in the unaudited pro forma combined condensed financial information is subject to adjustment and may vary significantly from the actual purchase price allocation that will be recorded as of completion of the merger. Furthermore, the determination of the final purchase price will be based on the number of D&E Communications common shares outstanding and Windstream's stock price at closing.

(Millions)	For the Six Months Ended June 30, 2009 (Unaudited)	For the Year Ended December 31, 2008 (Unaudited)
Revenue and sales	\$ 1,579.7	\$ 3,321.0
Operating income	505.2	1,110.2
Other income (expense), net	(1.0)	(1.1)
Interest expense	(199.0)	(419.4)
Income from continuing operations before income taxes	305.2	689.7
Income taxes	123.1	270.8
Income from continuing operations	\$ 182.1	\$ 418.9
Balance sheet data		
Total assets	\$ 8,029.3	
Total long-term debt (including current maturities)	\$ 5,276.2	
Total equity	\$ 293.3	

Table of Contents**COMPARATIVE PER SHARE INFORMATION**

The following table sets forth for the periods presented certain per share information for Windstream and D&E Communications on a historical basis and on an unaudited pro forma basis after giving effect to the merger under the acquisition method of accounting. The historical per share information for Windstream and D&E Communications has been derived from, and should be read in conjunction with, the historical consolidated financial statements of Windstream and D&E Communications incorporated by reference in this proxy statement/prospectus. See [Where You Can Find More Information](#).

The unaudited pro forma D&E Communications equivalent information was calculated by multiplying the corresponding Windstream unaudited pro forma combined information by the exchange ratio of 0.650. The exchange ratio does not include the \$5.00 per share cash portion of the merger consideration. This data shows how each share of D&E Communications common stock would have participated in income from continuing operations, cash dividends and book value of Windstream if the two companies had been combined for accounting and financial reporting purposes for all periods presented. These amounts, however, are not intended to be indicative of the historical results that would have been achieved had the two companies been combined for all periods presented or of the future results of the combined company.

WINDSTREAM

	For the Six Months Ended June 30, 2009	For the Year Ended December 31, 2008
Windstream Historical		
Basic earnings per common share from continuing operations(a)	\$ 0.41	\$ 0.98
Diluted earnings per common share from continuing operations(a)	\$ 0.41	\$ 0.98
Cash dividends declared per share	\$ 0.50	\$ 1.00
Book value per share	\$ 0.52	\$ 0.57

D&E COMMUNICATIONS

	For the Six Months Ended June 30, 2009	For the Year Ended December 31, 2008
D&E Communications Historical		
Basic earnings (loss) per common share	\$ 0.26	\$ (0.76)
Diluted earnings (loss) per common share	\$ 0.26	\$ (0.76)
Cash dividends declared per share	\$ 0.25	\$ 0.50
Book value per share	\$ 10.87	\$ 10.77

Table of Contents**WINDSTREAM AND D&E COMMUNICATIONS**

	For the Six Months Ended June 30, 2009	For the Year Ended December 31, 2008
Pro Forma Combined		
Basic earnings per common share from continuing operations (a)	\$ 0.41	\$ 0.92
Diluted earnings per common share from continuing operations (a)	\$ 0.41	\$ 0.92
Cash dividends declared per share (b)	\$ 0.50	\$ 1.00
Book value per share (c)	\$ 0.66	
D&E Communications Pro Forma Per Share Equivalents (d)		
Basic earnings per common share from continuing operations	\$ 0.27	\$ 0.60
Diluted earnings per common share from continuing operations	\$ 0.27	\$ 0.60
Cash dividends per share	\$ 0.33	\$ 0.65
Book value per share (e)	\$ 0.43	

- (a) December 31, 2008 basic and diluted earnings per share amounts have been retrospectively adjusted to conform with the guidance contained in FSP EITF 03-6-1 which was adopted by Windstream effective January 1, 2009. For further information on FSP EITF 03-6-1 and its impact on Windstream, see Notes to Unaudited Interim Consolidated Financial Statements included in Windstream's Report on Form 10-Q for the period ended June 30, 2009. The effect of adopting FSP EITF 03-6-1 is immaterial to all periods presented.
- (b) The pro forma combined cash dividends declared per share represent Windstream's historical cash dividends per common share.
- (c) The pro forma combined book value per share was calculated by dividing pro forma total combined Windstream and D&E Communications common shareholders' equity by pro forma equivalent common shares as of June 30, 2009. A pro forma combined condensed balance sheet as of December 31, 2008 has not been prepared.
- (d) The D&E Communications pro forma per share equivalent amounts are calculated by multiplying the pro forma combined per common share amounts by a fraction equal to 0.650. This computation does not include the benefit to D&E Communications shareholders of the \$5.00 per share cash portion of the merger consideration. See The Merger Agreement Merger Consideration.
- (e) A pro forma combined condensed balance sheet as of December 31, 2008 has not been prepared.

Table of Contents**COMPARATIVE STOCK PRICES AND DIVIDENDS**

Windstream common stock is traded on the New York Stock Exchange (the NYSE) under the symbol WIN. D&E Communications common stock is traded on The NASDAQ Global Select Market under the symbol DECC. The following table sets forth the dividends declared on Windstream and D&E Communications common stock, respectively, and the high and low intra-day sales prices per share for Windstream and D&E Communications common stock, each as reported on the NYSE Composite Transaction Tape and The NASDAQ Global Select Market, respectively, for the periods indicated.

Fiscal Year	Windstream Common Stock			D&E Communications Common Stock		
	High	Low	Dividends	High	Low	Dividends
2007						
First Quarter	\$ 15.63	\$ 13.75	\$ 0.25	\$ 13.70	\$ 12.01	\$ 0.125
Second Quarter	\$ 15.30	\$ 14.47	\$ 0.25	\$ 19.99	\$ 13.32	\$ 0.125
Third Quarter	\$ 15.10	\$ 12.46	\$ 0.25	\$ 18.77	\$ 12.53	\$ 0.125
Fourth Quarter	\$ 14.40	\$ 12.38	\$ 0.25	\$ 16.94	\$ 12.53	\$ 0.125
2008						
First Quarter	\$ 13.10	\$ 10.40	\$ 0.25	\$ 14.05	\$ 8.07	\$ 0.125
Second Quarter	\$ 15.00	\$ 11.31	\$ 0.25	\$ 10.33	\$ 8.52	\$ 0.125
Third Quarter	\$ 12.94	\$ 10.70	\$ 0.25	\$ 10.57	\$ 7.50	\$ 0.125
Fourth Quarter	\$ 11.13	\$ 6.37	\$ 0.25	\$ 7.78	\$ 5.42	\$ 0.125
2009						
First Quarter	\$ 9.48	\$ 6.28	\$ 0.25	\$ 7.65	\$ 4.25	\$ 0.125
Second Quarter	\$ 9.13	\$ 7.85	\$ 0.25	\$ 10.59	\$ 3.58	\$ 0.125
Third Quarter (through August 14, 2009)	\$ 9.08	\$ 7.71	\$ 0.25	\$ 10.87	\$ 9.88	\$ 0.167

The following table sets forth the high, low and closing prices per share of Windstream common stock and D&E Communications common stock as reported by the NYSE Composite Transaction Tape and The NASDAQ Global Select Market, respectively, and the market value of a share of D&E Communications common stock on an equivalent value per share basis on May 8, 2009, the last full trading day prior to the public announcement of the merger, and August 14, 2009, the latest practicable date prior to the date of this proxy statement/prospectus, as determined by (1) multiplying the applicable high, low and close price per share of Windstream common stock, by the exchange ratio of 0.650 and (2) adding \$5.00, which is the cash portion of the merger consideration.

	Windstream Share Price			D&E Communications Share Price			Equivalent Value per Share of D&E Communications Common Stock		
	High	Low	Close	High	Low	Close	High	Low	Close
	May 8, 2009	\$ 9.13	\$ 8.83	\$ 9.05	\$ 6.75	\$ 6.50	\$ 6.75	\$ 10.93	\$ 10.74
August 14, 2009	\$ 8.63	\$ 8.45	\$ 8.55	\$ 10.52	\$ 10.26	\$ 10.42	\$ 10.61	\$ 10.49	\$ 10.56

You are urged to obtain current market quotations for shares of Windstream common stock and D&E Communications common stock before making a decision with respect to the merger.

No assurance can be given as to the market prices of Windstream common stock or D&E Communications common stock at the closing of the merger. Because the exchange ratio will not be adjusted for changes in the market price of Windstream common stock, the market value of the shares of Windstream common stock that holders of D&E Communications common stock will receive at the effective time of the merger may vary significantly from the market value of the shares of Windstream common stock that holders of D&E Communications common stock would have received if the merger were consummated on the date of the merger agreement or on the date of this proxy statement/prospectus.

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RISK FACTORS

*In addition to the other information included and incorporated by reference into this document, including the matters addressed in the section entitled **Special Note Concerning Forward-Looking Statements**, you should carefully consider the following risks before deciding whether to vote for adoption and approval of the merger agreement. In addition, you should read and consider the risks associated with each of the businesses of Windstream and D&E Communications because these risks will also affect the combined company. These risks can be found in Windstream's and D&E Communications' respective Annual Reports on Form 10-K for fiscal year 2008, as updated by subsequent Quarterly Reports on Form 10-Q, all of which are filed with the Securities and Exchange Commission (the "SEC") and incorporated by reference into this document. You should also read and consider the other information in this document and the other documents incorporated by reference into this document. See the section entitled **Where You Can Find More Information** beginning on page 96.*

Risks Related to the Merger

The exchange ratio for the stock portion of the merger consideration will not be adjusted in the event that the price of Windstream common stock declines before the merger is completed. As a result, the value of the shares of Windstream common stock at the time D&E Communications shareholders receive them could be less than the value of those shares today and on the date of the special meeting.

In the merger, D&E Communications shareholders will be entitled to receive for each share of D&E Communications common stock owned by them a combination of \$5.00 in cash and 0.650 shares of Windstream common stock. Windstream and D&E Communications will not adjust the exchange ratio for the portion of the merger consideration to be paid in Windstream common stock as a result of any change in the market price of Windstream common stock between the date of this proxy statement/prospectus and the date D&E Communications shareholders receive shares of Windstream common stock in exchange for their shares of D&E Communications common stock. The market price of Windstream common stock will likely be different, and may be lower, on the date D&E Communications shareholders receive their shares of Windstream common stock than the market price of Windstream common stock on the date of this proxy statement/prospectus. Differences in the market price of Windstream common stock may be the result of changes in the business, operations or prospects of Windstream, market reactions to the proposed merger, regulatory considerations, general market and economic conditions or other factors. If the market price of Windstream common stock declines after D&E Communications shareholders vote, the value of the stock portion of the merger consideration D&E Communications shareholders will be receiving will be less than the value of such consideration at the time of the vote.

Regulators may impose conditions that could prevent completion of the merger or reduce the anticipated benefits from the merger. As a result, the price of Windstream common stock may be adversely affected.

As a condition to Windstream's and D&E Communications' respective obligations to complete the merger, the approval of various regulatory authorities, including, without limitation, the Pennsylvania PUC must be obtained. Any of these regulators could object to the merger and/or impose conditions or restrictions on their approvals that are materially adverse to Windstream and the combined company. Depending on their nature and extent, any objections, conditions or restrictions of regulatory authorities may jeopardize or delay completion of the merger or may lessen the anticipated potential benefits of the merger.

Under the terms of the merger agreement, D&E Communications and Windstream are obligated to use all reasonable efforts to resolve any such objections to permit the merger. However, in no event will Windstream be required to, nor will D&E Communications be permitted to, agree to any term, condition or restriction or to amend any of D&E Communications' licenses in order to obtain any such regulatory approvals if such term, condition or restriction or amendment (i) would have or would reasonably be expected to have, subject to certain exceptions, a material adverse effect on Windstream or D&E Communications or (ii) would prevent Windstream from consummating the merger on the material terms set forth in the merger agreement.

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Windstream may waive its rights and take actions that it is not otherwise required to take in connection with receipt of the necessary regulatory approvals, in order to proceed with the completion of the merger. If Windstream were to proceed with the merger despite the imposition of these conditions or restrictions, Windstream's business, operating and financial results and the price of its common stock could be adversely affected.

Failure to successfully integrate D&E Communications on a timely basis could reduce Windstream's profitability and adversely affect its stock price.

Windstream and D&E Communications expect certain benefits to arise from the merger, including, without limitation, revenue and market penetration improvements, and certain operating efficiencies and synergies. See The Merger Recommendation of the D&E Communications Board; D&E Communications Reasons for the Merger and The Merger Windstream's Reasons for the Merger. Achievement of these benefits in the amounts and time periods expected will depend in part upon how and when the businesses of Windstream and D&E Communications are integrated. Windstream's success in integrating the businesses will involve, among other things, the conversion of network and billing systems, changes in branding and product offerings, and combining Windstream's and D&E Communications' operations. If Windstream is not successful in this integration, its financial results could be adversely impacted.

Windstream expects to incur significant non-recurring expenses related to the merger.

Windstream is developing a plan to integrate the operations of D&E Communications after the merger. In connection with that plan, Windstream anticipates that certain non-recurring charges, such as branding, severance and billing system conversion costs, will be incurred in connection with this integration. Windstream cannot identify the timing, nature and amount of all such charges as of the date of this proxy statement/prospectus. However, any such charge could affect Windstream's results of operations in the period in which such charges are recorded.

Windstream's management may be required to dedicate significant time and effort to the integration of D&E Communications into Windstream which could divert their attention from other business concerns.

It is possible that the integration process could result in the diversion of Windstream's management's attention, the disruption or interruption of, or the loss of momentum in, Windstream's ongoing business or inconsistencies in standards, controls, procedures and policies, any of which could adversely affect Windstream's ability to maintain relationships with its customers and employees or Windstream's ability to achieve the anticipated benefits of the merger, or could reduce the earnings or otherwise adversely affect Windstream's business and financial results.

The price of Windstream common stock and Windstream's results of operations may be affected by factors different from those affecting the price of D&E Communications common stock and D&E Communications results of operations.

Holders of D&E Communications common stock will be entitled to receive cash and Windstream common stock in the merger and will thus become holders of Windstream common stock. Windstream's business is different in certain ways from that of D&E Communications, and Windstream's results of operations, as well as the price of Windstream common stock, may be affected by factors different from those affecting D&E Communications' results of operations and the price of D&E Communications common stock. The price of Windstream common stock may fluctuate significantly following the merger, including as a result of factors over which Windstream has no control. For a discussion of Windstream and D&E Communications' businesses and certain factors to consider in connection with such businesses, including Risk Factors for D&E Communications, see Risk Factors Risks Related to Windstream below and D&E Communications' Annual Report on Form 10-K for the fiscal year ended December 31, 2008, which is incorporated by reference in this proxy statement/prospectus.

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D&E Communications shareholders will have reduced ownership and voting interests after the merger and will exercise less influence over management of Windstream than currently exercised over management of D&E Communications.

After the effective time of the merger, D&E Communications shareholders will own in aggregate a significantly smaller percentage of Windstream than they currently own of D&E Communications. Following completion of the merger, D&E Communications shareholders are expected to own less than three percent of the outstanding shares of Windstream common stock based on the number of shares of D&E Communications common stock and Windstream common stock outstanding on the record date. Consequently, D&E Communications shareholders, as a general matter, will have less influence over the management and policies of Windstream than they currently exercise over the management and policies of D&E Communications.

Certain directors and executive officers of D&E Communications may have potential conflicts of interest in recommending that D&E Communications shareholders vote in favor of the approval and adoption of the merger agreement.

The interests of some of the directors and executive officers of D&E Communications may be different from those of D&E Communications shareholders generally, and directors and executive officers of D&E Communications may participate in arrangements that are different from, or in addition to, those of D&E Communications shareholders. These interests are described more fully under [The Merger Interests of Certain Persons in the Merger](#). As a result of these interests, the directors and executive officers of D&E Communications may be more likely to support the approval and adoption of the merger agreement than if they did not have these interests. D&E Communications shareholders should consider whether these interests may have influenced those individuals to recommend the approval and adoption of the merger agreement. As of the close of business on the record date for the special meeting of D&E Communications shareholders, D&E Communications directors and executive officers beneficially owned and were entitled to vote, in the aggregate, approximately [%](#) of the shares of D&E Communications common stock then outstanding.

The merger agreement limits D&E Communications' ability to pursue alternatives to the merger, and in certain instances requires payment of a termination fee, which could deter a third party from proposing an alternative transaction to the merger.

While the merger agreement is in effect, subject to certain limited exceptions, D&E Communications is prohibited from soliciting, initiating, encouraging or entering into certain transactions, such as a merger, sale of assets or other business combination, with any third party. As a result of these limitations, D&E Communications may lose opportunities to enter into a more favorable transaction. If the merger is terminated and the board of directors of D&E Communications determines to seek another merger or business combination, D&E Communications cannot assure you that it will be able to find a transaction providing the same or greater shareholder value as the merger. See [The Merger Agreement Covenants No Solicitation](#).

Moreover, under specified circumstances, D&E Communications could be required to pay Windstream a termination fee of \$5.5 million in connection with the termination of the merger agreement. See [The Merger Agreement Termination Fee](#). This termination fee could deter a third party from proposing an alternative to the merger.

Windstream may not realize the anticipated synergies, cost savings and growth opportunities from the merger.

Windstream expects to achieve approximately \$25 million in annual cost and capital expenditure savings as a result of the merger. However, Windstream's ability to realize the anticipated synergies, cost savings and growth opportunities will depend upon the successful integration of D&E Communications' business with that of Windstream. Even if Windstream successfully integrates D&E Communications' business, there can be no assurance that this integration will result in the realization of the full benefit of the anticipated synergies, cost savings or growth opportunities or that these benefits will be realized within the expected time frames. For

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example, the elimination of duplicative costs may not be possible or may take longer than anticipated, benefits from the merger may be offset by costs incurred in integrating Windstream and D&E Communications and regulatory authorities may impose adverse conditions on Windstream's and D&E Communications' combined businesses in connection with granting approval for the merger.

Risks Related to Windstream

Windstream faces intense competition in its businesses from many sources that could reduce its market share or adversely affect its financial performance.

Substantial and increasing competition exists in the wireline communications industry. Windstream's incumbent local exchange carrier subsidiaries (collectively the ILECs') operations have experienced, and will continue to experience, competition in their local service areas. Sources of competition to its local service business include, but are not limited to, wireless communications providers, cable television companies, resellers of local exchange services, interexchange carriers, satellite transmission service providers, electric utilities, competitive access service providers, including, without limitation, those utilizing an Unbundled Network Elements-Platform or UNE-P, voice-over-Internet protocol (VoIP) providers, and providers using other emerging technologies.

Many of Windstream's current and potential competitors (a) have substantially larger operational and financial resources, (b) own larger and more diverse networks, (c) are subject to less regulation and (d) have superior brand recognition.

Competition could adversely affect Windstream in several ways, including (1) the loss of customers and resulting revenue and market share, (2) the possibility of customers reducing their usage of Windstream's services or shifting to less profitable services, (3) Windstream's need to lower prices or increase marketing expenses to remain competitive and (4) Windstream's inability to diversify by successfully offering new products or services.

Windstream may not be able to compete successfully with cable operators that are subject to less stringent industry regulations.

Windstream faces competition from cable television companies providing voice service offerings. Voice offerings of cable operators are offered mainly under Competitive Local Exchange Carrier certificates obtained in states where they offer services and therefore are subject to fewer service quality or service reporting requirements. In addition, the rates or prices of the voice service offerings of cable companies are not subject to regulation. In contrast, Windstream's voice service rates or prices, in Windstream's capacity as an ILEC, are subject to regulation by various state public service commissions. Unlike cable operators, Windstream is also subject to carrier of last resort obligations, which generally obligates it to provide basic voice services to any person regardless of the profitability of such customer. As a result of these disadvantages, Windstream may not be able to compete successfully with cable companies in the offering of voice services.

Competition from wireless carriers is likely to continue to cause access line losses, which could adversely affect Windstream's operating results and financial performance.

Wireless competition has contributed to a reduction in Windstream's access lines, and generally has caused pricing pressure in the industry. As wireless carriers continue to expand and improve their network coverage while lowering their prices, some customers choose to stop using traditional wireline phone service and instead rely solely on wireless service. Windstream anticipates that this trend toward solely using wireless services will continue, particularly if wireless prices continue to decline and the quality of wireless services improves. In the future, it is expected that the number of access lines served by Windstream will continue to be adversely affected by wireless substitution and that industry-wide pricing pressure will continue. Windstream may not be able to compete successfully with these wireless carriers.

Table of Contents***Windstream could be harmed by rapid changes in technology.***

The communications industry is experiencing significant technological changes, particularly in the areas of VoIP, data transmission and wireless communications. Rapid technological developments in wireless, personal communications services, digital microwave, satellite, high-speed Internet radio services, local multipoint distribution services, meshed wireless fidelity, or WiFi, and other wireless technologies could result in the development of products or services that compete with or displace those offered by traditional local exchange carriers (LECs). For example, wireless companies are developing the next generation of wireless networks, including networks using long-term evolution (or LTE) and Worldwide Interoperability for Microwave Access (or WIMAX) technologies, that purport to support greater data transmission speeds over wireless networks. These new wireless technologies could result in greater competition and product substitution for Windstream's high-speed Internet services. Furthermore, the proliferation of replacement technologies impacting Windstream's wireline business could require Windstream to make significant additional capital investment in order to compete with other service providers that may enjoy network advantages that will enable them to provide services more efficiently or at a lower cost. Alternatively, Windstream may not be able to obtain timely access to new technology on satisfactory terms or incorporate new technology into its systems in a cost effective manner, or at all. If Windstream cannot develop new services and products to keep pace with technological advances, or if such services and products are not widely embraced by its customers, Windstream's results of operations could be adversely impacted.

