

VERIZON COMMUNICATIONS INC  
Form 8-K  
December 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report: December 6, 2012

(Date of earliest event reported)

**VERIZON COMMUNICATIONS INC.**

*(Exact name of registrant as specified in its charter)*

Delaware  
*(State or other jurisdiction of  
incorporation)*

1-8606  
*(Commission File Number)*

23-2259884  
*(I.R.S. Employer Identification No.)*

140 West Street  
  
New York, New York  
*(Address of principal executive  
offices)*

10007  
*(Zip Code)*

Registrant's telephone number, including area code: (212) 395-1000

Not Applicable

*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Election of Director*

On December 6, 2012, the Board of Directors of Verizon Communications Inc. (Verizon) elected Kathryn A. Tesija, Executive Vice President for Merchandising and Supply Chain at Target Corp., as a director, effective immediately. As a director, Ms. Tesija will participate in the compensation program applicable to all non-employee directors, which is described under the heading "Non-Employee Director Compensation" in Verizon's definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on March 19, 2012, except that for all non-employee directors the current annual cash retainer is \$100,000 and the annual grant of Verizon share equivalents is valued at \$150,000 on the grant date. Ms. Tesija has not yet been named to a Board committee.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Verizon Communications Inc.  
(Registrant)

Date: December 6, 2012

/s/ William L. Horton, Jr.  
William L. Horton, Jr.  
Senior Vice President, Deputy General Counsel

and Corporate Secretary

**Reporting Owner Name / Address Relationships** Director 10%  
Owner Officer Other Stice Travis D.  
500 WEST TEXAS, SUITE 1200  
MIDLAND, TX 79701 X Chief Executive Officer

## Signatures

/s/ Randall J. Holder, as attorney-in-fact for Travis D.  
Stice

02/21/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$123.76 per share to \$124.73 per share, inclusive. The reporting person undertakes to provide to Diamondback Energy, Inc., any security holder of Diamondback Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes 1, 3 and 4 of this Form 4.
  - (2) These securities are held by Stice Investments, Ltd., which is managed by Stice Management, LLC, its general partner. Mr. Stice and his spouse hold 100% of the membership interests in Stice Management, LLC, of which Mr. Stice is the manager.
  - (3) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$124.77 per share to \$125.76 per share, inclusive.
  - (4) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$125.78 per share to \$126.72 per share, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.