

CINCINNATI BELL INC  
Form 8-K  
November 28, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report: November 28, 2012

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CINCINNATI BELL INC.  
(Exact Name of Registrant as Specified in its Charter)

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| Ohio<br>(State or other jurisdiction<br>of incorporation)<br>221 East Fourth Street<br>Cincinnati, OH 45202<br>(Address of Principal Executive Office)<br>Registrant's telephone number, including area code: (513) 397-9900 | 001-8519<br>(Commission<br>File Number) | 31-1056105<br>(IRS Employer<br>Identification No.) |
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



ITEM 8.01 - OTHER EVENTS

On November 28, 2012, Cincinnati Bell Inc. issued a press release announcing the final results of its previously announced cash tender offers for its 8.375% Senior Notes due 2020 (CUSIP No. 171871AN6) (the “2020 Notes”) and its 8.25% Senior Notes due 2017 (CUSIP No. 171871AL0) (the “2017 Notes” and, together with the 2020 Notes, the “Notes”), subject to a maximum aggregate purchase price of \$100,000,000 (the “Maximum Purchase Price”). The tender offers expired at 11:59 p.m., New York City time on November 27, 2012, at which time approximately \$478.6 million aggregate principal amount and \$382.7 million aggregate principal amount of the 2020 Notes and the 2017 Notes, respectively, had been validly tendered and not validly withdrawn.

Acceptance of Notes for purchase in the tender offers is subject to the Maximum Purchase Price, acceptance priorities and proration, all as described in the Offer to Purchase and related Letter of Transmittal. The 2020 Notes have a higher purchase priority than the 2017 Notes and on any payment date Cincinnati Bell will accept for purchase all validly tendered and not subsequently validly withdrawn 2020 Notes, subject to the Maximum Purchase Price, prior to accepting any 2017 Notes for purchase. As a result, Cincinnati Bell did not accept for purchase any 2017 Notes or any Notes tendered after 5:00 p.m., New York City time on November 9, 2012 (the “Early Tender Date”).

Holders who validly tendered their 2020 Notes on or before the Early Tender Date and whose 2020 Notes were accepted for purchase received total consideration of \$1,097.50 per \$1,000 principal amount of 2020 Notes, including an early tender premium of \$30.00 per \$1,000 principal amount of 2020 Notes, subject to the terms and conditions set forth in the Offer to Purchase and related Letter of Transmittal. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This report does not constitute a notice of redemption under the optional redemption provisions of either of the indentures governing the 2017 Notes or the 2020 Notes, nor does it constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

| Exhibit No. | Description                            |
|-------------|--|
| 99.1        | Press Release dated November 28, 2012. |

SIGNATURES

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

CINCINNATI BELL INC.

Date: November 28, 2012

By: /s/ Christopher J. Wilson  
Christopher J. Wilson  
Vice President, General Counsel and Secretary

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EXHIBIT INDEX

| Exhibit No. | Description                            |
|-------------|--|
| 99.1        | Press Release dated November 28, 2012. |