Windstream provides services to its customers over access lines, and if Windstream continues to lose access lines like it has historically, its revenues, earnings and cash flows from operations could be adversely affected.

Windstream's business generates revenue by delivering voice and data services over access lines. Windstream has experienced net access line loss over the past few years. The number of access lines Windstream served declined by approximately 5.2 percent and 5.5 percent during the twelve month periods ended December 31, 2008 and June 30, 2009, respectively, due to a number of factors, including increased competition and wireless and high-speed Internet substitution. Windstream expects to continue to experience net access line loss in its markets. Windstream's inability to retain access lines could adversely affect its revenues, earnings and cash flow from operations.

Windstream is subject to various forms of regulation from the FCC and state regulatory commissions in the 16 states in which it operates, which limits its pricing flexibility for regulated voice and high-speed Internet products, subjects Windstream to service quality, service reporting and other obligations, and exposes it to the reduction of revenue from changes to the universal service fund or the inter-carrier compensation system.

As a provider of wireline communication services, Windstream has operating authority from each of the 16 states in which it conducts local service operations, and Windstream is subject to various forms of regulation from the regulatory commissions in each of these 16 states as well as from the FCC. State regulatory commissions have jurisdiction over local and intrastate services including, to some extent, the rates that Windstream charges customers and other telecommunications companies, and service quality standards. The FCC has primary jurisdiction over interstate services including the rates that Windstream charges other telecommunications companies that use its network and other issues related to interstate service. These regulations restrict Windstream's ability to adjust rates to reflect market conditions and affect its ability to compete and respond to changing industry conditions.

Future revenues, costs, and capital investment in Windstream's wireline business could be adversely affected by material changes to these regulations, including, but not limited to, changes in rules governing inter-carrier compensation, state and federal Universal Service Funds (USF) support, UNE and UNE-P pricing and requirements, and VoIP regulation. Federal and state communications laws may be amended in the future, and other laws may affect Windstream's business. In addition, certain laws and regulations applicable to Windstream and its competitors may be, and have been, challenged in the courts and could be changed at any time. Windstream cannot predict future developments or changes to the regulatory environment or the impact such developments or changes would have.

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In addition, these regulations could create significant compliance costs for Windstream. Delays in obtaining certifications and regulatory approvals could cause Windstream to incur substantial legal and administrative expenses, and conditions imposed in connection with such approvals could adversely affect the rates that Windstream is able to charge its customers. Windstream's business also may be affected by legislation and regulation imposing new or greater obligations related to assisting law enforcement, bolstering homeland security, minimizing environmental impacts, or addressing other issues that impact its business. For example, existing provisions of the Communications Assistance for Law Enforcement Act require communications carriers to ensure that their equipment, facilities, and services are able to facilitate authorized electronic surveillance. Windstream's compliance costs could increase if future legislation, regulations or orders continue to increase its obligations.

Changes to regulations could materially reduce Windstream's revenues from inter-carrier compensation.

Windstream's local exchange subsidiaries currently receive compensation from other telecommunications providers, including long distance companies, for origination and termination of interexchange traffic through network access charges that are established in accordance with state and federal laws. In 2008, Windstream recognized \$315.9 million in inter-carrier compensation, a 3 percent reduction from 2007 levels. In the six months ended June 30, 2009, Windstream recognized \$136.7 million in inter-carrier compensation revenues, a 16 percent reduction compared to the same period in 2008. This reduction in inter-carrier compensation revenue was primarily the result of decreases in minutes of use associated with wireless and cable voice competition and efforts by carriers to mask traffic to avail their traffic of lower inter-carrier compensation rates. Windstream expects inter-carrier revenues to continue to be unfavorably impacted by these trends in 2009.

On November 5, 2008, the FCC issued a further notice of proposed rulemaking (FNPRM) that sought comment on proposals that would change the rules governing inter-carrier compensation. Proposals considered by the FNPRM would significantly reduce inter-carrier compensation revenues over a ten-year period, classify VoIP/PSTN traffic as an information service, and adopt measures to ensure proper billing of phantom traffic. Adoption of the FCC's proposed plan could materially reduce Windstream's inter-carrier compensation revenue. Windstream does not know whether the FCC's proposed plan, or a substantially similar plan, will be adopted.

In 2008, Windstream received approximately 8% of its revenues from state and federal USF support, and any adverse regulatory developments with respect to these funds could adversely affect its profitability.

Windstream receives state and federal USF revenues to support the high cost of providing affordable telecommunications services in rural markets. Such support payments constituted approximately 8 percent of its revenues for the year ended December 31, 2008 and 7 percent for the six months ended June 30, 2009. A portion of such fees are based on relative cost and access line counts, and Windstream expects receipt of such fees to decline as it continues to reduce costs and lose access lines. Pending regulatory proceedings could, depending on the outcome, materially reduce its USF revenues.

In addition, the FCC is currently conducting a rulemaking proceeding to consider changes to the rules governing inter-carrier compensation. Windstream strongly supports regulatory reform. At this time, Windstream cannot predict the ultimate outcome of these proceedings or the impact on its revenues and expenses.

Windstream is required to make contributions to state and federal USF programs each year. Current state and federal regulations allow Windstream to recover these contributions by including a surcharge on its customers' bills. If state and/or federal regulations change, and Windstream becomes ineligible to receive support, such support is reduced, or Windstream becomes unable to recover the amounts it contributes to the state and federal USF programs from its customers, its earnings and cash flows from operations would be directly and adversely affected.

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Windstream's substantial debt could adversely affect its cash flow and impair its ability to raise additional capital on favorable terms.

As of December 31, 2008 and June 30, 2009, Windstream had approximately \$5.4 billion and \$5.2 billion in long-term debt outstanding, respectively. Windstream may also obtain additional long-term debt to meet future financing needs or to fund potential acquisitions, subject to certain restrictions under its existing indebtedness, which would increase its total debt. Windstream's substantial amount of debt could have negative consequences to its business. For example, Windstream's substantial amount of debt could:

increase Windstream's vulnerability to general adverse economic and industry conditions;

require Windstream to dedicate a substantial portion of cash flows from operations to interest and principal payments on outstanding debt, thereby limiting the availability of cash flow to fund future capital expenditures, working capital and other general corporate requirements;

limit Windstream's flexibility in planning for, or reacting to, changes in its business and the telecommunications industry;

place Windstream at a competitive disadvantage compared with competitors that have less debt; and

limit Windstream's ability to borrow additional funds, even when necessary to maintain adequate liquidity.

In addition, Windstream's ability to borrow funds in the future will depend in part on the satisfaction of the covenants in its credit facilities and its other debt agreements. If Windstream is unable to satisfy the financial covenants contained in those agreements, or are unable to generate cash sufficient to make required debt payments, the lenders and other parties to those arrangements could accelerate the maturity of some or all of its outstanding indebtedness.

Windstream may not generate sufficient cash flows from operations, or have future borrowings available under its credit facilities or from other sources sufficient to enable it to make its debt payments or to fund dividends and other liquidity needs. Windstream may not be able to refinance any of its debt, including its credit facilities, on commercially reasonable terms or at all. If Windstream is unable to make payments or refinance its debt, or obtain new financing under these circumstances, Windstream would have to consider other options, such as selling assets, issuing additional equity or debt, or negotiating with its lenders to restructure the applicable debt. Windstream's credit agreement and the indentures governing its senior notes may restrict, or market or business conditions may limit, its ability to do some of these things on favorable terms or at all.

As of June 30, 2009, Moody's Investors Service (Moody's), Standard & Poor's Corporation (S&P) and Fitch Ratings (Fitch) had granted Windstream the following senior secured and senior unsecured credit ratings:

Description	Moody's	S&P	Fitch
Senior secured credit rating	Baa3	BBB	BBB-
Senior unsecured credit rating	Ba3	BB	BB+
Corporate credit rating	Ba2	BB+	BB+
Outlook	Stable	Negative	Stable

Factors that could affect Windstream's short and long-term credit ratings would include, but are not limited to, a material decline in Windstream's operating results, increased debt levels relative to operating cash flows resulting from future acquisitions, increased capital expenditure requirements, or changes to its dividend policy. If Windstream's credit ratings were to be downgraded from current levels, it would incur higher interest costs on its borrowings, and its access to the public capital markets could be adversely affected.

Windstream does not expect the merger to have a negative impact on its credit rating.

Table of Contents***Windstream's operations require substantial capital expenditures.***

Windstream requires substantial capital to maintain, upgrade and enhance its network facilities and operations. During 2008, Windstream incurred \$317.5 million in capital expenditures. In addition, Windstream's current dividend practice utilizes a significant portion of its cash generated from operations and therefore limits its operating and financial flexibility and its ability to significantly increase capital expenditures. While Windstream has historically been able to fund capital expenditures from cash generated from operations, the other risk factors described in this section could materially reduce cash available from operations or significantly increase its capital expenditure requirements, and these outcomes could cause capital not to be available when needed. This could adversely affect Windstream's business.

Unfavorable changes in financial markets could adversely affect Windstream's pension plan investments resulting in material funding requirements to meet pension obligations.

Windstream's pension plan invests in marketable equity securities, including marketable debt and equity securities denominated in foreign currencies, which are exposed to changes in the financial markets. As of December 31, 2008, the fair market value of these investments, totaling \$654.0 million, declined 34.7 percent from approximately \$1,001.0 million at December 31, 2007, primarily due to declines in the market value of assets held. As a result of the decline in fair market value of these investments, Windstream expects to make future cash contributions to the plan, the amount and timing of which will depend on various factors including the finalization of funding regulations, future investment performance, changes in future discount rates and changes in demographics of the population participating in the Company's qualified pension plan. Returns generated on plan assets have historically funded a large portion of the benefits paid under Windstream's pension plan. Continued returns below its currently estimated long term rate of return of eight percent (8.0%) could significantly increase Windstream's contribution requirements, which could adversely affect Windstream's cash flows from operations.

Windstream's relationships with other communications companies are material to its operations and their financial difficulties may adversely affect Windstream.

Windstream originates and terminates calls for long distance carriers and other interexchange carriers over its network in exchange for access charges that represent a significant portion of Windstream's revenues. Should these carriers go bankrupt or experience substantial financial difficulties, Windstream's inability to timely collect access charges from them could have a negative effect on Windstream's business and results of operation.

Disruption in Windstream's networks and infrastructure may cause Windstream to lose customers and incur additional expenses.

To be successful, Windstream will need to continue to provide its customers with reliable service over its networks. Some of the risks to its networks and infrastructure include: physical damage to access lines, breaches of security, capacity limitations, power surges or outages, software defects and disruptions beyond its control, such as natural disasters and acts of terrorism. From time to time in the ordinary course of business, Windstream will experience short disruptions in its service due to factors such as cable damage, inclement weather and service failures of its third party service providers. Windstream could experience more significant disruptions in the future. Windstream could also face disruptions due to capacity limitations if changes in its customers' usage patterns for its high-speed Internet services result in a significant increase in capacity utilization, such as through increased usage of video or peer-to-peer file sharing applications. Disruptions may cause interruptions in service or reduced capacity for customers, either of which could cause Windstream to lose customers and incur expenses, and thereby adversely affect its business, revenue and cash flows.

Weak economic conditions may decrease demand for Windstream's services.

Windstream could be sensitive to economic conditions and downturns in the economy. Downturns in the economy and vendor concentration in the markets Windstream serves could cause its existing customers to reduce their purchases of its basic and enhanced services and make it difficult for Windstream to obtain new customers.

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Key suppliers may experience financial difficulties that may impact Windstream's operations.

Windstream purchases a significant amount of equipment from key suppliers to maintain, upgrade and enhance its network facilities and operations. Should these suppliers experience financial difficulties, it could adversely affect Windstream's business through increased prices to source purchases through alternative vendors or unanticipated delays in the delivery of equipment and services purchased.

Windstream's Data Center Migration could result in a material disruption to our operations

Windstream currently outsources the data centers for its information technology (IT) systems and internet service provider systems to a third party under a contract ending June 30, 2010. The third party service provider has provided notice that this contract will not be renewed, and Windstream will be required to relocate each of these data centers to a new location and service provider. The data center services to be migrated include managed mainframe services, output processing, IT support services, and data storage, and these data center services support most of Windstream's IT systems including billing, financial reporting, customer service, assignment and provisioning. While this data center migration will be a complex process, Windstream believes that it has sufficient time and resources to complete a successful migration. However, our inability to complete this migration successfully could result in a material disruption in our ability to service customers, process bills and perform other support services and could thereby adversely affect our business, revenue and cash flows.

Adverse developments in Windstream's relationship with its employees could adversely affect its business, financial condition or results of operations.

As of June 30, 2009, approximately 1,676 of its employees, or 24 percent of all of Windstream's employees, at various sites were covered by collective bargaining agreements. Windstream's relationship with these unions generally has been satisfactory, but occasional work stoppages have occurred. Within the last six years, one work stoppage occurred at its facility in Lexington, Kentucky, which involved approximately 350 employees and lasted approximately 120 days. Any work stoppages in the future could have a material adverse effect on Windstream's business, financial condition or results of operations.

Windstream is currently party to twenty (20) collective bargaining agreements with several unions, which expire at various times. In addition, the proposed Employee Free Choice Act (EFCA), if enacted, could increase organizational activity at locations where employees are currently not represented by a labor organization. Of its existing collective bargaining agreements, one (1) agreement, covering a total of approximately 55 New York employees as of June 30, 2009, is due to expire in 2009, and remains subject to continuing renewal negotiations. Historically, Windstream has succeeded in negotiating new collective bargaining agreements without work stoppages; however, no assurances can be given that Windstream will succeed in negotiating new collective bargaining agreements to replace the expiring ones without work stoppages. Increases in organizational activity or any future work stoppages could have a material adverse effect on its business, financial condition or results of operations.

Windstream cannot assure you that it will continue paying dividends at the current rate.

Windstream's board of directors has adopted a current dividend practice for the payment of quarterly cash dividends at a rate of \$0.25 per share of the Company's common stock. This practice can be changed at any time at the discretion of the board of directors, and Windstream's common stockholders should be aware that they have no contractual or other legal right to dividends. In addition, the other risk factors described in this section could materially reduce the cash available from operations or significantly increase Windstream's capital expenditure requirements, and these outcomes could cause capital not to be available when needed in an amount sufficient to support Windstream's current dividend practice. The amount of dividends that Windstream may distribute is also limited by restricted payment and leverage covenants in Windstream's credit facilities and indentures, and, potentially, the terms of any future indebtedness that Windstream may incur. The amount of

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dividends that Windstream may distribute is also subject to restrictions under Delaware law. If Windstream's board of directors were to adopt a change in its current dividend practice that resulted in a reduction in the amount of dividends, such change could have a material and adverse effect on the market price of Windstream's common stock.

In addition, the American Jobs and Growth Tax Relief Reconciliation Act of 2003 designated qualifying dividend payments on capital stock as long term capital gains, which capped the federal tax rate on these payments at fifteen percent (15%). The provisions of this act are set to expire in 2010, and if not renewed, dividends will become taxable as ordinary income to the shareholder at their current federal tax rate. This could adversely effect the market price of Windstream's common stock by decreasing the after tax yield of holding the stock.

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SPECIAL NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus, including information included or incorporated by reference in this proxy statement/prospectus, contains certain forward-looking statements, within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Generally, the words will, may, should, continue, believes, expects, intends, anticipates, estimates or similar expressions identify forward-looking and any statements regarding the benefits of the merger, or Windstream's or D&E Communications' expected financial condition, results of operations and business are also forward-looking statements. Without limiting the generality of the preceding sentence, the statements contained in the sections Risk Factors, The Merger Background of the Merger, The Merger Recommendation of the D&E Communications Board D&E Communications Reasons for the Merger, The Merger Financial Forecasts and The Merger Windstream's Reasons for the Merger including, without limitation, any forecasts, projections and descriptions of anticipated cost savings or other synergies referred to therein, and certain statements incorporated by reference from documents filed with the SEC by Windstream and D&E Communications including, without limitation, any statements contained herein or therein regarding the possible or assumed future results of operations of Windstream's and D&E Communications' businesses, the markets for Windstream's and D&E Communications' services and products, anticipated capital expenditures, regulatory developments, competition or the effects of the merger, and other statements contained or incorporated by reference herein regarding matters that are not historical facts constitute forward-looking statements.

These forward-looking statements involve known and unknown risks and uncertainties that are difficult to predict. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include, among others, the following factors:

Windstream's and D&E Communications' ability to complete the merger;

failure of D&E Communications shareholders to approve and adopt the merger agreement;

Windstream's ability to successfully integrate operations and to realize the synergies from the merger;

failure to obtain, delays in obtaining or adverse conditions contained in any required regulatory approvals;

Windstream's and D&E Communications' ability to effectively manage their regulatory compliance and service quality;

Windstream's and D&E Communications' ability to sell product offerings or enhanced services;

changes in accounting policies or practices;

changes in rates or traffic that are subject to access charges;

adverse changes in economic conditions, nationally and in the regions in which Windstream and D&E Communications operate;

the extent, timing, and overall effects of competition in the communications business;

continued access line loss;

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the impact of new, emerging or competing technologies;

the adoption of inter-carrier compensation and/or universal service reform proposals by the FCC or Congress that results in a significant loss of revenue to Windstream;

material changes in the communications industry generally that could adversely affect vendor relationships with equipment and network suppliers and customer relationships with wholesale customers;

material changes in communications technology;

the potential for adverse changes in the ratings given to Windstream's debt securities by nationally accredited ratings organizations;

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the availability and cost of financing in the corporate debt markets;

the effects of work stoppages;

unexpected results of litigation;

unexpected or unfavorable rulings by regulatory authorities in proceedings regarding universal service funds, inter-carrier compensation or other matters that could reduce revenues or increase expenses;

the impact of equipment failure, natural disasters or terrorist acts;

the effects of federal and state legislation, rules, and regulations governing the communications industry;

changes in Windstream's and D&E Communications' ability to manage their operations, costs and capital expenditures, to pay dividends and to reduce or refinance debt;

the effects of any unfavorable outcome with respect to any of Windstream's or D&E Communications' current or future legal, governmental, or regulatory proceedings, audits or disputes;

increased medical, retiree and pension expenses and related funding requirements;

Windstream's ability to successfully renegotiate expiring union contracts;

changes in income tax rates and tax laws; and

those factors listed under the heading "Risk Factors."

In addition to these factors, actual future performance, outcomes and results may differ materially because of other, more general, factors including (without limitation) general industry and market conditions and growth rates, economic conditions, and governmental and public policy changes.

Any forward-looking statements in this proxy statement/prospectus are not guarantees of future performance, and actual results, developments and business decisions may differ from those contemplated by those forward-looking statements, possibly materially. Windstream and D&E Communications disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section. See also "Where You Can Find More Information."

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THE COMPANIES

Windstream Corporation

Windstream is one of the largest providers of telecommunications services in rural communities in the United States, and based on the number of telephone lines in service, is the fifth largest local telephone company in the country. Windstream has focused its strategy on enhancing the value of its customer relationships by offering additional products and services and providing superior customer service. Windstream delivers one-stop shopping to customers with a full range of communications products and services that include voice and related features, high-speed Internet, long distance, network access and video. As of June 30, 2009, Windstream served approximately 3.0 million customers primarily located in rural areas in 16 states. Additionally, Windstream provides data services to more than 1.0 million high-speed Internet customers.

Windstream's wireline subsidiaries provide facilities-based services in 16 states and are primarily focused on rural America providing local telephone service to customers located in Alabama, Arkansas, Florida, Georgia, Kentucky, Mississippi, Missouri, Nebraska, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina and Texas. In addition, certain of Windstream's wireline subsidiaries serve as a competitive service provider in four states on both a facilities-based and resale basis, and, where necessary, have negotiated interconnection agreements with the appropriate incumbent local exchange carriers. Windstream's strategy is to provide voice and data service in combination with other services provided by subsidiaries of Windstream, including long distance and Internet services. Windstream's primary focus for marketing and selling these competitive services is directed toward business customers through the offering of competitively priced and reliable services.

Windstream is incorporated in Delaware. Windstream's principal executive offices are located at 4001 Rodney Parham Road, Little Rock, Arkansas 72212 and its telephone number is (501) 748-7000. Windstream's website is located at www.windstream.com. Information on Windstream's website is not incorporated into this proxy statement/prospectus.

Windstream common stock is listed on the NYSE under the trading symbol WIN.

Delta Merger Sub, Inc.

Delta Merger Sub, Inc., is a Delaware corporation and a direct wholly-owned subsidiary of Windstream. Merger Sub was organized on May 8, 2009 solely for the purpose of effecting the merger with D&E Communications. It has not carried on any activities other than in connection with the merger agreement. Merger Sub's principal place of business is located at 4001 Rodney Parham Road, Little Rock, Arkansas 72212, and its telephone number is (501) 748-7000.

D&E Communications, Inc.

D&E Communications, a Pennsylvania corporation organized in 1911, is a leading provider of broadband integrated communications services to residential and business customers in markets throughout the eastern half of Pennsylvania. D&E Communications has operated as an incumbent rural local exchange carrier in parts of Lancaster, Berks, Union, Lebanon, Chester, Montgomery, Lehigh and Northumberland counties in Pennsylvania since the early 1900s. In 1998, D&E Communications began operating as a competitive local exchange carrier (CLEC) and currently operates as a CLEC in the Lancaster, Reading, Harrisburg, State College, Pottstown, Williamsport and Altoona, Pennsylvania metropolitan areas. D&E Communications offers its customers a comprehensive package of communications services, including local and long distance telephone services, enhanced telephone services, network access services, dedicated data circuits, and communication services, such as broadband and dial-up Internet access services, business continuity and co-location services, web-hosting services, directory, voice over internet protocol services and, in certain of D&E Communications' markets, video services. D&E Communications also provides professional data and information technology services, computer support services, computer network design and monitoring services and sells computer equipment.

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D&E Communications principal corporate office is located at 124 East Main Street, Ephrata, Pennsylvania 17522 and its phone number is (717) 733-4101. D&E Communications website is located at www.decommunications.com. Information on D&E Communications website is not incorporated into this proxy statement/prospectus. Additional information about D&E Communications and its subsidiaries is included in documents incorporated by reference into this proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 96.

D&E Communications common stock is listed on The NASDAQ Global Select Market under the trading symbol DECC.

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THE SPECIAL MEETING

Date, Time and Place of the Special Meeting

We are sending you this proxy statement/prospectus as part of a solicitation of proxies by D&E Communications board of directors for use at the special meeting of D&E Communications shareholders. We are first mailing this proxy statement/prospectus, including a notice of the special meeting and a form of proxy, on or about August 10, 2009.

The special meeting is scheduled to be held at the Brossman Business Complex, 124 East Main Street, Ephrata, Pennsylvania 17522, on September 24, 2009, at 10:30 a.m., local time.

Purpose of the Special Meeting

The purpose of the special meeting is to vote on a proposal to approve and adopt the merger agreement. D&E Communications is not proposing any matters other than approval and adoption of the merger agreement at the D&E Communications special meeting.

Recommendation of D&E Communications Board of Directors

D&E Communications board of directors has unanimously approved and adopted the merger agreement. D&E Communications board has also unanimously determined that the merger agreement is advisable and in the best interests of D&E Communications and its shareholders and unanimously recommends that D&E Communications shareholders vote FOR the approval and adoption of the merger agreement. See The Merger Recommendation of the D&E Communications Board; D&E Communications Reasons for the Merger.

Required Vote

Approval and adoption of the merger agreement requires the affirmative vote of at least a majority of the outstanding shares of common stock of D&E Communications entitled to vote thereon. Each share of outstanding D&E Communications common stock entitles its holder to one vote.

If you hold your shares in an account with a broker or bank, you must instruct the broker or bank on how to vote your shares. If an executed proxy card returned by a broker or bank holding shares indicates that the broker or bank does not have authority to vote on the proposal to approve and adopt the merger agreement, the shares will be considered present at the meeting for purposes of determining the presence of a quorum, but will not be voted on the proposal to approve and adopt the merger agreement. This is called a broker non-vote and has the same effect as a vote against the approval and adoption of the merger agreement. Your broker or bank will vote your shares only if you provide instructions on how to vote by following the instructions provided to you by your broker or bank.

Beneficial Ownership of D&E Communications Stock by Directors and Executive Officers

As of the record date, directors and executive officers of D&E Communications as a group beneficially owned and had the right to vote shares of D&E Communications common stock entitling them to collectively cast approximately 10% of the votes entitled to be cast at the special meeting.

Record Date

D&E Communications board of directors has fixed the close of business on August 17, 2009 as the record date for the special meeting. At that date, there were 10,000,000 shares of D&E Communications common stock outstanding. Only shareholders of record on the record date will receive notice of and be entitled to vote at the special meeting. No other voting securities of D&E Communications are outstanding.

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Quorum

A majority of the shares of D&E Communications common stock entitled to vote at the special meeting must be present at the special meeting, either in person or by proxy, in order for there to be a quorum at the special meeting. There must be a quorum in order for the vote on the merger agreement to be taken.

We will count the following shares of D&E Communications common stock as present at the special meeting for purposes of determining whether or not there is a quorum:

shares held by persons who attend or are represented at the D&E Communications special meeting whether or not the shares are voted;

shares for which D&E Communications received properly executed proxies; and

shares held by brokers or banks in nominee or street name for beneficial owners if those brokers or banks return an executed proxy card indicating that the beneficial owner has not given the broker or bank specific instructions on how to vote those shares.

Proxies

Whether or not you plan to attend the special meeting in person you should submit your proxy as soon as possible. Shareholders whose shares of D&E Communications common stock are registered in their own name may submit their proxies (i) by filling out and signing the proxy card, and then mailing their signed proxy card in the enclosed envelope; (ii) authorizing the voting of their shares over the Internet at <http://www.proxyvoting.com/decc>; or (iii) by calling 1-866-540-5760 and by following the instructions on the enclosed proxy card. Authorizations submitted over the Internet or by telephone must be received by 11:59 p.m. Eastern time on September 23, 2009. Shareholders whose shares are held in street name must follow the instructions provided by their broker or bank to vote their shares.

All properly submitted proxies received by D&E Communications before the special meeting that are not revoked prior to being voted at the special meeting will be voted at the special meeting in accordance with the instructions indicated on the proxies or, if no instructions were provided, FOR approval and adoption of the merger agreement.

Proxies marked Abstain will not be voted at the special meeting. Because the affirmative vote of holders of D&E Communications common stock representing at least a majority of all the votes entitled to be cast is required to approve and adopt the merger agreement, abstentions and broker non-votes will have the same effect as votes against approval and adoption of the merger agreement. Accordingly, D&E Communications board of directors urges you to promptly submit your proxy.

Other Matters

As of the date of this proxy statement/prospectus, D&E Communications board of directors knows of no other matters that will be presented for consideration at the special meeting other than as described in this proxy statement/prospectus. If any other matters properly come before the special meeting of D&E Communications shareholders, or any adjournments or postponements of the special meeting are proposed, and are properly voted upon, the enclosed proxies will give the individuals that D&E Communications shareholders name as proxies discretionary authority to vote the shares represented by these proxies as to any of these matters. The individuals named as proxies intend to vote or not to vote in accordance with the recommendation of D&E Communications board of directors.

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Revocation

Your grant of a proxy on the enclosed proxy card does not prevent you from voting in person or otherwise revoking your proxy at any time before it is voted at the special meeting. If your shares of D&E Communications common stock are registered in your own name, you can revoke your proxy, by:

delivering a notice of revocation or delivering a later-dated proxy to D&E Communications, Inc., 124 East Main Street, Ephrata, Pennsylvania 17522, Attn: Thomas E. Morell, Corporate Secretary;

submitting a proxy card with a later date at the special meeting;

submitting another vote over the Internet or telephone; or

appearing at the special meeting and voting in person but please note that simply attending the meeting will not revoke your proxy, as you must vote at the special meeting in order to revoke a prior proxy.

Your last vote is the vote that will be counted. Attendance at the special meeting will not, in and of itself, revoke a proxy.

If you have instructed a broker or bank to vote your shares, you must follow the instructions received from your broker or bank if you wish to change those instructions.

Solicitation of Proxies

In addition to soliciting proxies by mail, officers, directors and employees of D&E Communications, without receiving additional compensation, may solicit proxies by telephone, in person or by other means. Arrangements also will be made with brokerage firms and other custodians, nominees and fiduciaries to forward proxy solicitation materials to the beneficial owners of D&E Communications common stock held of record by those persons, and D&E Communications will reimburse these brokerage firms, custodians, nominees and fiduciaries for related, reasonable out-of-pocket expenses they incur. D&E Communications has also made arrangements with Georgeson Inc. to assist in its solicitation of proxies and in communicating with shareholders regarding the merger agreement and the merger. D&E Communications has agreed to pay Georgeson Inc. a fee of approximately \$8,000 plus reasonable out-of-pocket expenses for its services. The costs of the solicitation will be borne by D&E Communications. Windstream and D&E Communications will pay their respective expenses incurred in connection with the merger agreement and have each agreed to pay one-half of the cash and expenses incurred in connection with the filing, printing and mailing of this proxy statement/prospectus.

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THE MERGER

General

On May 10, 2009, D&E Communications board of directors unanimously approved and adopted the merger agreement that provides for the acquisition by Windstream of D&E Communications through a merger of D&E Communications with and into Merger Sub, a newly formed and wholly-owned subsidiary of Windstream. After the merger, Merger Sub will be the surviving entity and the separate corporate existence of D&E Communications will cease. At the effective time, each share of D&E Communications common stock (other than shares owned by D&E Communications, Windstream and Merger Sub) will be converted into the right to receive a combination of \$5.00 in cash, without interest, and 0.650 shares of Windstream common stock. For information regarding the treatment of stock options and restricted stock, see The Merger Agreement Restricted Stock and Stock Options. The merger agreement provides that the merger consideration and any other amounts payable in conjunction with the merger consideration will be adjusted appropriately if, during the period between the date of the merger agreement and the effective time of the merger, the outstanding shares of D&E Communications common stock or Windstream common stock are changed in any way by reason of any reclassification, recapitalization, stock split or combination, exchange or readjustment of shares, or any stock dividend on any such outstanding shares with a record date during such period, or any other similar event.

Background of the Merger

In late 2008, the D&E Communications board of directors began to consider, in light of market conditions, trends and uncertainties in the telecommunications industry and periodic unsolicited inquiries from parties potentially interested in acquiring the company, D&E Communications' strategic plan and potential alternatives designed to maintain the competitiveness of D&E Communications in the telecommunications industry and to enable D&E Communications to enhance its value to its shareholders and customers and to the communities in which it operates.

In its evaluation, the D&E Communications board of directors recognized that D&E Communications faced challenges given the changing competitive and economic environment. As described in detail in its filings with the SEC, D&E Communications faces various uncertainties and risks that require its management to attempt to balance several aspects of its business. D&E Communications' wireline segment has been the primary contributor to cash flow which has been used both to pursue its business plan to be a leading, regional broadband integrated communications provider and to provide a current return on investment to its shareholders in the form of a dividend. However, given D&E Communications' limited resources in an uncertain telecommunications industry, in terms of technology, competition and regulation, the D&E Communications board of directors believed that D&E Communications might not be in a position to pursue every possible opportunity for development and, accordingly, decided that critical decisions needed to be made in choosing among various strategic alternatives.

The D&E Communications board of directors' focus in reviewing strategic alternatives was to balance D&E Communications' short-term goals of maintaining its wireline business and dividend return and its long-term goals of providing voice, data and video services via a next generation, IP-based network. While D&E Communications had a large number of shareholders who were accustomed to regular quarterly dividends, maintaining the dividend payout, which continued to be a fundamental goal of D&E Communications board of directors and an expenditure that management planned for annually, was viewed by the D&E Communications board of directors as possibly more challenging going forward in light of the competitive environment in which the company currently operates. Cash requirements of D&E Communications' business included the required payments of principal and interest on D&E Communications' long-term debt and restrictions under its financing facilities, the latter including an annual limitation of \$10,000,000 in dividends and stock repurchases, the requirement to remain in compliance with financial covenants, contributions to D&E Communications' employee pension plans and the continuing capital investments necessary to compete in a changing competitive

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and technological environment. In addition, to the extent that the D&E Communications board of directors needed to consider, in the future, a decrease or an elimination of its dividend payout, there was a concern that a decrease in the dividend could cause a decline in the market price of D&E Communications common stock.

In addition, the D&E Communications board of directors considered the fact that the then current market price of D&E Communications common stock was perceived to be low relative to industry valuations and peer company market values. Market sources indicated that a principal reason for D&E Communications' low relative share price was the lack of a market following as measured by the average daily trading volume of D&E Communications common stock and limited equity research analyst coverage due to D&E Communications' relatively small equity market capitalization compared to others in its industry. The D&E Communications board of directors considered growth via acquisitions using stock as consideration as a challenging alternative for D&E Communications given its low share price (and the resulting dilution to existing shareholders). To assist the D&E Communications board of directors in this process of considering strategic alternatives, D&E Communications engaged Credit Suisse as its financial advisor.

On January 8, 2009, the D&E Communications board of directors held a meeting to discuss certain potential strategic alternatives for D&E Communications, including pursuing its current business plan as a stand-alone company, either through strategic relationships or potential acquisitions, or engaging in a strategic transaction, such as a merger or sale of the company. After discussion, the board of directors determined to continue to evaluate D&E Communications' strategic alternatives and authorized members of D&E Communications management and representatives of Credit Suisse to begin soliciting preliminary indications of interest from selected third parties that might be interested in acquiring D&E Communications based on perceived strategic fit and potential ability and willingness to pay a premium price for D&E Communications.

During January and February 2009, in accordance with the directives of the D&E Communications board of directors, representatives of Credit Suisse contacted two strategic parties, referred to as Party A and Party B, that satisfied the criteria outlined by the D&E Communications board of directors at its January 8, 2009 meeting, and held discussions with these parties to gauge their interest in a potential strategic transaction with D&E Communications.

After execution of confidentiality agreements, representatives of D&E Communications met with senior management teams at both Party A and Party B to conduct management presentations and provided both Party A and Party B with written due diligence materials concerning the business, legal, accounting and financial operations of D&E Communications.

On February 25, 2009, Party A and Party B each submitted preliminary indications of interest to D&E Communications proposing to acquire the company in all-stock transactions.

On February 26, 2009, the D&E Communications board of directors met to review these preliminary indications of interest. Following extensive discussions, the D&E Communications board of directors authorized and directed D&E Communications management and Credit Suisse to contact other companies in the telecommunications industry that might be interested in a potential acquisition of D&E Communications.

Thereafter and continuing into March 2009, Credit Suisse, in accordance with the directives of the D&E Communications board of directors and management, contacted seven other companies in the telecommunications industry that might be interested in a potential acquisition of D&E Communications, including Windstream. After executing confidentiality agreements with each of the seven companies pursuant to which each company agreed not to disclose information provided by D&E Communications in the course of their consideration of a potential transaction, representatives of D&E Communications met with senior management teams of each company to conduct management presentations and provided each company with written due diligence materials concerning the business, legal, accounting and financial operations of D&E Communications.

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Pursuant to a deadline which was part of a bid process, on April 8, 2009, Party A reaffirmed its previously submitted indication of interest (which contained significant financing contingencies), Party B lowered its bid and three new parties, including Windstream, submitted initial indications of interest. Windstream's initial indication of interest provided for a cash and stock transaction in which each outstanding share of D&E Communications common stock would be converted into \$2.00 in cash and 0.600 of a share of Windstream common stock.

On April 9, 2009, the D&E Communications board of directors held a meeting to discuss the indications of interest the company had received. Members of D&E Communications management and representatives of D&E Communications' legal counsel, Barley Snyder LLC, referred to as Barley Snyder, and Credit Suisse also participated in the meeting. Credit Suisse discussed with the D&E Communications board of directors financial matters relating to the indications of interest. Barley Snyder then reviewed with D&E Communications board of directors the process for a possible strategic transaction and confidentiality procedures, stock trading restrictions and the fiduciary duties of D&E Communications directors in connection with pursuing a possible strategic transaction, including a sale of the company. This review was similar to previous presentations on these topics provided to the D&E Communications board of directors by Barley Snyder from time to time. In evaluating the indications of interest, the D&E Communications board of directors expressed an interest for a transaction that included a mix of cash and stock consideration because the board of directors believed that the cash portion could be more attractive to D&E Communications shareholders given that it would provide a fixed value for a portion of the merger consideration and the stock portion of the merger consideration would allow D&E Communications shareholders to maintain all or a portion of their investment in a telecommunications company. D&E Communications board of directors authorized and directed representatives of Credit Suisse to invite Windstream, Party A and Party B to continue in the bid process. Both Windstream and Party A elected to continue in the process (although Party A requested that D&E Communications agree to conduct exclusive negotiations with Party A). Party B declined to move forward. D&E Communications did not believe it was appropriate to grant exclusivity to Party A at that time. After a series of discussions between D&E Communications and Party A, Party A agreed to continue in the process without entering into exclusive negotiations.

Beginning on April 21, 2009, D&E Communications initiated a due diligence review of Party A, in particular, Party A's ability to fulfill the significant financing contingencies it included in its indication of interest. D&E Communications and Party A, together with their respective financial advisors, met on two occasions to explore a possible merger and to discuss Party A's financing contingencies. These financing contingencies included obtaining consent from D&E Communications' lenders to refinance D&E Communications' existing credit facilities (which contained provisions allowing the lenders to demand full payment of principal and accrued but unpaid interest on the outstanding balance upon a change of control) and to obtain consents from Party A's lenders that might be required under certain circumstances to effect a transaction with D&E Communications.

During April 2009, Windstream conducted due diligence on D&E Communications.

On May 1, 2009, Party A reaffirmed its previously submitted indication of interest for an all-stock transaction with a fixed exchange ratio, which was still subject to significant financing contingencies. In addition, Party A indicated that it would no longer proceed with discussions unless it was granted exclusivity. Based on the closing price of Party A's common stock on May 1, 2009, Party A's proposal implied a value of \$11.40 per share. Subsequently, in accordance with the directives of the D&E Communications board of directors, representatives of Credit Suisse contacted Windstream and requested that Windstream submit a revised indication of interest by May 3, 2009.

On May 3, 2009, Windstream submitted a revised indication of interest for a cash and stock transaction in which each outstanding share of D&E Communications common stock would be converted into the right to receive \$5.00 in cash and 0.560 of a share of Windstream common stock. Based on the closing price of Windstream's common stock on May 1, 2009, Windstream's proposal implied a value of \$9.74 per share. Windstream's proposal was not subject to a financing condition.

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On May 4, 2009, the D&E Communications board of directors met to review the indications of interest. Members of D&E Communications management and representatives of Barley Snyder and Credit Suisse also participated. At this meeting, Credit Suisse discussed with the D&E Communications board of directors certain financial and structural aspects of each indication of interest. Pursuant to an invitation from D&E Communications board, Windstream's president and chief executive officer addressed the D&E Communications board of directors. The chief executive officer of Party A was also invited to address the D&E Communications board of directors, but was unable to do so due to a scheduling conflict. Based on the due diligence performed on Party A by D&E Communications, the D&E Communications board of directors determined that Windstream's revised indication of interest was superior to Party A's proposal based on a number of factors, including: (i) a greater likelihood that Windstream would be able to consummate a transaction given concerns as to Party A's ability to fulfill the financing contingencies included in its proposal; (ii) a concern that Party A may not be able to continue the level of its dividend payout (which was higher on a per share basis than the dividend payout of Windstream) after consummating a transaction; (iii) the substantial level of indebtedness of Party A; and (iv) the fact that the implied value of Party A's all-stock fixed exchange ratio proposal would be subject to more market volatility than the cash and stock merger consideration proposed by Windstream. After considerable discussion, the D&E Communications board of directors directed D&E Communications management and advisors to continue discussions with Windstream and attempt to increase Windstream's indication of interest.

Later on May 4, 2009, after extensive negotiations between representatives of D&E Communications and Windstream, Windstream submitted a further revised indication of interest for a cash and stock transaction in which each share of D&E Communications common stock would be converted into the right to receive \$5.00 per outstanding share in cash and 0.650 of a share of Windstream common stock. Windstream also requested that D&E Communications agree to enter into exclusive negotiations with Windstream. Based on the closing price of Windstream's common stock on May 4, 2009, Windstream's revised proposal implied a value of \$10.57 per share of D&E Communications common stock. D&E Communications board of directors reviewed Windstream's revised indication of interest with D&E Communications management and representatives of Credit Suisse and Barley Snyder. D&E Communications board of directors then authorized D&E Communications management to enter into exclusive negotiations with Windstream.

On May 5, 2009, D&E Communications executed a confidentiality agreement with Windstream covering information provided by Windstream to D&E Communications and initiated its due diligence review of Windstream. Also on May 5, 2009, Barley Snyder provided a draft merger agreement to Windstream and its advisors and, over the course of the next several days, representatives of D&E Communications and Windstream negotiated the definitive agreement.

On May 6, 2009, the Windstream board of directors approved the merger consideration and authorized Windstream's president and chief executive officer to complete negotiations of the definitive merger agreement.

On May 9, 2009, Windstream's president and chief executive officer updated the Windstream board of directors on the status of the negotiations of the definitive merger agreement.

On May 10, 2009, the D&E Communications board of directors met to discuss the potential merger with Windstream. Members of D&E Communications management and representatives of Barley Snyder and Credit Suisse also attended the meeting. Barley Snyder reviewed with the D&E Communications board of directors the terms of the proposed merger agreement that had been negotiated with Windstream and the fiduciary duties of the D&E Communications board of directors in the matters under consideration. Also at this meeting, Credit Suisse reviewed with the D&E Communications board of directors its financial analysis of the merger consideration and rendered to the D&E Communications board of directors an oral opinion, confirmed by delivery of a written opinion dated May 10, 2009, to the effect that, as of that date and based on and subject to the matters described in the opinion, the merger consideration to be received by the holders of D&E Communications common stock was fair, from a financial point of view, to such holders. After discussion, the D&E Communications board of directors voted unanimously to approve and adopt the merger agreement with Windstream and to recommend that D&E Communications shareholders vote to approve the merger agreement.

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Following the meeting, D&E Communications and Windstream executed the merger agreement and related documents.

Prior to the opening of the U.S. financial markets on May 11, 2009, D&E Communications and Windstream announced the execution of the merger agreement.

Recommendation of the D&E Communications Board; D&E Communications Reasons for the Merger

At a special meeting of the D&E Communications board of directors held on May 10, 2009, the D&E Communications board of directors determined that the merger was advisable and in the best interests of D&E Communications and its shareholders and unanimously approved and adopted the merger agreement. Accordingly, the D&E Communications board of directors recommends that D&E Communications shareholders vote FOR approval of the merger agreement at the special meeting.

In evaluating the proposed merger, the D&E Communications board of directors consulted with D&E Communications management and legal and financial advisors and in reaching its decision to approve and adopt the merger agreement, and to recommend that D&E Communications shareholders vote to approve the merger agreement, the D&E Communications board of directors considered a variety of factors weighing in favor of the merger, including the factors listed below:

the potential impact on D&E Communications revenue streams of increasing competition, an uncertain regulatory environment and changing intercarrier compensation methods;

the strategic alternatives process conducted by D&E Communications involving multiple potentially interested parties and the possible alternatives to the merger (including the possibility of continuing to operate D&E Communications as an independent entity), the range of possible benefits to D&E Communications shareholders of such alternatives relative to D&E Communications prospects on a standalone basis and the timing and likelihood of accomplishing the goal of any such alternatives;

familiarity of the D&E Communications board of directors with the business, operations, properties and assets, financial condition, competitive position, business strategy and prospects of D&E Communications (as well as the risks involved in achieving those prospects), and the current environment for the telecommunications industry in which D&E Communications competes, and current industry, economic and market conditions, both on a historical and prospective basis;

the risk factors relating to D&E Communications stated in its filings with the SEC;

the implied value of \$10.88 per share of the merger consideration (based on the closing price of Windstream common stock on May 8, 2009, the last trading day prior to public announcement of the execution of the merger agreement), with each outstanding share of D&E Communications common stock to be exchanged for \$5.00 in cash and 0.650 of a share of Windstream common stock. The D&E Communications board of directors noted that the closing price of D&E Communications common stock ranged from \$4.96 to \$7.65 from January 1, 2009 to May 8, 2009 and was \$6.75 on May 8, 2009;

the value of the merger consideration, which implied a premium of 61% to D&E Communications closing share price on May 8, 2009 and 89% to D&E Communications 30-calendar day average closing share price, and 95% to D&E Communications 60-calendar day average closing share price, as of May 8, 2009;

the fact that the per share merger consideration includes \$5.00 in cash, providing a level of certainty as to a portion of the merger consideration;

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the liquid market for Windstream's common stock, allowing shareholders who wished to do so to convert the stock portion of the merger consideration into cash;

the ability of D&E Communications shareholders to receive the Windstream common stock portion of the merger consideration on a tax-free basis;

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the fact that Windstream currently pays a dividend on its common stock at an effective dividend rate that is 30% higher than the current dividend rate paid by D&E Communications, after adjustment for the exchange ratio;

the stock portion of the merger consideration would allow D&E Communications shareholders to maintain a portion of their investment in a telecommunications company and to continue to receive a dividend;

the fact that Windstream did not need to obtain new financing arrangements to fund the cash component of the merger consideration;

the D&E Communications board of directors' view of the likelihood that the proposed merger will be consummated in light of the experience, reputation and financial capability of Windstream;

creation of a combined company with greater scale of markets and revenues and increased ability to implement strategic plans;

the expected capital structure, market capitalization and strengthened balance sheet of the combined company after the merger, including the potential for the combined company to participate in further industry consolidation and other strategic opportunities;

the potential long-term impact of the transaction on D&E Communications' employees and on the communities and customers that D&E Communications serves, which the D&E Communications board of directors believed to be favorable;

information concerning the financial condition, results of operations and prospects of Windstream, including the long-term equity growth potential of Windstream and Windstream's operational experience in Pennsylvania, and D&E Communications board of directors' view, based on such information, that Windstream would have the ability to provide comprehensive communications services in relevant markets and the financial resources to serve the communications needs of the local communities served by D&E Communications;

the recent successful acquisitions completed by Windstream and the D&E Communications board of directors' view, based on such information, that there was a high likelihood that Windstream would be able to consummate the merger and pay the merger consideration;

the opinion and presentation, dated May 10, 2009, of Credit Suisse to the D&E Communications board of directors as to the fairness, from a financial point of view and as of the date of the opinion, of the merger consideration to be received by the holders of D&E Communications common stock, as more fully described below under the caption "Opinion of Financial Advisor to D&E Communications"; and

the terms of the merger agreement that provide that, under certain circumstances and subject to certain conditions, D&E Communications can furnish information to and conduct negotiations with a third party in connection with an unsolicited potential superior proposal for a business combination or acquisition of D&E Communications and, further, that D&E Communications can terminate the merger agreement with Windstream for a superior proposal.

The D&E Communications board of directors also considered potential drawbacks or risks relating to the merger, including the following:

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the value of the Windstream common stock portion of the merger consideration could decline prior to consummation of the merger, thereby causing the value of the merger consideration to decline;

the fact that the cash portion of the merger consideration may be taxable to D&E Communications shareholders for United States federal income tax purposes, as explained in [Material United States Federal Income Tax Consequences](#) ;

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the fact that the Windstream stock component of the merger agreement will continue to subject D&E Communications shareholders to the risks inherent in the integrated communications provider industry;

the fact that the combined company will have increased leverage as compared to D&E Communications on a standalone basis;

the covenants in the merger agreement restricting the conduct of D&E Communications' business prior to the consummation of the merger only to activities in the ordinary course consistent with past practice, as well as various other operational restrictions on D&E Communications prior to the consummation of the merger;

the provision in the merger agreement requiring D&E Communications to pay a termination fee in the amount of approximately \$5.5 million if the merger agreement is terminated under certain circumstances;

the risks and costs to D&E Communications if the transaction does not close, which risks and costs result from the extensive efforts that would be required to attempt to complete the transaction, the significant distractions which D&E Communications' employees will experience during the pendency of the transaction and the transaction costs that will be incurred even if the merger is not consummated;

the potential payments D&E Communications or Windstream may be required to make under the transaction award and transition award programs as described below under the caption "Interests of Certain Persons in the Merger", although the D&E Communications board of directors believes that such payments are reasonable and appropriate in relation to the benefits to D&E Communications in connection with the merger;

the impact on the employees of D&E Communications due to reductions in force that will be necessary for Windstream to achieve its projected synergies associated with the transaction; and

the possibility that, notwithstanding the provisions of the merger agreement permitting D&E Communications to terminate the merger agreement in connection with a superior proposal, the termination fee payable upon such termination might discourage other parties that might have an interest in a business combination with, or an acquisition of, D&E Communications.

The foregoing discussion addresses the material factors considered by the D&E Communications board of directors in its consideration to adopt and approve the merger agreement, including factors that support the merger as well as those that may weigh against it. In view of the variety of factors and the amount of information considered, the D&E Communications board of directors did not find it practicable to, and did not make specific assessments of, quantify or otherwise assign relative weights to the specific factors considered in reaching its determination. The determination to adopt and approve the merger agreement was made after consideration of all of the factors as a whole and the foregoing discussion does not necessarily contain all of the factors considered by the D&E Communications board of directors as a whole or by individual directors. In addition, individual members of the D&E Communications board of directors may have given different weights to different factors.

Opinion of Financial Advisor to D&E Communications

D&E Communications retained Credit Suisse to act as D&E Communications' financial advisor in connection with the merger. In connection with Credit Suisse's engagement, D&E Communications requested that Credit Suisse evaluate the fairness, from a financial point of view, of the merger consideration to be received by the holders of D&E Communications common stock. On May 10, 2009, at a meeting of the D&E Communications board of directors held to evaluate the proposed merger, Credit Suisse rendered to the D&E Communications board of directors an oral opinion, which opinion was confirmed by delivery of a written opinion dated May 10, 2009, to the effect that, as of that date and based on and subject to the matters described in its opinion, the merger consideration to be received by holders of D&E Communications common stock was fair, from a financial point of view, to such holders.

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The full text of Credit Suisse's written opinion, dated May 10, 2009, to the D&E Communications board of directors, which sets forth, among other things, the procedures followed, assumptions made, matters considered and limitations on the scope of review undertaken, is attached as *Annex B* and is incorporated into this proxy statement/prospectus by reference in its entirety. **Credit Suisse's opinion was provided to the D&E Communications board of directors for its information in connection with its evaluation of the merger consideration. The opinion addresses only the fairness of the merger consideration from a financial point of view, does not address any other aspect of the proposed merger and does not constitute advice or a recommendation to any shareholder as to how such shareholder should vote or act on any matter relating to the proposed merger.**

In arriving at its opinion, Credit Suisse reviewed the merger agreement and certain publicly available business and financial information relating to D&E Communications and Windstream. Credit Suisse also reviewed certain other information relating to D&E Communications and Windstream, including financial forecasts relating to D&E Communications and publicly available research analysts' estimates relating to Windstream, provided to or discussed with Credit Suisse by D&E Communications and Windstream, and met with the managements of D&E Communications and Windstream to discuss D&E Communications' and Windstream's respective businesses and prospects. Credit Suisse also considered certain financial and stock market data of D&E Communications and Windstream, and compared that data with similar data for other publicly held companies in businesses Credit Suisse deemed relevant in evaluating D&E Communications and Windstream, and considered, to the extent publicly available, the financial terms of certain other transactions which had been effected or announced. Credit Suisse also considered such other information, financial studies, analyses and investigations and financial, economic and market criteria which it deemed relevant.

In connection with its review, Credit Suisse did not independently verify any of the foregoing information and assumed and relied on such information being complete and accurate in all material respects. With respect to the financial forecasts for D&E Communications that Credit Suisse used in its analyses, D&E Communications management advised Credit Suisse, and Credit Suisse assumed, with D&E Communications consent, that such forecasts were reasonably prepared on bases reflecting the best currently available estimates and judgments of D&E Communications management as to D&E Communications' future financial performance. With respect to the publicly available research analysts' estimates for Windstream that Credit Suisse used in its analyses, Credit Suisse reviewed and discussed such forecasts with the management of D&E Communications and Windstream and assumed, with D&E Communications' consent, that such forecasts represent reasonable estimates and judgments with respect to Windstream's future financial performance. Credit Suisse also assumed, with D&E Communications' consent, that the merger would qualify as a reorganization for federal income tax purposes. Credit Suisse further assumed, with D&E Communications' consent, that in the course of obtaining any regulatory or third party consents, approvals or agreements in connection with the merger, no delay, limitation, restriction or condition would be imposed that would have an adverse effect on D&E Communications, Windstream or the contemplated benefits of the merger and that the merger would be consummated in accordance with the terms of the merger agreement without waiver, modification or amendment of any material term, condition or agreement. Credit Suisse was not requested to, and did not, make an independent evaluation or appraisal of the assets or liabilities, contingent or otherwise, of D&E Communications or Windstream, and Credit Suisse was not furnished with any such evaluations or appraisals.

Credit Suisse's opinion addressed only the fairness, from a financial point of view and as of the date of its opinion, to the holders of D&E Communications common stock of the merger consideration and did not address any other aspect or implication of the merger or any other agreement, arrangement or understanding entered into in connection with the merger or otherwise or the fairness of the amount or nature of, or any other aspect relating to, any compensation to any officers, directors or employees of any party to the merger, or class of such persons, relative to the merger consideration or otherwise. The issuance of Credit Suisse's opinion was approved by Credit Suisse's authorized internal committee. Credit Suisse's opinion was necessarily based upon information made available to it as of the date of its opinion and financial, economic, market and other conditions as they existed and could be evaluated on the date of its opinion. These conditions have been and remain subject to

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extraordinary levels of volatility and uncertainty, and Credit Suisse expressed no view as to the impact of such volatility and uncertainty on D&E Communications, Windstream or the merger. Credit Suisse did not express any opinion as to what the value of shares of Windstream common stock actually would be when issued to the holders of D&E Communications common stock pursuant to the merger or the prices at which shares of D&E Communications common stock or Windstream common stock would trade at any time. Credit Suisse's opinion did not address the relative merits of the merger as compared to alternative transactions or strategies that might be available to D&E Communications, nor did it address the underlying business decision of D&E Communications to proceed with the merger. Except as described above, D&E Communications imposed no other limitations on Credit Suisse with respect to the investigations made or procedures followed in rendering its opinion.

In preparing its opinion to the D&E Communications board of directors, Credit Suisse performed a variety of financial and comparative analyses, including those described below. The summary of Credit Suisse's analyses described below is not a complete description of the analyses underlying Credit Suisse's opinion. The preparation of a fairness opinion is a complex process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. Credit Suisse arrived at its ultimate opinion based on the results of all analyses undertaken by it and assessed as a whole and did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis. Accordingly, Credit Suisse believes that its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying its analyses and opinion.

In its analyses, Credit Suisse considered industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond D&E Communications' and Windstream's control. No company, transaction or business used in Credit Suisse's analyses is identical to D&E Communications, Windstream or the proposed merger, and an evaluation of the results of those analyses is not entirely mathematical. Rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies, business segments or transactions analyzed. The estimates contained in Credit Suisse's analyses and the ranges of valuations resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by the analyses. In addition, analyses relating to the value of businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold. Accordingly, the estimates used in, and the results derived from, Credit Suisse's analyses are inherently subject to substantial uncertainty.

Credit Suisse was not requested to, and it did not, recommend the specific consideration payable in the proposed merger, which merger consideration was determined through negotiations between D&E Communications and Windstream, and the decision to enter into the merger agreement was solely that of the D&E Communications board of directors. Credit Suisse's opinion and financial analyses were only one of many factors considered by the D&E Communications board of directors in its evaluation of the proposed merger and should not be viewed as determinative of the views of D&E Communications board of directors or management with respect to the merger or the merger consideration.

The following is a summary of the material financial analyses reviewed with the D&E Communications board of directors on May 10, 2009 in connection with Credit Suisse's opinion. **The financial analyses summarized below include information presented in tabular format. In order to fully understand Credit Suisse's financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the**

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methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Credit Suisse's financial analyses. For purposes of the financial analyses summarized below, the implied merger consideration value refers to an implied merger consideration of \$10.88 per share based on \$5.00 per share in cash and 0.650 of a share of Windstream common stock (assuming the closing price of \$9.05 for Windstream common stock as of May 8, 2009, the last trading day prior to the public announcement of the execution of the merger agreement on May 10, 2009). For purposes of the selected companies analyses summarized below, enterprise value was calculated as equity value, based on closing stock price on May 8, 2009, plus debt, less cash and other adjustments (including adjustments for net operating losses and other corporate adjustments, to the extent publicly disclosed) and leveraged free cash flows, referred to as LFCF, were calculated as earnings before interest, taxes, depreciation and amortization, referred to as EBITDA, less cash interest expense, capital expenditures, cash taxes, changes in working capital, cash contributions to pension plans, adjustments for net operating losses and other corporate adjustments, to the extent publicly disclosed.

D&E Communications

Selected Companies Analysis

Credit Suisse reviewed, among other things, financial and stock market information of D&E Communications and the following three selected publicly traded companies that, similar to D&E Communications, are low or no dividend companies in the wireline segment of the telecommunications industry with little or no wireless operations:

Embarq Corporation

FairPoint Communications, Inc.

SureWest Communications

Credit Suisse reviewed enterprise values of the selected companies as a multiple of calendar years 2009 and 2010 estimated EBITDA. Credit Suisse also reviewed equity values of the selected companies, based on closing stock prices on May 8, 2009, as a multiple of calendar years 2009 and 2010 estimated LFCF. Credit Suisse then applied a selected range of estimated EBITDA multiples of 3.75x to 4.75x for each of calendar years 2009 and 2010 and estimated LFCF multiples of 4.25x to 5.25x and 4.50x to 5.50x for calendar years 2009 and 2010, respectively, derived from the selected companies to corresponding data of D&E Communications. Financial data of the selected companies were based on publicly available research analysts' estimates, public filings and other publicly available information. Financial data of D&E Communications were based on internal data and estimates of D&E Communications management and other publicly available information. This analysis indicated the following implied per share equity reference ranges for D&E Communications, as compared to the implied merger consideration value:

Implied Per Share Equity

Reference Range for D&E Communications based on:		Implied Merger Consideration Value
EBITDA	LFCF	
\$5.56 - \$10.27	\$8.07 - \$10.53	\$10.88

Selected Transactions Analysis

Credit Suisse reviewed financial information with respect to the following eight transactions involving target companies that, similar to D&E Communications, operate in the wireline segment of the telecommunications industry with little or no wireless operations:

Acquiror	Target
CenturyTel, Inc.	Embarq Corporation
Iowa Telecommunications Services, Inc.	Sherburne Tele Systems, Inc.

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Otelco Inc.
Iowa Telecommunications Services, Inc.
Consolidated Communications Holdings, Inc.
Windstream
CenturyTel, Inc.
Citizens Communications Company

Country Road Communications LLC
Bishop Communications Corporation
North Pittsburgh Systems, Inc.
CT Communications, Inc.
Madison River Communications, Inc.
Commonwealth Telephone Enterprises Inc.

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Credit Suisse reviewed, among other things, transaction values, calculated as the equity value implied for the target company based on the consideration payable in the selected transaction, plus debt, less cash, as a multiple of the target company's latest 12 months EBITDA. Credit Suisse then applied a selected range of latest 12 months EBITDA multiples of 4.50x to 7.00x derived from the selected transactions to D&E Communications' latest 12 months EBITDA as of March 31, 2009. Financial data of the selected transactions were based on publicly available information at the time of announcement of the relevant transaction. Financial data of D&E Communications were based on internal estimates of D&E Communications management, public filings and other publicly available information. This analysis indicated the following implied per share equity reference range for D&E Communications, as compared to the implied merger consideration value:

Implied Per Share Equity	Implied Merger
Reference Range for D&E Communications	Consideration Value
\$8.74 - \$19.62	\$10.88

Discounted Cash Flow Analysis

Credit Suisse performed a discounted cash flow analysis of D&E Communications to calculate the estimated present value of the standalone unlevered, after-tax free cash flows that D&E Communications was forecasted to generate during the second through fourth quarters of fiscal year 2009 through the full fiscal year 2011 based on internal estimates of D&E Communications management. Credit Suisse calculated terminal values for D&E Communications by applying a range of terminal value EBITDA multiples of 3.75x to 4.75x to D&E Communications' fiscal year 2011 estimated EBITDA. The present value (as of March 31, 2009) of the cash flows and terminal values was then calculated using discount rates ranging from 10.25% to 11.25%. This analysis indicated the following implied per share equity reference range for D&E Communications, as compared to the implied merger consideration value:

Implied Per Share Equity	Implied Merger
Reference Range for D&E Communications	Consideration Value
\$6.79 - \$10.51	\$10.88

*Windstream**Selected Companies Analysis*

Credit Suisse reviewed, among other things, financial and stock market information of Windstream and the following four selected publicly traded companies that, similar to Windstream, are high dividend companies in the wireline segment of the telecommunications industry with little or no wireless operations:

CenturyTel, Inc.
 Consolidated Communications Holdings, Inc.
 Frontier Communications Corporation
 Iowa Telecommunications Services, Inc.

Credit Suisse reviewed enterprise values of the selected companies as a multiple of calendar years 2009 and 2010 estimated EBITDA. Credit Suisse also reviewed equity values of the selected companies, based on closing stock prices on May 8, 2009, as a multiple of calendar years 2009 and 2010 estimated LFCF. Credit Suisse then applied a selected range of estimated EBITDA multiples of 5.50x to 6.50x and 5.75x to 6.75x for calendar years 2009 and 2010, respectively, and estimated LFCF multiples of 5.50x to 6.50x and 6.00x to 7.25x for calendar years 2009 and 2010, respectively, derived from the selected companies to corresponding data of Windstream. Financial data of the selected companies and Windstream were based on publicly available research analysts' estimates, public filings and other publicly available information and, in the case of CenturyTel, Inc., were reviewed both on a standalone basis and pro forma basis for the pending merger of CenturyTel, Inc. and Embarq

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Corporation. This analysis indicated the following implied per share equity reference ranges for Windstream, as compared to Windstream's closing stock price as of May 8, 2009:

Implied Per Share Equity		Closing Price of Windstream Common Stock as of May 8, 2009
Reference Range for Windstream based on:		
EBITDA	LFCF	
\$8.94 - \$12.75	\$8.92 - \$11.05	\$9.05

Miscellaneous

D&E Communications selected Credit Suisse to act as its financial advisor in connection with the merger based on Credit Suisse's qualifications, experience, reputation and familiarity with the telecommunications industry and D&E Communications. Credit Suisse is an internationally recognized investment banking firm and is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, leveraged buyouts, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes.

D&E Communications has agreed to pay Credit Suisse a customary fee for its financial advisory services in connection with the merger, a significant portion of which is contingent upon the consummation of the merger. Credit Suisse also received an announcement fee upon the rendering of its opinion. In addition, D&E Communications has agreed to reimburse Credit Suisse for its reasonable expenses, including reasonable fees and expenses of legal counsel, and to indemnify Credit Suisse and related parties for certain liabilities and other items, including liabilities under the federal securities laws, arising out of or related to its engagement. See *The Merger Agreement-Transaction Fees and Expenses to be Paid by D&E Communications* for a summary of the transaction fees and expenses to be paid by D&E Communications in connection with the merger.

Credit Suisse and its affiliates have in the past two years provided financial advice and services to D&E Communications for which Credit Suisse and its affiliates have received compensation. Credit Suisse is a full service securities firm engaged in securities trading and brokerage activities as well as providing investment banking and other financial services. In the ordinary course of business, Credit Suisse and its affiliates may acquire, hold or sell, for its and its affiliates own accounts and the accounts of customers, equity, debt and other securities and financial instruments (including bank loans and other obligations) of D&E Communications, Windstream and any other company that may be involved in the merger, as well as provide investment banking and other financial services to such companies.

Interests of Certain Persons in the Merger

In considering the recommendation of the D&E Communications board of directors with respect to the merger, D&E Communications shareholders should be aware that some of D&E Communications' directors and executive officers may have interests in the merger that are different from, or in addition to, the interests of D&E Communications shareholders generally. D&E Communications board of directors was aware of these interests and considered them in approving and adopting the merger agreement.

Director and Officer Indemnification. Under the terms of the merger agreement, Windstream and Merger Sub have agreed that all rights to exculpation and indemnification for acts or omissions occurring at or prior to the effective time as provided in D&E Communications' articles of incorporation or by-laws, or in any agreement, in favor of persons who are or were directors, officers or employees of D&E Communications or its subsidiaries, will survive for a period of six (6) years following the merger and Windstream and Merger Sub will maintain these current provisions regarding indemnification in effect for six (6) years. Windstream and Merger Sub also agreed that for a period of six (6) years following the merger, Windstream and Merger Sub will indemnify the current and former directors, officers or employees of D&E Communications to the fullest extent permitted by applicable law. The merger agreement also provides that, for six (6) years following the effective time, subject to certain limitations, Windstream and Merger Sub will maintain coverage under the existing

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director and officer liability insurance policy, with respect to claims arising from facts or events that occurred on or before the effective time, at a level at least equal to that which D&E Communications or its subsidiaries is maintaining prior to the merger, except that for any policy year, neither Windstream nor Merger Sub will be required to pay more than \$400,000 for the annual premium of such insurance policies.

Treatment of Restricted Stock. At the effective time, each restricted stock award issued by D&E Communications granted subject to vesting or other lapse restrictions which is outstanding immediately prior to the effective time will vest and become free of such restrictions and the holder of each restricted stock award will be entitled to receive the merger consideration with respect to each such share of D&E Communications restricted stock. In addition, D&E Communications accrues dividend equivalents on unvested restricted stock, which are paid as common stock at the time of vesting.

Based on D&E Communications equity compensation holdings as of the latest practicable date prior to the date of this proxy statement/prospectus, the following table sets forth for each of D&E Communications executive officers the number of unvested restricted stock awards that would become fully vested and the amount that such individual would receive in respect of the accelerated vesting of unvested restricted stock.

Executive Officers	Restricted Stock and Dividend Equivalents	Estimated Total Resulting Merger Consideration
James W. Morozzi	20,202	\$ 213,283
Thomas E. Morell	13,978	\$ 147,573
Albert H. Kramer	13,259	\$ 139,982
Stuart L. Kirkwood	5,769	\$ 60,906
Leonard J. Beurer	5,522	\$ 58,299

These amounts are based on a price per share of Windstream common stock of \$8.55 (the closing price on August 14, 2009), an exchange ratio of 0.650 shares of Windstream common stock and \$5.00 cash consideration per share of D&E Communications common stock. Actual amounts may be higher or lower depending on the value of Windstream common stock on the date any vesting is triggered and the number of restricted stock awards that are unvested on the date any vesting is triggered. Depending on when the merger occurs, certain of the equity awards shown as unvested in the table above may become vested in accordance with their terms without regard to the consummation of the merger.

None of D&E Communications non-employee directors hold restricted stock.

Treatment of Stock Options. At the effective time of the merger, all outstanding unvested D&E Communications stock options will become fully vested (to the extent not previously vested) and each outstanding stock option of D&E Communications will either, at the election of the holder (i) be exchanged for cash (to the extent that the merger consideration is greater than the exercise price of such stock option); or (ii) will remain outstanding under such D&E Communications plan except that the holder of such D&E Communications option will be entitled to receive Windstream common stock upon exercise thereof using a conversion ratio derived from the merger consideration. For a detailed description of this conversion ratio, see The Merger Agreement Restricted Stock and Stock Options. As with the actual merger consideration, this exchange ratio will not be adjusted to accommodate changes in the stock prices of D&E Communications or Windstream common stock. The duration and other terms of such Windstream common stock option will be identical to the duration and other terms of such D&E Communications option and will remain exercisable until the stated expiration date of the corresponding D&E Communications option.

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As of August 14, 2009, which represents the latest practicable date prior to the date of this proxy statement/prospectus, none of the unvested stock options held by the D&E Communications executive officers were eligible to be exchanged for cash because the market price of such options was less than the strike price. However, the following table displays the value of such options as of August 14, 2009, calculated under the Black Scholes model:

Executive Officers	Position	Value of Options
James W. Morozzi	President, Chief Executive Officer and Director	\$ 10,638
Thomas E. Morell	Senior Vice President, Chief Financial Officer, Corporate Secretary and Treasurer	\$ 7,511
Albert H. Kramer	Senior Vice President and Chief Operating Officer	\$ 6,510
Stuart L. Kirkwood	Vice President of Engineering Operations	\$ 2,976
Leonard J. Beurer	Vice President of Regulatory	\$ 2,647

None of D&E Communications non-employee directors hold stock options.

Severance Benefits. Each of Messrs. Morozzi, Morell, Kramer, Kirkwood and Beurer is a party to an agreement with D&E Communications providing for payment of severance benefits upon certain terminations of employment following a change in control. These severance benefits, in addition to other payments payable due to the merger, could be subject to federal excise taxes under Section 4999 of the Internal Revenue Code of 1986, as amended (the Code). Reductions will be made to the payments to the extent required to avoid excise taxes as a result of the merger.

James W. Morozzi. Mr. Morozzi is a party to an employment agreement with D&E Communications that provides him with certain change of control benefits. These benefits include a double trigger change of control benefit under which Mr. Morozzi will receive 2.99 times his current salary as well as a supplemental annual retirement benefit, a lump sum of \$17,000 as reimbursement for certain expenses and any payments under D&E Communications Short-Term Incentive Plan (the STIP) that would otherwise have been earned by him, if, within the twelve months immediately following the effective date of a change of control, he is terminated without Cause (as defined below) or leaves for Good Reason (as defined below).

In addition, Mr. Morozzi's employment agreement contains a single trigger change of control provision which permits him, within 90 days following the effective date of a change of control, to terminate his employment without Good Reason and, contingent upon his providing at least nine months of transition service to the Company following the change of control, Mr. Morozzi shall be entitled to receive (i) a lump sum equal to his annual salary on the date of termination, (ii) a supplemental annual retirement benefit and (iii) payment of the amount that would have been due him under any STIP in effect at the time. Mr. Morozzi will forfeit his change of control payment if his employment is terminated before the end of the nine month transition period by D&E Communications for Cause or by Mr. Morozzi without Good Reason.

Cause is deemed to exist where an individual: (i) fails to substantially perform his duties after notice and an opportunity to cure; (ii) is dishonest or grossly negligent in performing his duties; (iii) uses alcohol which interferes with his performance or uses illegal drugs; (iv) materially violates D&E Communications Code of Ethics; (v) breaches his fiduciary duty to D&E Communications involving personal profit; (vi) engages in misconduct, which is injurious to D&E Communications, or moral turpitude; (vii) violates a law, rule or regulation which jeopardizes D&E Communications business; (viii) otherwise violates the employment agreement after notice and an opportunity to cure; or (ix) commits workplace violence or harassment.

Good Reason generally will exist if: (i) an employee's position, authority, duties or base salary has been decreased; (ii) D&E Communications fails to provide the contractual compensation and benefits to the executive; (iii) D&E Communications requires the executive to be based more than seventy-five (75) miles from his current base; (iv) D&E Communications requires the executive to violate legal requirements or D&E Communications Code of Ethics; (v) any successor to D&E Communications fails to honor the employment agreement; or (vi) salary is reduced.

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Thomas E. Morell. Mr. Morell is a party to an employment agreement with D&E Communications that provides him with certain change of control benefits. These benefits include a double trigger change of control benefit under which Mr. Morell will receive two times his salary as well as a supplemental annual retirement benefit and any STIP payment that would otherwise have been earned by him, if, within the twelve months immediately following the effective date of a change of control, he is terminated without Cause or leaves for Good Reason.

In addition, Mr. Morell's employment agreement contains a single trigger change of control benefit equal to one times his salary if, within 90 days following the effective date of a change of control, he elects to terminate his employment without Good Reason. The terms of this single trigger change of control benefit are identical to those of Mr. Morozzi, described above.

Albert H. Kramer. Mr. Kramer is a party to an employment agreement with D&E Communications that provides him with certain change of control benefits. These benefits include a double trigger change of control benefit under which Mr. Kramer will receive one and one-half times his salary as well as a supplemental annual retirement benefit and any STIP payment that would otherwise have been earned, if, within the twelve months immediately following the effective date of a change of control, he is terminated without Cause or leaves for Good Reason.

Messrs. Kirkwood and Beurer. D&E Communications has entered into non-compete agreements with each of Messrs. Kirkwood and Beurer that provide that, in the case of a change of control accompanied by a termination of employment without Cause by D&E Communications or a termination of employment by the employee for specified reasons, the employee is entitled to receive a severance benefit equal to one times the employee's annual base salary, the payment of an annual incentive award for which he would otherwise be eligible and company-paid outplacement services. These agreements are in the same form as agreements with a number of other vice president level employees of D&E Communications.

Based on compensation and benefit levels in effect on May 10, 2009, the date the merger agreement was signed, and assuming the executive experiences a simultaneous involuntary termination of employment other than for Cause, death or disability at the effective time of the merger, each executive officer will be entitled to receive the following cash severance payments, and other benefits (excluding the value of vested equity compensation awards described above), in connection with the termination of his or her employment.

	Cash Severance Payments	Short- Term Incentive(1)	Value of Other Benefits
Executive Officers			
James W. Morozzi	\$ 839,250	\$ 82,500	\$ 20,060(2)
Thomas E. Morell	\$ 500,000	\$ 56,250	\$ 57,940(3)
Albert H. Kramer	\$ 315,000	\$ 47,250	\$ 48,598(3)
Stuart L. Kirkwood	\$ 167,500	\$ 25,125	
Leonard J. Beurer	\$ 154,000	\$ 23,100	

- (1) Assumes effective time of merger occurs on October 1, 2009 for purposes of calculating short term incentive earned.
- (2) Includes the supplemental retirement benefit outlined in Mr. Morozzi's employment agreement.
- (3) Includes the supplemental retirement benefit outlined in Messrs. Morell's and Kramer's respective employment agreements and the value of the company-owned vehicle provided to each of Messrs. Morell and Kramer, which will be transferred to them at the effective time of the merger.

Transaction Award Program. On April 24, 2009, the D&E Communications compensation committee approved, and on May 10, 2009 D&E Communications board of directors revised and approved, a transaction award program which will permit D&E Communications to pay Messrs. Morozzi, Morell and Kramer, prior to

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the closing of the merger, the lesser of (i) one year's salary or (ii) such amount as would not cause Messrs. Morozzi, Morell and Kramer to owe an excise tax under Section 280G of the Code. Under the terms of the transaction award program, Messrs. Morozzi, Morell and Kramer are eligible to receive up to \$275,000, \$250,000 and \$210,000, respectively. In order to receive such payments, Messrs. Morozzi, Morell and Kramer must remain employed by D&E Communications from the date the transaction award program agreement is entered into through the closing date of the merger.

Under the terms of the transaction award program, Messrs. Morozzi, Morell and Kramer must provide their full and complete cooperation and support with respect to any contemplated transaction, including, but not limited to, participating in any management presentations in connection therewith and providing their full support to any management plan with respect to exploration of D&E Communications' strategic options.

Transition Award Program. On April 24, 2009, the D&E Communications compensation committee approved, and on May 10, 2009 D&E Communications board of directors revised and approved, a transition award program, which provides certain benefits to designated key employees of D&E Communications, including certain of D&E Communications' executive officers. The objective of the transition award program is to retain vice presidents and other critical employees during the period leading up to the merger and for a transition period thereafter and to provide an incentive to complete an effective transition. Each of the participants under the transition award program will be eligible to receive a cash award of which fifty percent (50%) is payable on the date which is thirty (30) days after the closing date of the merger and the remaining fifty percent (50%) is payable at the earlier of (i) termination of employment or (ii) completion of the billing conversion by Windstream and D&E Communications. Two of D&E Communications' named executive officers, Stuart L. Kirkwood and Leonard J. Beurer, are eligible to participate in the transition award program. Messrs. Kirkwood and Beurer are each eligible to receive \$71,000, under the terms of the transition award program.

Consulting Agreements. If Windstream and each of Messrs. Morozzi, Morell and Kramer cannot agree to mutually acceptable terms of continuing employment, Windstream has agreed, at the option of each of Messrs. Morozzi, Morell and Kramer, to enter into consulting agreements with such individuals as of the effective time. As part of any consulting agreement, Windstream agreed to pay each of Messrs. Morozzi, Morell and Kramer a reasonable consulting fee for their services. Windstream expects that the consulting fee paid to each of Messrs. Morozzi, Morell and Kramer, when added to the transaction award program payments, will not exceed \$275,000, \$250,000 and \$210,000, respectively. The entry into the aforementioned employment and consulting agreements, as applicable, is not a condition to closing the merger.

The consulting agreements and severance program are described in greater detail under the heading "The Merger Agreement - Covenants - Consulting Agreements - Employees."

Windstream's Reasons for the Merger

Windstream's board of directors has unanimously approved and adopted the merger agreement. In reaching its conclusion, Windstream's board of directors consulted with Windstream's management, as well as with Windstream's financial advisors, and considered, among other things, the following material factors:

the merger will provide Windstream with the ability to add attractive markets that are supported by an advanced network that is one hundred percent (100%) broadband capable, which can be leveraged to increase the penetration of broadband products;

the complementary nature of the respective customer bases, services and skills of Windstream and D&E Communications is expected to result in increased opportunities to enhance the capabilities of both companies, as the merger nearly doubles Windstream's operating presence in Pennsylvania with the addition of approximately 165,000 access lines and about 44,000 high-speed Internet customers;

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the opportunity to grow D&E Communications' product suite, increase penetration and improve customer retention;

the expectation that the merger will have a positive impact on Windstream's free cash flow per share beginning in the first full year of operations (defined as net cash provided from operations less net cash used in the procurement of property, plant and equipment);

the expectation that the merger will improve Windstream's dividend payout ratio in the first full year of operations (defined as dividends paid on common shares divided by free cash flow); and

the expectation that the combined company will achieve approximately \$25 million in annual cost and capital expenditure savings, coming from, among other things, network and operational efficiencies, consolidating administrative activities, sharing support infrastructure and best practices, and improved broadband penetration.

Windstream's board of directors considered the above reasons together with various other reasons for approving and adopting the merger agreement. Windstream's board of directors did not assign relative weights to the above reasons or the other reasons considered by it. Further, individual members of Windstream's board of directors may have given different weight to different reasons.

Accounting Treatment

The merger will be accounted for by applying the acquisition method with D&E Communications considered the acquiree and Windstream the acquirer for accounting and financial reporting purposes. D&E Communications' assets, liabilities and other items will be adjusted to their estimated fair value on the closing date of the merger and combined with the historical book values of the assets and liabilities of Windstream. Applicable income tax effects of these adjustments will be included as a component of the combined company's deferred tax asset or liability. The difference between the estimated fair value of the assets, liabilities and other items (adjusted as discussed above) and the purchase price will be recorded as goodwill. Financial statements of Windstream issued after the merger will reflect the values and will not be restated retroactively to reflect the historical financial position or results of operations of D&E Communications.

Financial Forecasts

D&E Communications. In connection with the due diligence review of D&E Communications by Windstream, D&E Communications management prepared and provided to Windstream and its financial advisor, non-public, internal financial forecasts regarding D&E Communications' anticipated future operations for fiscal year 2009. Financial forecasts also were provided by D&E Communications management to D&E Communications' financial advisor. D&E Communications has included below a subset of these internal financial forecasts to give its shareholders access to certain non-public information because such information was furnished to third parties and was considered by the board of directors of D&E Communications for purposes of evaluating the merger. The summary of these internal financial forecasts is not being included in this document to influence your decision whether to vote for the merger.

This prospective financial information was not prepared with a view toward compliance with published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. The prospective financial information included in this Form S-4 has been prepared by, and is the responsibility of, D&E Communications management. PricewaterhouseCoopers LLP has neither examined, compiled nor performed any procedures with respect to the accompanying prospective financial information and, accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect thereto. The PricewaterhouseCoopers LLP report related to D&E Communications incorporated by reference in this Form S-4 relates to D&E Communications' historical financial information. It does not extend to the prospective financial information and should not be read to do so.

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These internal financial forecasts were based on numerous variables and assumptions that are inherently uncertain and may be beyond the control of D&E Communications management. Important factors that may affect actual results and cause the internal financial forecasts to not be achieved include, but are not limited to, risks and uncertainties relating to D&E Communications' business (including its ability to achieve strategic goals, objectives and targets over applicable periods), industry performance, the regulatory environment, general business and economic conditions and other factors described under "Special Note Concerning Forward-Looking Statements" beginning on page 28. The internal financial forecasts also reflect assumptions as to certain business decisions that are subject to change. As a result, actual results may differ materially and adversely from those contained in these internal financial forecasts. Accordingly, there can be no assurance that the internal financial forecasts will be realized.

D&E Communications does not generally make public its internal financial forecasts and the inclusion of these internal financial forecasts in this document should not be regarded as an indication that any of D&E Communications, Windstream or their respective affiliates, advisors or representatives considered the internal financial forecasts to be necessarily predictive of actual future events, and the internal financial forecasts should not be relied upon as such. There can be no assurance that actual results will not differ from these internal financial forecasts, and no undertaking or obligation is made to update or otherwise revise or reconcile these internal financial forecasts to reflect circumstances existing after the date the internal financial forecasts were generated or to reflect the occurrence of future events even in the event that any or all of the assumptions underlying the internal financial forecasts are shown to be in error. In light of the foregoing, and considering that the D&E Communications special meeting will be held months after the date the latest financial forecasts referenced above were prepared, as well as the uncertainties inherent in any forecasted information, shareholders are cautioned not to rely on the financial forecasts. This information constitutes "forward-looking statements" and actual results may differ materially and adversely from them. See "Special Note Concerning Forward-Looking Statements" on page 28.

D&E Communications Summary Internal Financial Forecast

(dollar amounts are in thousands; all amounts are approximate)

	2009E
Revenue	\$ 147,696
EBITDA (1)	\$ 64,469
Percentage RLEC Access Line Loss (2)	4.0%
Capital Expenditures	\$ 18,000

(1) EBITDA defined as operating income plus depreciation and amortization.

(2) Excludes CLEC access lines.

Windstream. Although D&E Communications undertook the due diligence investigation discussed in "Background of the Merger" and "Recommendation of the D&E Communications Board; D&E Communications' Reasons for the Merger", Windstream did not provide any non-public, internal financial forecasts to D&E Communications or its financial advisor in connection with entering into the merger agreement or otherwise.

Material United States Federal Income Tax Consequences

The following discussion summarizes the material U.S. federal income tax considerations of the merger to United States holders of D&E Communications common stock. This summary is based on the Code, its legislative history, applicable U.S. Treasury regulations, judicial authority, published positions of the Internal Revenue Service and other applicable authorities, all as in effect as of the date of this proxy statement/prospectus, all of which are subject to change or differing interpretations, possibly with retroactive effect. This summary does not purport to be a complete discussion of all U.S. federal income tax consequences of the merger. It is limited to United States holders who hold D&E Communications shares as capital assets for U.S. federal

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income tax purposes (generally, assets held for investment). The discussion below does not address any state, local or foreign tax consequences of the merger and does not address the tax consequences of the merger under United States federal tax law other than income tax law. In addition, this discussion may not apply, in whole or in part, to particular shareholders in light of their individual circumstances or to shareholders who are subject to special rules, such as:

individuals who hold options in respect of the common stock of D&E Communications or who have acquired the common stock of D&E Communications under a compensatory or other employment-related arrangement;

insurance companies;

tax-exempt organizations;

financial institutions or broker-dealers;

expatriates;

persons that have a functional currency other than the United States dollar;

persons who are non-United States holders (as defined below);

traders in securities that elect to mark-to-market;

S corporations or other pass-through entities; and

persons who hold the common stock of D&E Communications as part of a hedge, straddle or conversion transaction.

For purposes of this discussion, the term "United States holder" means:

a citizen or resident of the United States;

a corporation or other entity treated as a corporation created or organized under the laws of the United States or any of its political subdivisions;

a trust that (i) is subject to the supervision of a court within the United States and the control of one or more United States persons or (ii) has validly elected under United States Treasury regulations to be treated as a United States person; or

an estate that is subject to United States federal income tax on its income regardless of its source.

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The term non-United States holder means a holder other than a United States holder and other than an entity taxable as a partnership for U.S. federal income tax purposes. If a partnership or other entity treated as a partnership for U.S. federal income tax purposes holds D&E Communications common stock, the tax treatment of a partner will generally depend on the status of the partner and on the activities of the partnership. Partners of partnerships holding D&E Communications common stock are urged to consult their tax advisors.

This summary is not a substitute for an individual analysis of the tax consequences of the merger to you. Shareholders of D&E Communications are urged to consult their tax advisors as to the particular tax consequences of the merger to them, including the applicability and effect of any U.S. federal, state, local or foreign laws, and the effect of possible changes in applicable tax laws.

General. It is a condition to closing of the merger that Windstream receive an opinion of its counsel, Kutak Rock LLP, and that D&E Communications receive an opinion of its counsel, Barley Snyder LLC, in each case dated as of the effective date of the merger, to the effect that for U.S. federal income tax purposes the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code and each of Windstream, Merger Sub and D&E Communications will be treated as a party to the reorganization within the meaning of Section 368(b) of the Code. The opinions of counsel will assume (1) that the statements and facts concerning the merger set forth in the merger agreement and described in this proxy statement/prospectus are true, correct and

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complete, (2) that the merger will be consummated in the manner contemplated by, and in accordance with the terms set forth in, the merger agreement and described in this proxy statement/prospectus, and (3) certain customary factual assumptions, including assumptions regarding the absence of changes in existing facts. In addition, the tax opinions will be based on representations and covenants made in representation letters provided by Windstream and D&E Communications and will assume that these representations are true, correct and complete without regard to any knowledge limitation, and that these covenants will be complied with. If any of these assumptions or representations is inaccurate in any way, or the covenants are not complied with, the tax consequences of the merger could differ from those described here. The opinions of counsel to be delivered in connection with the merger represent the best legal judgment of counsel to Windstream and counsel to D&E Communications and are not binding on the Internal Revenue Service or the courts. Neither Windstream nor D&E Communications has requested nor will request a ruling from the Internal Revenue Service as to the tax consequences of the merger, and there can be no assurance that the Internal Revenue Service will agree with the conclusions in the above-described opinions or in the discussion below.

Tax Consequences of the Merger to United States Holders of Common Stock of D&E Communications. Based on the opinions (and assumptions) set forth above, United States holders of D&E Communications will recognize neither gain nor loss with respect to the stock portion of the merger consideration, while with respect to the cash portion of the merger consideration, United States holders of D&E Communications generally will recognize gain (but not loss) in an amount equal to the lesser of:

the amount of cash received pursuant to the merger (excluding any cash received in lieu of fractional shares of Windstream); and

the amount, if any, by which the sum of the cash and the fair market value of the shares of Windstream (as of the effective time of the merger) received pursuant to the merger for the D&E Communications shares exceeds the adjusted tax basis of the United States holder in these shares of D&E Communications.

Gain or loss for purposes of determining the recognized gain, if any, generally must be calculated separately for each identifiable block of shares surrendered in the exchange, and a loss realized on one block of shares may not be used to offset a gain realized on another block of shares.

Gain recognized upon the exchange generally will be capital gain, unless the receipt of cash by a United States holder has the effect of a distribution of a dividend, in which case the gain will be treated as dividend income to the extent of the United States holder's ratable share of the accumulated earnings and profits for D&E Communications, as calculated for U.S. federal income tax purposes. In general, the determination as to whether the receipt of cash has the effect of a distribution of a dividend depends upon whether and to what extent the transactions related to the merger will be deemed to reduce the percentage ownership of a United States holder in D&E Communications following the merger. For purposes of that determination, a United States holder will be treated as if he or she first exchanged all of the common stock of D&E Communications held by the United States holder solely for common stock of Windstream, and then a portion of that common stock of Windstream was immediately redeemed by Windstream for the cash that the United States holder actually received in the merger. The Internal Revenue Service has indicated that a reduction in the interest of a minority shareholder that owns a small number of shares in a publicly and widely-held corporation and that exercises no control over corporate affairs would result in capital gain (as opposed to dividend) treatment. In determining whether or not the receipt of cash has the effect of a distribution of a dividend, certain constructive ownership rules must be taken into account. Any recognized capital gain will be long-term capital gain if the United States holder has held the shares of D&E Communications for more than one year.

If a United States holder receives cash in lieu of a fractional share of common stock of Windstream, subject to the discussion above regarding possible dividend treatment, he or she generally will recognize capital gain or loss equal to the difference between the cash received in lieu of this fractional share and the portion of his or her adjusted tax basis in shares of D&E Communications surrendered that is allocable to this fractional share. The

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capital gain or loss will be long-term capital gain or loss if the holding period for shares of D&E Communications exchanged for cash in lieu of the fractional share of common stock of Windstream is more than one year as of the date of the merger.

A United States holder will have an aggregate tax basis in shares of common stock of Windstream received in the merger equal to the aggregate adjusted tax basis in shares of common stock of D&E Communications surrendered in the merger, increased by the amount of gain (including any portion of this gain that is treated as a dividend as described above) recognized by him or her in the exchange (but not by any gain recognized upon the receipt of cash in lieu of a fractional share of the common stock of Windstream pursuant to the merger), and reduced by:

the portion of his or her adjusted tax basis in those shares of common stock of D&E Communications that is allocable to a fractional share of the common stock of Windstream for which cash is received; and

the amount of cash received by him or her for shares of common stock of D&E Communications in the merger.

The holding period of the shares of common stock of Windstream received by a United States holder of D&E Communications pursuant to the merger will include the holding period of shares of common stock of D&E Communications surrendered in exchange for the shares of common stock of Windstream, if these shares of common stock of D&E Communications are held as capital assets as of the effective time of the merger.

United States holders who hold shares of D&E Communications with differing bases or holding periods are urged to consult their tax advisors with regard to identifying the bases or holding periods of the particular shares of common stock of Windstream received in the merger.

If the merger is not treated as a reorganization within the meaning of Section 368(a) of the Code, then each United States holder would recognize gain or loss equal to the sum of the fair market value of shares of common stock of Windstream and the amount of cash received in the merger (including cash received in lieu of fractional shares of the common stock of Windstream) less his or her tax basis in the shares of the common stock of D&E Communications surrendered in the merger. Further, if the merger is not treated as a reorganization within the meaning of Section 368(a) of the Code, D&E Communications would be subject to tax on the deemed sale of its assets to Merger Sub, with gain or loss for this purpose measured by the difference between D&E Communications' tax basis in its assets and the fair market value of the consideration deemed to be received therefor, or in other words, the cash and shares of common stock of Windstream.

Backup Withholding; Information Reporting. The cash payments in the merger may be subject to backup withholding for U.S. federal income tax purposes unless certain requirements are met. Payments will not be subject to backup withholding if the holder (1) is a corporation or comes within certain other exempt categories and, when required, demonstrates this fact, or (2) provides Windstream or the third-party paying agent, as appropriate, with the holder's correct taxpayer identification number and completes a form in which the holder certifies that the holder is not subject to backup withholding. The taxpayer identification number of a United States holder who is an individual is his or her Social Security number. Any amount paid as backup withholding will be credited against the holder's U.S. federal income tax liability provided the holder furnishes the required information to the Internal Revenue Service. Holders must also comply with the information reporting requirements of the Treasury regulations under the tax-free reorganization provisions of the Code. Appropriate documentation for the foregoing purposes will be provided to holders by the exchange agent and must be completed, signed and returned to the exchange agent.

Tax matters are very complicated, and the tax consequences of the merger to a particular shareholder of D&E Communications will depend on that shareholder's own tax situation. D&E Communications shareholders are urged to consult their tax advisors regarding the specific tax consequences of the merger, including tax return reporting requirements, the applicability of federal, state, local and foreign tax laws and the effect of any proposed change in the tax laws.

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Regulatory/Third Party Matters

Federal Communications Commission. In order to obtain required FCC approvals, D&E Communications, each of D&E Communications subsidiaries that holds authorizations from the FCC that need to be transferred, and Windstream are required to file applications with the FCC seeking approval of the transfer of control to Windstream of the FCC licenses and authorizations held by D&E Communications and its subsidiaries. On May 22, 2009, D&E Communications and Windstream jointly filed such applications seeking the requisite FCC approvals. On July 31, 2009, D&E Communications and Windstream received the FCC's approval of the merger.

Pennsylvania Public Utilities Commission. The consent or approval of the Pennsylvania PUC will be required to be obtained prior to the effective time of the merger. Pursuant to the merger agreement, on May 21, 2009, Windstream and D&E Communications filed the applications required for the transfer of control of the relevant franchises, licenses and similar instruments issued under the rules and regulations of the Pennsylvania PUC.

Antitrust Authorities. As a condition to the merger, the HSR Act requires D&E Communications and Windstream to observe the HSR Act's notification and waiting period. The HSR Act provides for an initial 30-calendar-day waiting period following the necessary filings by the parties to the merger which were completed on June 1, 2009 by the filing of notification and report forms with the DOJ and the FTC. On June 5, 2009, the FTC granted early termination of the waiting period under the HSR Act.

Cable and Video Franchises. As a condition to Windstream's obligation to close the transaction, the consent or approval of the Boroughs of Mifflinburg, Hartleton, Lewisburg, Hartley and West Chillisquaque, Pennsylvania to transfer certain cable and video franchise licenses from D&E Communications to Windstream prior to the effective time must be obtained.

Commitment to Obtain Approvals. D&E Communications and Windstream have agreed to use all reasonable best efforts to obtain all consents and approvals of any governmental entity or third party required in connection with the merger. Any regulator could object to the merger and/or impose conditions or restrictions on their approvals that are materially adverse to Windstream and D&E Communications. Under the terms of the merger agreement, D&E Communications and Windstream are obligated to take any and all steps necessary to avoid or eliminate any impediments under any applicable law that may be asserted by any governmental entity with respect to the merger so as to enable the closing to occur, including, proposing, negotiating or effecting any consent decree or authorization with respect to the divestiture or disposition of any of its or its subsidiaries' assets or businesses. However, Windstream is not required to, and, D&E Communications is not permitted to agree to any such consents or authorizations that would have or would reasonably be expected to have a material adverse effect on Windstream or D&E Communications or would prevent Windstream from consummating the transactions contemplated by the merger agreement.

Windstream Stock Exchange Listing

Windstream has agreed to use its commercially reasonable efforts to cause the shares of Windstream common stock to be issued pursuant to the merger to be authorized for listing on the NYSE before completion of the merger. The trading symbol for Windstream common stock is WIN.

Delisting and Deregistration of D&E Communications Common Stock

If the merger is completed, shares of D&E Communications common stock will be delisted from The NASDAQ Global Select Market and deregistered under the Securities Exchange Act of 1934, as amended. Consequently, following completion of the merger, D&E Communications shareholders will no longer be able to trade shares of D&E Communications common stock on The NASDAQ Global Select Market or on any other exchange.

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THE MERGER AGREEMENT

The following is a summary of selected material provisions of the merger agreement. This summary is qualified in its entirety by reference to the merger agreement, which is incorporated by reference in its entirety and attached to this proxy statement/prospectus as *Annex A*. The rights and obligations of the parties are governed by the express terms and conditions of the merger agreement and not by this summary or any other information contained in this document. D&E Communications shareholders are urged to read the merger agreement carefully and in its entirety as well as this document before making any decisions regarding the merger.

In reviewing the merger agreement, please remember that it is included to provide you with information regarding its terms and is not intended to provide any other factual information about Windstream or D&E Communications. The merger agreement contains representations and warranties by each of the parties to the merger agreement. These representations and warranties have been made solely for the benefit of the other parties to the merger agreement and (i) may be intended not as statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate, (ii) have been qualified by certain disclosures that were made to the other party in connection with the negotiation of the merger agreement, which disclosures are not reflected in the merger agreement and (iii) may apply standards of materiality in a way that is different from what may be viewed as material by you or other investors.

Accordingly, the representations and warranties and other provisions of the merger agreement should not be read alone, but instead should be read together with the information provided elsewhere in this document and in the documents incorporated by reference into this document. See *Where You Can Find More Information* on page 96.

Form of the Merger

If the holders of D&E Communications common stock approve and adopt the merger agreement and all other conditions to the merger are satisfied or waived, D&E Communications will be merged with and into Merger Sub, a newly formed and wholly-owned subsidiary of Windstream. Merger Sub will survive the merger as a direct, wholly-owned subsidiary of Windstream. Immediately following the merger, Merger Sub will change its name to D&E Communications, Inc. Windstream and D&E Communications anticipate that the closing of the merger will occur as promptly as practicable after the approval and adoption of the merger agreement by the D&E Communications shareholders at the special meeting and after the satisfaction or waiver of all other conditions described below under the heading *The Merger Agreement Conditions to the Merger*.

Merger Consideration

At the effective time of the merger, each share of D&E Communications common stock (other than shares owned by D&E Communications, Windstream or Merger Sub) will be converted into the right to receive a combination of \$5.00 in cash, without interest, and 0.650 shares of Windstream common stock. For information regarding the treatment of stock options and restricted shares, see *The Merger Agreement Restricted Stock and Stock Options*.

Explanation of Potential Adjustment to Merger Consideration

The amount and form of the merger consideration will be adjusted in the event that before the completion of the merger any change in the outstanding shares of capital stock of Windstream or D&E Communications occurs as a result of any stock dividend, subdivision, reclassification, recapitalization, split, combination or exchange of shares, or any similar event. However, there will be no adjustment to the merger consideration as a result of an exchange or issuance of Windstream's common stock which occurs in connection with an acquisition or merger by Windstream in which Windstream continues as the surviving entity.

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Conversion of Shares; Exchange Agent; Procedures for Exchange of Certificates; Fractional Shares

At the effective time of the merger, each outstanding share of D&E Communications common stock (other than shares held by Windstream or Merger Sub) will automatically convert into the right to receive the merger consideration. At or prior to the effective time of the merger, Windstream will cause the merger consideration to be provided to the exchange agent. Windstream has appointed Computershare Investor Services, LLC, to act as exchange agent for the merger.

The merger agreement provides that as promptly as practicable after the effective time of the merger, the exchange agent will mail a letter of transmittal to each holder of record of shares of the common stock of D&E Communications. The letter of transmittal will contain instructions on how to surrender shares of D&E Communications common stock in exchange for the merger consideration the holder is entitled to receive under the merger agreement.

After receiving the letter of transmittal, each holder of certificates formerly representing shares of D&E Communications common stock will be able to surrender the certificates to the exchange agent and receive the merger consideration and cash in lieu of fractional shares.

After the effective time of the merger, each certificate that previously represented shares of D&E Communications common stock (other than certificates held by Windstream or Merger Sub) will represent only the right to receive the merger consideration. Windstream will not issue any fractional shares of Windstream common stock to any D&E Communications shareholder upon surrender of its certificates. Each holder of D&E Communications common stock who would have otherwise been entitled to receive a fraction of a share of Windstream common stock will receive cash in lieu of a fractional share of Windstream common stock. The amount of cash will be equal to the relevant fraction times the average of the per share closing bid and asked prices of Windstream common stock on the NYSE on each of the ten (10) consecutive trading days immediately preceding the date which is two (2) business days before the date of the effective time. In addition, no dividend or distribution of Windstream will relate to fractional share interests and the fractional share interest will not entitle the owner to vote or to any rights of a stockholder of Windstream.

Those certificates previously representing D&E Communications common stock may only be paid whole shares of Windstream common stock, dividends or other distributions payable on whole shares of Windstream common stock, and the cash consideration to be received pursuant to the merger (including any cash in lieu of any fractional shares) after surrender of those certificates to the exchange agent. No interest will be paid or will accrue on the cash payable upon surrender of those certificates.

If there is a transfer of ownership of D&E Communications common stock that is not registered in the transfer records of D&E Communications, exchange and payment may be made to the transferee if the certificate representing those shares of D&E Communications common stock is presented to the exchange agent, accompanied by all documents required to evidence and effect the transfer and to evidence that any applicable stock transfer and other taxes have been paid.

Shares of D&E Communications common stock owned by Windstream or Merger Sub will be cancelled in the merger without payment of any merger consideration.

Restricted Stock and Stock Options

Restricted Stock. At the effective time of the merger, each award of restricted stock granted pursuant to D&E Communications equity plans will vest and the holder will be entitled to receive the same merger consideration payable to other holders of D&E Communications common stock.

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Stock Options. As of the effective time, each outstanding vested or unvested stock option of D&E Communications will either, at the election of the holder made not less than ten (10) business days prior to the effective time:

be exchanged for cash in an amount equal to the number of shares of D&E Communications common stock covered by such D&E Communications option multiplied by the excess, if any, of (i) \$5.00 plus the average of the last reported sales price of Windstream common stock on the NYSE on each of the ten (10) consecutive trading days immediately preceding the date which is two (2) business days before the date of the effective time, multiplied by 0.650, over (ii) the exercise price per share of such D&E Communications option; or

will remain outstanding under such D&E Communications plan except that the holder of such D&E Communications option will be entitled to receive Windstream common stock upon exercise thereof.

Any such D&E Communications option that remains outstanding under the immediately preceding bullet point will be subject to the following terms:

the number of shares of Windstream common stock which may be acquired pursuant to such option will be equal to the product of the number of shares of D&E Communications common stock covered by such option multiplied by 1.2025; provided that any fractional share of Windstream common stock resulting from such multiplication will be rounded up to the nearest whole share;

the exercise price per share of Windstream common stock will be equal to the exercise price per share of D&E Communications common stock of such option, divided by 1.2025, provided that such exercise price will be rounded up to the nearest whole cent; and

the duration and other terms of such Windstream common stock option will be identical to the duration and other terms of such D&E Communications option (giving effect to the terms of D&E Communications stock option plans or such options providing for accelerated vesting as a result of the transactions contemplated by the merger agreement) and will remain exercisable until the stated expiration date of the corresponding D&E Communications option.

Because D&E Communications stock options that are not exchanged for cash convert only into shares of Windstream common stock, and not into cash and stock as with the actual merger consideration, the exchange ratio was converted from \$5.00 and 0.650 Windstream shares to simply 1.2025 Windstream shares. This amount represents the total number of shares of Windstream common stock that would have been received by D&E Communications shareholders if the merger consideration consisted only of Windstream common stock but maintained the same value as the actual merger consideration, which is based on the \$9.05 closing price for Windstream common stock on May 8, 2009.

Effective Time of the Merger

The merger will become effective at the time the articles of merger and the certificate of merger relating to the merger are filed with the Secretary of State of the Commonwealth of Pennsylvania and the Secretary of State of the State of Delaware, respectively, or such later time as is agreed upon by the parties and specified in the articles of merger and the certificate of merger. The filing of the articles of merger and the certificate of merger will take place only after the fulfillment or waiver of the conditions described below under the heading *The Merger Agreement* Conditions to the Merger.

Management and Organizational Documents after the Merger

Management. The directors and the officers of Merger Sub immediately prior to the merger will become the initial directors and officers of the surviving company immediately following the merger. Each such individual will hold office in accordance with the by-laws of the surviving company.

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Organizational Documents. The certificate of incorporation of Merger Sub immediately prior to the merger will be the certificate of incorporation of the surviving company immediately following the merger. The by-laws of Merger Sub immediately prior to the merger will be the by-laws of the surviving company immediately following the merger.

Representations and Warranties

The merger agreement contains a number of representations and warranties made by the parties to each other, including those regarding:

due organization, good standing and qualification;

capital structure;

authority to enter into the merger agreement and to consummate the transactions thereunder;

no conflicts with or violations of governance documents, contracts or laws;

accuracy of documents filed with the SEC and financial statements;

conduct of business in the ordinary course since January 1, 2009, and no events having occurred which would have a material adverse effect;

no litigation or investigations;

accuracy of information supplied in connection with this proxy statement/prospectus and the registration statement of which it is a part; and

finders or brokers fees.

In addition, D&E Communications made representations and warranties to Windstream as to:

tax matters;

employee benefit plan matters and other employment matters;

compliance with environmental laws;

intellectual property;

compliance with applicable laws;

required shareholder vote;

material contracts;

affiliate transactions;

possession of required licenses and regulatory approvals;

title and condition of assets;

state takeover statutes; and

the receipt of an opinion from its financial advisor.

Windstream also represented and warranted to D&E Communications as to:

no vote of Windstream stockholders is required in connection with the merger;

the interim operations of Merger Sub;

that it does not own any D&E Communications common stock; and

current dividend practice.

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In addition, the merger agreement contains representations and warranties made by Merger Sub to D&E Communications regarding certain of the matters listed above.

Certain of D&E Communications' representations and warranties are qualified as to materiality or material adverse effect. When used with respect to D&E Communications, material adverse effect means any change or effect that either individually or in the aggregate is or is reasonably expected to be materially adverse to the condition (financial and otherwise), results of operations, properties, assets (tangible and intangible), financial performance or business of D&E Communications and its subsidiaries, taken as a whole.

Changes, effects, events or occurrences or a particular state of facts will not be deemed a material adverse effect with respect to D&E Communications, if such changes, effects, events or occurrences or state of facts relate to:

economic, financial market or geographical conditions in general, including changes in economic and financial markets and regulatory or political conditions whether resulting from acts of terrorism, war or otherwise, that do not have a materially disproportionate adverse effect on D&E Communications and its subsidiaries;

changes in law or applicable accounting regulations or principles or interpretations thereof, that do not have a materially disproportionate adverse effect on D&E Communications and its subsidiaries;

the telecommunications industry as a whole that do not have a materially disproportionate adverse effect on D&E Communications and its subsidiaries, taken as a whole, relative to other participants in such industry;

any change, in and of itself, in D&E Communications' stock price or trading volume, or any failure, in and of itself, by D&E Communications to meet any internal or published projections, forecasts of revenue or earnings predictions, however, the facts giving rise or contributing to any such failure may be deemed to constitute, or be taken into account in determining whether there has been or would reasonably be expected to be, a material adverse effect unless such facts are otherwise exempted under any of the three previous bullet points; or

the impact on results of operations from any non-cash impairment charges required under GAAP (unless such impact results in a default under D&E Communications' credit agreement that is not (i) properly cured, or (ii) waived by the lenders thereunder in exchange for immaterial consent fees, if any, to be paid by D&E Communications, its subsidiaries or the surviving company in the merger).

Certain of Windstream's representations and warranties are qualified as to materiality or material adverse effect. When used with respect to Windstream, material adverse effect means any change or effect that either individually or in the aggregate is or is reasonably expected to be materially adverse to the condition (financial or otherwise), results of operations, properties, assets (tangible and intangible), financial performance or business of Windstream and its subsidiaries, taken as a whole.

Changes, effects, events or occurrences or a particular state of facts will not be deemed a material adverse effect with respect to Windstream, if such changes, effects, events or occurrences or state of facts relate to:

economic, financial market or geographical conditions in general, including changes in economic and financial markets and regulatory or political conditions whether resulting from acts of terrorism, war, or otherwise, that do not have a materially disproportionate adverse effect on Windstream and its subsidiaries;

changes in law or applicable accounting regulations or principles or interpretations thereof, that do not have a materially disproportionate adverse effect on Windstream and its subsidiaries;

the telecommunications industry as a whole that do not materially, disproportionately adversely affect Windstream and its subsidiaries, taken as a whole, relative to other participants in such industry; and

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any change, in and of itself, in Windstream's stock price or trading volume, or any failure, in and of itself, by Windstream to meet any internal or published projections, forecasts of revenue or earnings predictions, however, the facts giving rise or contributing to any such failure may be deemed to constitute, or be taken into account in determining whether there has been or would reasonably be expected to be, a material adverse effect unless such facts are otherwise exempted under any of the three previous bullet points.

Covenants

Conduct of Business Pending Merger. D&E Communications has agreed that until the effective time of the merger, unless Windstream otherwise consents in writing, it will, and will cause each of its subsidiaries to, conduct their respective businesses in the ordinary course of business and use commercially reasonable efforts to preserve intact their current business organizations, goodwill, rights and franchises and keep available the services of their officers and employees and preserve their relationships with customers, suppliers and other persons with whom they have business relations.

In addition, D&E Communications has agreed that until the merger is completed, D&E Communications and its subsidiaries will not take the actions listed in the merger agreement, which include the following actions, without Windstream's prior written consent, except under limited circumstances specified in the merger agreement:

issue, sell, pledge, dispose or encumber its capital stock, or other ownership interests, or any securities or rights convertible into or exchangeable for any such shares or ownership interests or permit or authorize any of the above, other than in connection with the exercise of stock options that were outstanding on May 10, 2009;

redeem, purchase or otherwise acquire, or propose to redeem, purchase or otherwise acquire its or its subsidiaries capital stock, or any securities convertible into or exercisable for any shares of its or its subsidiaries capital stock;

split, combine or reclassify any of its or its subsidiaries capital stock;

declare, set aside for payment or pay any dividend, or make any other actual or deemed distribution in respect of its or its subsidiaries capital stock on, or make any distribution in respect of any of its or its subsidiaries capital stock, or any other payments to its or any of its shareholders in such capacity or permit any subsidiary that is not wholly-owned to authorize or pay any such dividends or make any such distributions to it; *provided, that*, it may make regular quarterly cash dividends in an amount not exceeding \$0.125 per share of its common stock;

adopt a plan of complete or partial liquidation, dissolution, merger or other reorganization of it or any of its subsidiaries;

amend its articles of incorporation or by-laws or alter through merger, liquidation or in any other fashion the corporate structure or ownership of any of its subsidiaries;

make any material acquisition or any material disposition of assets or securities of any business organization;

make capital expenditures that are not consistent in timing and amount with past practice, incur any indebtedness or guarantee any such indebtedness or make any loans, advances or capital contributions to, or investments in, any other person, other than to it or any of its subsidiaries;

pay or agree to pay any pension, retirement allowance or other employee benefit not required or contemplated by any of its existing benefit, severance, termination, pension or employment plans or agreements, as in effect on May 10, 2009, to any of its directors or

officers, whether past or present;

enter into any new or materially amend any existing employment or severance or termination agreement with any of its current or former directors or officers;

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grant any increases in the compensation of any of its directors or officers, except in the ordinary course of business;

increase or commit to increase the compensation of any of its or its subsidiaries' employees (other than officers and directors), or pay or commit to pay any bonus, profit sharing or other similar payment to such persons, in each case other than (i) merit increases consistent with its past practice prior to fiscal year 2009 (in terms of frequency, timing and amount) or (ii) with respect to employees other than officers and directors, isolated merit salary increases or bonuses not in the context of any broad-based plan or program;

grant or commit to grant to any of its or any of its subsidiaries' employees, officers, shareholders, directors, consultants or agents any new or modified severance, change of control, termination, retention or similar arrangement or increase or accelerate any benefits payable under its severance, retention or termination pay policies in effect on May 10, 2009;

except in the ordinary course of business consistent with past practice or as may be required to comply with applicable laws, become obligated under any new pension plan, welfare plan, multiemployer plan, employee benefit plan, severance plan, benefit arrangement, or similar plan or arrangement, which was not in existence on May 10, 2009, or amend any such plan or arrangement in existence on May 10, 2009, if such amendment would have the effect of materially enhancing any benefits thereunder;

make any material tax election, change any material tax election already made, file any amended tax returns or settle or compromise any material federal, state, local or foreign income tax liability;

make any change in its accounting principles or methods except insofar as may be required by a change in GAAP or change its or any of its subsidiaries' independent public accountants;

(i) pay, discharge or satisfy any material claims (including claims of shareholders), liabilities or obligations (absolute, accrued, asserted or unasserted, contingent or otherwise), except for the payment, discharge or satisfaction of liabilities or obligations in the ordinary course of business consistent with past practice or in accordance with their terms as in effect on May 10, 2009, or (ii) waive, release, grant, or transfer any rights of material value or modify or change in any material respect any existing material license, lease, contract or other document, other than in the ordinary course of business consistent with past practice;

enter into or amend any collective bargaining agreement or other agreement with any labor organization, union or association outside the ordinary course of business consistent with past practice and in consultation with Windstream;

settle or compromise any litigation other than settlements or compromises of litigation where the settlement is limited solely to monetary payment and the release of claims and the amount paid (after giving effect to insurance proceeds actually received) in settlement or compromise does not exceed \$250,000, provided that the aggregate amount paid in connection with the settlement or compromise of all such litigation matters will not exceed \$500,000;

(i) other than in the ordinary course of business consistent with past practice or as expressly permitted by the merger agreement, terminate, renew, amend or modify in any material respect, or fail to enforce any material provision of, any of its material contracts or (ii) enter into any material contract not in the ordinary course of business consistent with past practice and not terminable by it or any of its subsidiaries party thereto without penalty on notice of ninety (90) days or less;

except as required in connection with the transactions contemplated by the merger agreement, take any action that will create a requirement to make a filing, registration or application with, or seek the waiver, consent or approval of, the FCC, the Pennsylvania PUC or any other state public service or public utilities commission or any other government entity other than in the ordinary course

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of business consistent with past practice or in response to filings initiated by such government entities or other parties, or discontinue or withdraw any authorized service or voluntarily relinquish any material license

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or institute any proceeding with respect to, or otherwise materially change, amend, or supplement any of its tariffs on file with the FCC, the Pennsylvania PUC or any other state public service or public utilities commission, except as required by applicable law;

effectuate a plant closing or mass layoff, as those terms are defined in the Worker Adjustment and Retraining Notification Act of 1988 (WARN), affecting in whole or in part any site of employment, facility, operating unit or employee of it or any of its subsidiaries, without notifying Windstream in advance and without complying with the notice requirements and other provisions of WARN;

enter into any agreement, contract or binding commitment with a video content provider requiring fixed payments after May 10, 2009 under any such agreement exceeding \$250,000 per year or which is not terminable without penalty upon less than twelve (12) months notice;

take any action or fail to take any action which could reasonably be expected to result in a breach of any representation warranty or covenant contained within the merger agreement;

except as otherwise provided in the merger agreement, make or agree to make a cash contribution to any pension plan maintained by it or any of its subsidiaries;

enter into, amend or modify any hedge, collar, option, swap, forward, future or derivative transaction or similar agreement involving, or settled by reference to, one or more rates, currencies, commodities, equity or debt instruments or securities, or economic, financial or pricing indices or measures of economic, financial or pricing risk or value or any similar transaction or any combination of these transactions in each case other than in the ordinary course of business consistent with past practice and in consultation with Windstream; or

authorize, recommend, propose or announce an intention to do any of the foregoing, or enter into any contract, agreement, commitment or arrangement to do any of the foregoing.

Windstream has agreed that until the merger is completed, Windstream will not take certain actions listed in the merger agreement, which include the following actions, without D&E Communications prior written consent, except under limited circumstances specified in the merger agreement:

adopt any amendments to its certificate of incorporation or by-laws which would have the effect of altering the terms of Windstream common stock;

adopt a plan of complete or partial liquidation, dissolution, restructuring, recapitalization or other reorganization;

adopt any amendments to its by-laws or otherwise alter its capital structure (except as required by law or in order to increase the number of shares of its common stock);

authorize, recommend, propose or announce an intention to do any of the foregoing, or enter into any agreement to do any of the foregoing; or

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take or fail to take any action which could reasonably be expected to result in a material breach of any material representation, warranty or covenant made by it under the merger agreement.

No Solicitation. The merger agreement precludes D&E Communications, its subsidiaries, officers, directors, employees, investment bankers, legal counsel or other advisor or other representatives from directly or indirectly:

soliciting, initiating, knowingly encouraging or facilitating a competing transaction;

engaging in negotiations or discussions concerning, or providing any non-public information to any person relating to, or taking any other action to facilitate any inquiries or the making of any proposal that constitutes, or could reasonably be expected to lead to, a competing transaction;

entering into any agreement, arrangement or understanding contemplating or relating to a competing transaction or requiring D&E Communications to abandon, terminate or fail to consummate the merger; or

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waiving, amending, modifying or granting any release under any standstill or similar agreement or confidentiality agreement relating to a competing transaction.

However, prior to the adoption by D&E Communications shareholders of the merger agreement, D&E Communications board of directors may furnish non-public information to, or enter into discussions or negotiations with, any person regarding a bona fide written competing transaction, if:

the board of directors of D&E Communications determines in good faith, after consultation with D&E Communications outside legal advisors and financial advisors, that such acquisition proposal is, or is reasonably likely to lead to, a superior competing transaction and, after consultation with D&E Communications outside legal advisors, that it is required to do so in order for it to comply with its fiduciary obligations to D&E Communications shareholders;

prior to taking these actions, D&E Communications receives an executed confidentiality agreement from the person with terms as to confidentiality no less favorable in all material respects than those contained in the confidentiality agreement between Windstream and D&E Communications; and

such competing transaction was not solicited after May 10, 2009 and was made after May 10, 2009 and did not result from a breach of the merger agreement.

D&E Communications board of directors also may respond to any tender offer that may be made in order to comply with the requirements of Rule 14e-2(a) or Rule 14d-9 under the Securities Exchange Act of 1934 and make any disclosure to its shareholders if, in each case, in the good faith judgment of the board of directors, with the advice of outside counsel, making such disclosure to D&E Communications shareholders is required under applicable law.

D&E Communications is also required to notify Windstream in writing promptly after receipt of any competing transaction or any request for material nonpublic information or access to its properties, books or records by any person related to or that could reasonably be expected to lead to a competing transaction. The notice must detail the identity of the offeror and the material terms and conditions of the proposal. D&E Communications must also keep Windstream informed in all material respects of the status and details of any competing transaction. D&E Communications has also agreed to notify Windstream of any determination by D&E Communications board of directors that a superior competing transaction has been made.

Competing transaction is defined in the merger agreement as any proposal or offer made by any person, for:

the acquisition by any person of assets or businesses that constitute fifteen percent (15%) or more of either the revenues, net income or assets of D&E Communications and its subsidiaries, taken as a whole;

the acquisition by any person of fifteen percent (15%) or more of the outstanding shares of D&E Communications common stock or any if its subsidiaries whose assets, individually or in the aggregate, constitute more than fifteen percent (15%) of the consolidated assets of D&E Communications; or

any other substantially similar transaction or series of related transactions that would reasonably be expected to prevent or materially impair or delay the consummation of the transactions contemplated by the merger agreement.

Superior competing transaction is defined in the merger agreement as a bona fide, written proposal or offer for a competing transaction made by a third person, which D&E Communications board of directors determines in good faith (after consultation with D&E Communications outside legal counsel and financial advisor) may reasonably be likely to result in a transaction that, if consummated, would result in such third party (or its shareholders) owning, directly or indirectly, more than 50% of the shares of D&E Communications common stock or all or substantially all the assets of D&E Communications on terms more favorable to the shareholders of D&E Communications from a financial point of view than a merger with Windstream.

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Change of Recommendation. D&E Communications board of directors may not (i) withdraw or publicly propose or resolve to modify or withdraw its recommendation that the shareholders of D&E Communications adopt the merger agreement, (ii) adopt or recommend, or propose publicly to adopt or recommend any competing transaction, (iii) adopt or recommend, or propose publicly to adopt or recommend any agreement, arrangement or understanding constituting or relating to, or that is intended to or could reasonably be expected to lead to, a competing transaction or (iv) terminate the merger agreement, except in the case where each of the following is satisfied:

the shareholders of D&E Communications have not yet adopted the merger agreement;

D&E Communications receives an unsolicited competing transaction that the board of directors reasonably determines (after consultation with D&E Communications' outside counsel and financial advisors) constitutes a superior competing transaction and was made after May 10, 2009 and not withdrawn;

the board of directors determines in good faith (after taking into account advice of outside counsel) that, in light of such superior competing transaction, that withdrawing its recommendation or terminating the merger agreement is required in order for the board of directors to comply with its fiduciary obligations to D&E Communications shareholders under applicable law;

such acquisition proposal was not solicited, initiated, knowingly encouraged or facilitated after May 10, 2009 in breach of, and did not otherwise result from a breach of, the merger agreement;

D&E Communications board of directors has notified Windstream in writing of the determination described above; and

at least five (5) business days following receipt by Windstream of the notice has elapsed and taking into account any revised proposal by such offeror, the board of directors of D&E Communications maintains its determination described above.

Proxy Material; Registration Statement. Windstream and D&E Communications agreed to prepare this proxy statement/prospectus and the registration statement on Form S-4 of which it is a part, and to file them with the SEC and use all reasonable efforts to have the proxy statement cleared by the SEC and the registration statement declared effective by the SEC. This proxy statement/prospectus and the registration statement will (subject to certain exceptions) include the recommendation of D&E Communications board of directors that D&E Communications shareholders approve and adopt the merger agreement. Windstream is also required to take all necessary actions as may be required under state "blue sky" or securities laws and is required to file listing applications covering the shares of Windstream common stock to be issued in the merger with the NYSE.

D&E Communications was required under the terms of the merger agreement to mail this proxy statement/prospectus to its shareholders as promptly as practicable after the registration statement was declared effective. The merger agreement also requires D&E Communications to call and hold a meeting of its shareholders as promptly as practicable following the effectiveness of the registration statement and mailing of the proxy statement in order to obtain the approval of D&E Communications shareholders. Additionally, subject to certain limitations and certain fiduciary duty considerations, D&E Communications has agreed to recommend that D&E Communications shareholders vote in favor of approval and adoption of the merger agreement and take all reasonable and lawful action to solicit and obtain such approval and adoption. Except as described above under "Covenants; Change of Recommendation", D&E Communications board of directors may not withdraw or modify, in a manner adverse to Windstream, the recommendation of its board of directors that D&E Communications shareholders approve and adopt the merger agreement.

The merger agreement also provides that, to the extent permitted by applicable law, the obligation of D&E Communications to hold a meeting of its shareholders to approve and adopt the merger agreement will not be limited or otherwise affected by the commencement, disclosure, announcement or submission to it of any

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competing transaction (whether or not it is a superior competing transaction), or by any change, withholding or withdrawal of D&E Communications board's recommendation that D&E Communications shareholders approve the merger agreement.

Filings; Other Actions. Both Windstream and D&E Communications will take all actions, and do and assist and cooperate in doing all things necessary, proper or advisable to consummate and make effective the merger, including, without limitation, obtaining all necessary actions or non-actions, waivers, consents, approvals, permits and authorizations, and making of all necessary registrations and filings (including, without limitation, filings pursuant to the HSR Act and any other submissions requested by the FCC, the Pennsylvania PUC, the Federal Trade Commission or Department of Justice). Windstream and D&E Communications are to use all reasonable efforts to resolve any objections or challenges from any regulatory authorities; *provided, that*, Windstream will not be required to, nor will D&E Communications be permitted to, agree to any term, condition or restriction or to amend any of D&E Communications' licenses in order to obtain any such regulatory approvals if such term, condition or restriction or amendment (i) would have or would reasonably be expected to have a material adverse effect on Windstream or D&E Communications or (ii) would prevent Windstream from consummating the merger on the material terms set forth in the merger agreement.

Windstream will have primary responsibility, with the assistance and cooperation of D&E Communications, for obtaining all authorizations, consents, orders and approvals with respect to the material licenses held by D&E Communications. D&E Communications and Windstream will have joint responsibility with respect to the joint applications required for the transfer of control of such licenses. The parties have also agreed to respond as promptly as practicable to any additional requests for information received from the FCC, the Pennsylvania PUC and any other governmental entity in connection with the transfer of such licenses.

D&E Communications has also agreed to take all steps required in order to effect the mergers, effective immediately after the effective time, of the following of its subsidiaries: (i) Conestoga Management Services, Inc. with and into its parent Conestoga Telephone and Telegraph Company, (ii) D&E Management Services, Inc. with and into its parent Denver and Ephrata Telephone and Telegraph Company, and (iii) Buffalo Valley Management Services, Inc. with and into its parent Buffalo Valley Telephone Company.

Access to Information. The merger agreement requires D&E Communications to provide Windstream reasonable access to its properties, contracts, commitments, books and records and any report, schedule or other document filed or received by it pursuant to the requirements of federal or state securities laws and to promptly furnish to one another additional financial and operating data and other information as reasonably requested. Any such information received by either party will be treated in accordance with a confidentiality agreement executed between Windstream and D&E Communications.

Publicity. Both Windstream and D&E Communications will, subject to certain exceptions, consult with each other and will mutually agree upon any press release or public announcement pertaining to the merger before the issuance of such press release or public announcement.

Directors and Officers Insurance; Indemnification. Under the terms of the merger agreement, Windstream and Merger Sub have agreed that all rights to exculpation and indemnification for acts or omissions occurring at or prior to the effective time as provided in D&E Communications' articles of incorporation or by-laws, or in any agreement, in favor of persons who are or were directors, officers or employees of D&E Communications or its subsidiaries, will survive for a period of six (6) years following the merger and Windstream and Merger Sub will maintain these current provisions regarding indemnification in effect for six (6) years. Windstream and Merger Sub also agreed that for a period of six (6) years following the merger, Windstream and Merger Sub will indemnify the current and former directors, officers or employees of D&E Communications to the fullest extent permitted by applicable law. The merger agreement further requires that, for six (6) years following the effective time, subject to certain limitations, Windstream and Merger Sub will maintain coverage under the existing directors' and officers' liability insurance policy and fiduciary insurance policies with an amount of coverage not

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less than 100% of the amount of existing coverage, or policies that are no less favorable to the indemnified parties, with respect to claims arising from facts or events that occurred on or before the effective time, except that for any policy year, neither Windstream nor Merger Sub will be required to pay more than \$400,000 for the annual premium of such insurance policies.

Employees. For a period of one (1) year following the effective time of the merger, Windstream has agreed to:

provide to all D&E Communications employees who continue in employment with the surviving company base salaries and bonus opportunities that are not less favorable in the aggregate than those provided to D&E Communications employees before the effective time and benefits, perquisites and other terms and conditions of employment that are not materially less favorable in the aggregate than the benefits, perquisites and other terms and conditions of similarly situated Windstream employees;

pay employees who continue in employment with the surviving company all accrued and unused but unpaid vacation accrued through the effective time and provide, as soon as administratively possible following the effective time, employee benefit plans and arrangements (other than base salary and bonus opportunities, but including 401(k), welfare programs, pension, medical, dental, vision and paid time off policies) that are no less favorable in the aggregate than those provided to similarly situated employees of Windstream;

pay employees who continue in employment with the surviving company for payments under the D&E Communications STIP an amount with respect to such employee's award under such plan for 2009 and the fiscal year of D&E Communications in which the closing occurs that is no less than the (i) greater of the actual award level achieved under the plan or (ii) the target level under the plan; and

let employees who continue in employment with the surviving company have the use of amounts, if any, in the flexible spending accounts held by D&E Communications in accordance with the terms of such accounts.

For purposes of vesting, eligibility and level of benefits, each D&E Communications employee will be credited with his or her years of service with D&E Communications and its subsidiaries before the effective time, to the same extent as D&E Communications employee was entitled, before the effective time, to credit for such service.

If, within one (1) year of the closing date, Windstream terminates the employment (other than as a result of unsatisfactory performance of their respective duties) of any person who was an officer or employee of D&E Communications and not subject to a collective bargaining agreement on the effective time, Windstream will:

give sixty (60) days' written notice to any such employee terminated within the first six (6) months following the effective time;

pay severance benefits to any such employee in an amount equal to the greater of (i) four weeks' salary plus one week's salary for each year of service with D&E Communications or any of its subsidiaries, up to a maximum of 26 weeks' salary or (ii) two weeks' salary for each year of service with D&E Communications or any of its subsidiaries, up to a maximum of 26 weeks' salary; provided that officers entitled to severance benefits pursuant to employment or other agreements with D&E Communications are not entitled to these severance benefits;

pay all accrued and unused but unpaid vacation of such officer or employee;

pay any such officer or employee an amount with respect to such officer or employee's award under the STIP for 2009 and a pro-rated amount for the fiscal year of D&E Communications in which the closing occurs; and

allow any such officer or employee to use amounts, if any, in the flexible spending accounts held by D&E Communications in accordance with the terms of such accounts and applicable laws.

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Prior to closing, D&E Communications will amend its pension and 401(k) plans such that immediately prior to or at the effective time of the merger, employees with less than five (5) years of service with D&E Communications will be 100% vested in their pension and 401(k) benefits.

Tax Matters. Both Windstream and D&E Communications are required to use all reasonable efforts to cause the merger to qualify as a reorganization within the meaning of Section 368(a) of the Code and neither party may permit, take or cause to be taken any action that would result in the merger failing to qualify as such a reorganization. Windstream and D&E Communications are also required to cooperate with each other to obtain written opinions from their respective legal counsel to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code.

Termination of D&E Communications Employee Stock Purchase Plan and Dividend Reinvestment. D&E Communications has agreed not to commence any new offering periods under its employee stock purchase plan on or after the date the Pennsylvania PUC issues its consent to the merger, and following May 10, 2009, it has agreed not to permit any participant to increase his/her participating interest in the plan. D&E Communications will terminate the employee stock purchase plan and its dividend reinvestment plan at the effective time.

Telephone Company Preferred Stock. Contemporaneously with the effective time, D&E Communications has agreed to exercise its right to redeem all outstanding shares of preferred stock of Denver and Ephrata Telephone Company, Series A 4 1/2%, par value \$100 cumulative, such that no shares of such stock will be outstanding as of the effective time.

Certain Notices. Each of Windstream and D&E Communications are required to notify the other party if any representation or warranty made by it in the merger agreement becomes untrue or inaccurate or the failure by it to comply with or satisfy in any material respect any covenant, condition or agreement to be complied with or satisfied by it under the merger agreement.

D&E Communications Dividends. From July 1, 2009, to the earlier of either the effective time or the date the merger agreement is terminated, D&E Communications has agreed to exercise commercially reasonable efforts to cause the record dates for its regular quarterly cash dividends and payment dates upon which its regular quarterly cash dividends are paid, to correspond to the record dates upon which regular quarterly cash dividends are paid by Windstream. D&E Communications will also assure that its shareholders will be entitled to either a dividend on shares of D&E Communications common stock or shares of Windstream common stock, but not both, with regard to the calendar quarter in which the closing occurs.

D&E Communications 10b5-1 Plan. D&E Communications agreed to terminate, prior to 8:30 am eastern time, on May 11, 2009 any 10b5-1 trading plan or similar open market stock repurchase program it had in effect as of May 10, 2009.

Windstream Consulting Agreements. If Windstream and each of James W. Morozzi, Thomas Morell and Albert Kramer cannot agree to mutually acceptable terms of continuing employment, Windstream agreed to enter into consulting agreements with Messrs. Morozzi, Morell and Kramer each of which will have a term not to exceed one (1) year following the effective time. During the term of the consulting agreements, Messrs. Morozzi, Morell and Kramer will provide consultation, advice and assistance to Windstream's chief executive officer and other Windstream executives regarding integration matters, transition matters, and operational matters, including CLEC operations, and they will provide introduction to local and regional business leaders and civic groups. Messrs. Morozzi, Morell and Kramer will each be expected to devote no less than forty (40) hours per month during the term of their consulting agreements, a schedule of which will be established by Windstream and Messrs. Morozzi, Morell and Kramer upon mutually agreeable terms.

In exchange for the consulting services rendered, Windstream will negotiate the amounts to be paid, which in no event will exceed \$275,000, \$250,000 and \$210,000, for Messrs. Morozzi, Morell and Kramer respectively. Windstream will also pay Messrs. Morozzi, Morell and Kramer all reasonable expenses incurred as part of their duties under the consulting agreements, such as travel, lodging, and meals.

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Conditions to the Merger

Conditions to the obligations of each party. The obligations of each party to complete the merger are subject to the satisfaction of the following conditions:

the approval and adoption of the merger agreement by D&E Communications shareholders;

the absence of any statute, rule, regulation, executive order, decree, ruling or injunction prohibiting the consummation of the merger;

the termination or expiration of the applicable waiting periods pursuant to the HSR Act (which was received on June 5, 2009);

the approval of the shares of Windstream common stock to be issued in connection with the merger for listing on the NYSE;

the continuing effectiveness of the registration statement of which this proxy statement/prospectus forms a part; and

all material permits, approvals and consents of securities or blue sky authorities being obtained.

Conditions to the obligations of D&E Communications. The obligations of D&E Communications to consummate the merger are subject to the satisfaction of the following further conditions:

the representations and warranties of Windstream and Merger Sub relating to:

corporate authority, and due authorization and enforceability of the merger agreement;

capitalization of Windstream and its subsidiaries; and

the accuracy of certain reports and financial statements filed by Windstream with the SEC, are true and correct at and as of the effective time as if made at and as of such time, or if such representations and warranties are made as of a specific date, then at and as of such date;

all the other representations and warranties of Windstream and Merger Sub contained in the merger agreement are true and correct (disregarding all exceptions for materiality) at and as of the effective time as if made at and as of such date except for changes permitted by the merger agreement, and those representations made as of a specific date, then at and as of such date, or where the failure of any representation or warranty to be true and correct would not have and would not reasonably be expected to have, individually or in the aggregate, a material adverse effect on Windstream;

Windstream and Merger Sub have performed and complied with, in all material respects, their material obligations under the merger agreement to be performed or complied with on or prior to the effective time;

each of the approval of the FCC for the transfer of control of the relevant franchises, licenses and similar instruments of D&E Communications and its subsidiaries (which was received on July 31, 2009) and the approval of the Pennsylvania PUC, in each case, required to permit consummation of the merger, has been obtained;

Windstream will have not experienced a material adverse effect; and

the receipt by D&E Communications, from its legal counsel, of an opinion substantially to the effect that the merger will be treated as a reorganization under section 368(a) of the Code and that each of Windstream, Merger Sub and D&E Communications will be a party to such reorganization under section 368(b) of the Code (which has been received).

Conditions to the obligations of Windstream and Merger Sub. The obligations of Windstream and Merger Sub to consummate the merger are subject to the satisfaction of the following further conditions:

the representations and warranties of D&E Communications relating to:

corporate authority, and due authorization and enforceability of the merger agreement;

the capitalization of D&E Communications and its subsidiaries;

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the ownership of shares of D&E Communications common stock and its subsidiaries;

the accuracy of certain reports and financial statements filed by D&E Communications with the SEC;

the vote required by D&E Communications shareholders to approve and adopt the merger agreement;

the inapplicability of state takeover statutes to the merger;

the absence of finders or brokers fees, except with respect to fees and expenses payable by D&E Communications to its financial advisor; and

the receipt of an opinion from D&E Communications financial advisor;

are true and correct at and as of the effective time as if made at and as of such time, or if such representations and warranties are made as of a specific date, then at and as of such date;

all the other representations and warranties of D&E Communications contained in the merger agreement are true and correct (disregarding all exceptions for materiality) at and as of the effective time as if made at and as of such date except for changes permitted by the merger agreement, and those representations made as of a specific date, then at and as of such date, or where the failure of any representation or warranty to be true and correct would not have and would not reasonably be expected to have, individually or in the aggregate, a material adverse effect on D&E Communications;

D&E Communications having performed and complied with, in all material respects, its material obligations under the merger agreement to be performed or complied with on or prior to the effective time;

each of the approval of the FCC for the transfer of control of the relevant franchises, licenses and similar instruments of D&E Communications and its subsidiaries (which was received on July 31, 2009), including the consent of the transfer of the cable and video franchise licenses held by D&E Communications, and the approval of the Pennsylvania PUC, in each case, required to permit consummation of the merger, has been obtained without the imposition of any term or condition, Windstream would not be required to agree to pursuant to the merger agreement;

D&E Communications will have not experienced a material adverse effect; and

the receipt by Windstream, from its legal counsel, of an opinion substantially to the effect that the merger will be treated as a reorganization under section 368(a) of the Code and that each of Windstream, Merger Sub and D&E Communications will be a party to such reorganization under section 368(b) of the Code (which has been received).

Termination and Expenses

Termination by the parties. The merger agreement may be terminated by the mutual written consent of Windstream and D&E Communications. Additionally, either Windstream or D&E Communications may terminate the merger agreement if:

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D&E Communications shareholders fail to approve and adopt the merger agreement at the special meeting;

the merger is not consummated by October 8, 2009 (which date can be extended by Windstream or D&E Communications to December 9, 2009, if the closing has not occurred because of failure to obtain approval from one or more regulatory authorities);

there are final, non-appealable legal restraints preventing the merger; or

any statute, rule, regulation, executive order, decree, ruling or injunction prohibiting the consummation of the merger has been adopted or issued;

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provided that neither Windstream nor D&E Communications may terminate the merger agreement if the failure to fulfill any of their respective obligations under the merger agreement results in such failure to close.

Termination by Windstream. The merger agreement may be terminated by Windstream if:

a breach of any representation, warranty, covenant or agreement on the part of D&E Communications set forth in the merger agreement has occurred that would cause any of the conditions described under Conditions to the Merger Conditions to the obligations of Windstream and Merger Sub not to be satisfied, and either such condition is not cured, or incapable of being cured, within thirty (30) days of written notice of such breach or inaccuracy;

D&E Communications board of directors fails to include in the proxy statement its approval or recommendation of the merger agreement or the merger;

D&E Communications board of directors makes a recommendation change, as described above under Covenants Change of Recommendation; or

D&E Communications fails to call and hold the shareholders meeting within sixty (60) days after the proxy statement is cleared by the SEC.

Termination by D&E Communications. The merger agreement may be terminated by D&E Communications if:

a breach of any representation, warranty, covenant or agreement on the part of Windstream or Merger Sub set forth in the merger agreement has occurred that would cause any of the conditions described under Conditions to the Merger Conditions to the obligations of D&E Communications not to be satisfied, and either such condition is not cured, or incapable of being cured, within thirty (30) days of written notice of such breach or inaccuracy; or

pursuant to the terms described under Covenants Change of Recommendation.

Expenses. Other than as described below under Termination and Expenses Termination Fee, the merger agreement provides that each party will pay its own fees and expenses in connection with the merger agreement, except that (i) the fees and expenses related to any filing made pursuant to the HSR Act or any competition, merger control, antitrust or similar law shall be paid by Windstream and (ii) Windstream and D&E Communications will share equally all fees and expenses, other than attorneys' and accounting fees and expenses, incurred in relation to the printing, filing and distribution of the proxy statement. See Transaction Fees and Expenses to be Paid by D&E Communications.

Termination Fee

D&E Communications is required to pay to Windstream a termination fee of \$5.5 million if:

Windstream terminates the merger agreement because; (A) (i) D&E Communications board of directors fails to include in the proxy statement its approval or recommendation of the merger agreement or the merger; (ii) D&E Communications board of directors makes a change of recommendation, as described below under The Merger Agreement Covenants Change of Recommendation; or (iii) D&E Communications fails to call and hold the shareholders meeting within sixty (60) days after the proxy statement is cleared by the SEC, and (B) within twelve (12) months after such termination, D&E Communications enters into a definitive agreement with respect to, or consummates, a competing transaction;

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D&E Communications terminates the agreement because its board determines (after consulting with D&E Communications' legal and financial advisors) an unsolicited third party offer constitutes a superior competing transaction, and (after consulting with D&E Communications' outside legal advisors) failure to terminate the agreement would be a violation of their fiduciary duties, and prior to the date that is twelve (12) months after such termination, D&E Communications enters into an agreement to effect the superior competing transaction; or

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if a competing transaction is made known to the shareholders of D&E Communications or publicly disclosed, thereafter the merger agreement is terminated because D&E Communications shareholders fail to approve and adopt the merger agreement at the special meeting or a breach of any representation, warranty, covenant or agreement on the part of D&E Communications set forth in the merger agreement has occurred that would cause any of the conditions to the obligations of Windstream and Merger Sub to close not to be satisfied, and either such condition is not cured, or incapable of being cured, within thirty (30) days of written notice of such breach or inaccuracy and within twelve (12) months after such termination, D&E Communications or any of its subsidiaries enters into an agreement to consummate or consummates a competing transaction (for purposes of this bullet point, the term "competing transaction" has the same meaning as described above under "The Merger Agreement - Covenants - No Solicitation", except that references to 15% are replaced by 35%).

Modification or Amendment; Waiver

Modification or Amendment. The merger agreement may be amended or supplemented by the written agreement of D&E Communications and Windstream at any time prior to the effective time of the merger, whether before or after adoption of the merger agreement by D&E Communications shareholders. However, following such adoption, no amendment of the merger agreement will be made which requires further approval of D&E Communications shareholders under any applicable laws or rules without such further approval.

Waiver. At any time prior to the effective time of the merger, Windstream or D&E Communications may waive compliance with any of the agreements or conditions of the other party contained in the merger agreement which may be legally waived. Any such waiver will be valid only if set forth in writing and signed by the party granting the waiver. However, following such adoption, no such waiver will be made which requires further approval of D&E Communications shareholders under any applicable laws or rules without such further approval.

Transaction Fees and Expenses to be Paid by D&E Communications

In connection with the merger, D&E Communications expects to pay transaction fees and expenses currently estimated to be approximately \$3.8 million to \$4.3 million in the aggregate for financial advisory, legal, accounting, proxy solicitation, tax and other advisory services.

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UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION

The following unaudited pro forma combined condensed financial statements give effect to the merger of D&E Communications with Windstream, with Windstream considered the accounting acquirer. Under the terms of the agreement, D&E Communications shareholders will receive \$5.00 in cash and 0.650 shares of Windstream common stock in exchange for each of the outstanding shares of D&E Communications common stock. As of June 30, 2009, D&E Communications had approximately 14.4 million shares of common stock outstanding. In addition, the following unaudited pro forma combined condensed financial statements give effect to the repayment of D&E Communications outstanding debt of \$182.6 million (see Note E below). The cash portion of the purchase price and the repayment of debt are assumed to be funded from available cash on hand and borrowings available under Windstream's revolving credit facility within these unaudited pro forma combined condensed financial statements.

The acquisition of D&E Communications by Windstream will be accounted for as an acquisition in accordance with Statement of Financial Accounting Standards (SFAS) No. 141(R), Business Combinations (Revised). The unaudited pro forma combined condensed financial information has been prepared using the acquisition method of accounting in accordance with SFAS No. 141(R) as if the acquisition had been completed as of June 30, 2009 for purposes of the unaudited pro forma combined condensed balance sheet, and as of January 1, 2008 for purposes of the unaudited pro forma combined condensed statements of income.

In accordance with the acquisition method of accounting, the purchase price has been allocated in the unaudited pro forma combined condensed financial statements to the underlying tangible and intangible assets and liabilities to be acquired from D&E Communications based on their respective fair market values, with any excess allocated to goodwill (see basis of Preliminary Purchase Price and Allocation below). Pro forma adjustments, and the assumptions on which they are based, are described in the accompanying notes to unaudited pro forma combined condensed financial information.

The unaudited pro forma combined condensed statement of income for the year ended December 31, 2008 has been derived from audited consolidated financial statements of Windstream and D&E Communications for the year ended December 31, 2008. The unaudited pro forma combined condensed balance sheet and related income statement as of and for the six months ended June 30, 2009, were derived from unaudited consolidated financial statements of Windstream and D&E Communications as of and for the six months ended June 30, 2009.

The unaudited pro forma combined condensed financial information is presented for illustrative purposes only and is not necessarily an indication of the results that would have been achieved had the merger actually occurred on the dates indicated or that may be achieved in the future. The unaudited pro forma combined condensed statements of income do not include the effects of any non-recurring costs associated with an estimated \$14.6 million in professional fees and other direct costs that are expected to be incurred in relation to the merger, including, but not limited to restructuring or integration activities that may result from the D&E Communications acquisition, or the realization of any savings from operating efficiencies or synergies that may also result from such acquisition.

The unaudited pro forma combined condensed financial statements should be read in conjunction with the notes to unaudited pro forma combined condensed financial statements, as well as the separate historical financial statements and accompanying notes of Windstream and D&E Communications that are incorporated by reference in this document.

Table of Contents**Unaudited Pro Forma Combined Condensed Balance Sheet**

As of June 30, 2009

(Millions)	Windstream	D&E	Pro Forma Add (Deduct) Adjustments	Combined
Current Assets:				
Cash and cash equivalents	\$ 245.4	\$ 12.1	\$ (223.6)(A,E,F,H)	\$ 33.9
Other current assets	383.3	24.7		408.0
Total current assets	628.7	36.8	(223.6)	441.9
Goodwill	2,198.2	138.4	(52.7)(B)	2,283.9
Other intangibles	1,091.9	88.9	81.3(C)	1,262.1
Net property, plant and equipment	3,798.8	162.7		3,961.5
Other assets	71.9	8.0		79.9
Total Assets	\$ 7,789.5	\$ 434.8	\$ (195.0)	\$ 8,029.3
Liabilities and Equity				
Current Liabilities:				
Current maturities of long-term debt	\$ 24.2	\$ 7.1	\$ (7.1)(E)	\$ 24.2
Other current liabilities	602.8	18.1	(1.9)(E)	619.0
Total current liabilities	627.0	25.2	(9.0)	643.2
Long-term debt	5,202.0	175.5	(125.5)(E)	5,252.0
Deferred income taxes	1,111.4	49.0	30.9(D)	1,191.3
Other liabilities	622.7	27.1	(0.3)(E)	649.5
Total liabilities	7,563.1	276.8	(103.9)	7,736.0
Equity:				
Common stock		2.6	(2.6)(G)	
Treasury stock		(20.9)	20.9(G)	
Additional paid-in capital	77.4	165.1	(83.6)(G)	158.9
Accumulated other comprehensive loss	(298.7)	(20.3)	20.3(G)	(298.7)
Retained earnings	447.7	30.1	(44.7)(G,H)	433.1
Noncontrolling interest		1.4	(1.4)(F)	
Total equity	226.4	158.0	(91.1)	293.3
Total Liabilities and Equity	\$ 7,789.5	\$ 434.8	\$ (195.0)	\$ 8,029.3

See accompanying notes to unaudited pro forma combined condensed financial statements

Table of Contents**Unaudited Pro Forma Combined Condensed Statement of Income****For the Six Months Ended June 30, 2009**

(Millions, except per share amounts)	Windstream	D&E	Pro Forma Add (Deduct) Adjustments	Combined
Revenues and sales	\$ 1,507.9	\$ 71.8	\$	\$ 1,579.7
Costs and expenses:				
Costs of services	500.9	22.4		523.3
Costs of products sold	63.9	0.6		64.5
Selling, general, administrative and other	179.4	17.5		196.9
Depreciation and amortization	265.3	14.5	4.5(I)	284.3
Merger and integration costs	1.4	0.8	(2.2)(J)	
Intangible asset impairment		5.5		5.5
Total costs and expenses	1,010.9	61.3	2.3	1,074.5
Operating income	497.0	10.5	(2.3)	505.2
Other income (expense), net	1.4	0.6	(3.0)(K)	(1.0)
Interest expense	(197.5)	(5.7)	4.2(L)	(199.0)
Income from continuing operations before income taxes	300.9	5.4	(1.1)	305.2
Income taxes	121.9	1.6	(0.4)(M)	123.1
Income from continuing operations	\$ 179.0	\$ 3.8	\$ (0.7)	\$ 182.1
Earnings per share:				
Basic	\$ 0.41	\$ 0.26		\$ 0.41
Diluted	\$ 0.41	\$ 0.26		\$ 0.41
Weighted average shares outstanding:				
Basic	434.2	14.4	(4.9)(N)	443.7
Diluted	434.2	14.4	(4.9)(N)	443.7

See accompanying notes to unaudited pro forma combined condensed financial statements

Table of Contents**Unaudited Pro Forma Combined Condensed Statement of Income****For the Year Ended December 31, 2008**

(Millions, except per share amounts)	(1) Windstream	D&E	Pro Forma Add (Deduct) Adjustments	Combined
Revenues and sales	\$ 3,171.5	\$ 149.5	\$	\$ 3,321.0
Costs and expenses:				
Costs of services	1,005.4	47.7		1,053.1
Costs of products sold	169.8	2.0		171.8
Selling, general, administrative and other	356.5	35.4		391.9
Depreciation and amortization	492.7	29.4	11.4(I)	533.5
Restructuring charges	8.5			8.5
Merger and integration costs	6.2			6.2
Intangible asset impairment		45.8		45.8
Total costs and expenses	2,039.1	160.3	11.4	2,210.8
Operating income (loss)	1,132.4	(10.8)	(11.4)	1,110.2
Other income (expense), net	2.1	2.9	(6.1)(K)	(1.1)
Interest expense	(416.4)	(12.3)	9.3(L)	(419.4)
Income (loss) from continuing operations before income taxes	718.1	(20.2)	(8.2)	689.7
Income taxes (benefit)	283.2	(9.3)	(3.1)(M)	270.8
Income (loss) from continuing operations	434.9	(10.9)	(5.1)	418.9
Noncontrolling interest		0.1	(0.1)(O)	