
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: March 2, 2018

CINCINNATI BELL INC.

(Exact Name of Registrant as Specified in its Charter)

Ohio
(State or other jurisdiction of incorporation)

001-8519
(Commission File Number)

31-1056105
(IRS Employer
Identification No.)

**221 East Fourth Street
Cincinnati, OH 45202**
(Address of Principal Executive Office)

(513) 397-9900
(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Securities Act.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

John M. Zmo, a member of the Board of Directors (the "Board") of Cincinnati Bell Inc. (the "Company") informed the Board that he will not stand for re-election at the Company's 2018 Annual Meeting. Mr. Zmo will continue to serve as a Director until the 2018 Annual Meeting. Mr. Zmo is currently a member of the Business Development Committee and the Compensation Committee and will continue to serve on such committees until the 2018 Annual Meeting. Mr. Zmo advised the Board that his decision to not stand for re-election did not involve any disagreement with the Company.

After careful deliberation, the Board nominated Leigh R. Fox to stand for election as a member of the Board at the 2018 Annual Meeting to fill the vacancy created by the retirement of Mr. Zmo.

In addition, Phillip R. Cox, Chairman of the Board, informed the Board of his intention to step down from his role as Chairman prior to the 2019 Annual Meeting. Accordingly, the Board anticipates designating a successor to Mr. Cox as Chairman prior to the 2019 Annual Meeting. Mr. Cox also informed the Board that he does not intend to stand for re-election to the Board at the Company's 2019 Annual Meeting, and that his intention to not stand for re-election did not involve any disagreement with the Company.

A press release announcing these matters is attached hereto as Exhibit 99.1 and incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

**Exhibit
Number**

Description

[99.1](#)

[Press Release dated March 2, 2018](#)

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: March 2, 2018

By: /s/ Christopher J. Wilson

Name: Christopher J. Wilson

Title: Vice President, General Counsel



Cincinnati Bell Announces Changes to Its Board of Directors

CINCINNATI--(BUSINESS WIRE)-- Cincinnati Bell Inc. (NYSE:CBB), today announced that John M. Zrno will not seek re-election to the board of directors when his term expires at the Company's annual meeting of shareholders in May 2018, and that the board of directors has nominated Cincinnati Bell's President and Chief Executive Officer, Leigh R. Fox, to stand for election at the 2018 annual meeting. The Company also announced that its Chairman of the board, Phil Cox, will step down from his role as Chairman of the board prior to the 2019 annual meeting of shareholders. Mr. Cox informed the board that he does not intend to stand for re-election to the board at the 2019 annual meeting. These changes align with the Company's ongoing board refreshment process which aims to renew the board with directors who have deep industry expertise and appropriate board experience. The Company's board refreshment process has already resulted in the addition of three new independent directors in the last five years. At the close of the Hawaiian Telcom transaction expected in the second half of 2018, Cincinnati Bell will expand the size of the board from nine members to eleven members, in order to add two existing Hawaiian Telcom directors.

"On behalf of the entire Cincinnati Bell organization, I would like to thank John for his years of distinguished service to the Company. As a valued member of our board and trusted advisor to our management team, John has been instrumental in guiding the Company through its transformation. We wish John the very best in his future endeavors," stated Phil Cox.

Mr. Cox continued, "Leigh has demonstrated the strategic vision and leadership necessary to drive Cincinnati Bell's growth strategy and differentiate the Company in the marketplace. His extensive industry expertise and unique perspectives will be an invaluable resource to the board, as we remain focused on building two distinct complementary businesses with enhanced scale and strategic optionality to deliver enhanced shareholder value."

Mr. Fox currently serves as President and Chief Executive Officer of Cincinnati Bell, a position he has held since May 2017. He joined the Company in July 2001, and has served in various roles of increasing responsibility, including Chief Operating Officer and Chief Financial Officer, demonstrating exemplary accomplishments throughout his tenure.

Mr. Cox added, "The planned transition of the Chairman role is part of a rigorous board refreshment process undertaken by the board of directors over a number of years. The timing of this transition will align with the addition of two new Hawaiian Telcom board members, and I am fully committed to providing a consistent and seamless transition during this period of change."

About Cincinnati Bell Inc.

With headquarters in Cincinnati, Ohio, Cincinnati Bell Inc. (NYSE:CBB) provides integrated communications solutions - including local and long distance voice, data, high-speed Internet and video - that keep residential and business customers in Greater Cincinnati and Dayton connected with each other and with the world. In addition, enterprise customers across the United States and Canada rely on CBTS and OnX, wholly-owned subsidiaries, for efficient, scalable office communications systems and end-to-end IT solutions. For more information, please visit www.cincinnati-bell.com. The information on the Company's website is not incorporated by reference in this press release.

Important Additional Information

Cincinnati Bell, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Cincinnati Bell shareholders in connection with the matters to be considered at Cincinnati Bell's 2018 annual meeting. Cincinnati Bell intends to file a proxy statement and WHITE proxy card with the U.S. Securities and Exchange Commission (the "SEC") in connection with any such solicitation of proxies from Cincinnati Bell shareholders. **CINCINNATI BELL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ ANY SUCH PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Information regarding Cincinnati Bell's directors and executive officers is available in Cincinnati Bell's proxy statement, dated March 24, 2017, for its 2017 annual meeting. To the extent holdings of Cincinnati Bell's securities by directors or executive officers have changed since the amounts set forth in the 2017 proxy statement, such changes have been or will be reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with the SEC in connection with Cincinnati Bell's 2018 annual meeting. Additional information can also be found in Cincinnati Bell's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on February 26, 2018, and in Cincinnati Bell's Quarterly Reports on Form 10-Q. Cincinnati Bell's shareholders will be able to obtain, free of charge, any proxy statement, any amendments or supplements to the proxy statement and any other documents filed by Cincinnati Bell with the SEC at the SEC's website at <http://www.sec.gov>. In addition, copies will be available free of charge at Cincinnati Bell's website at investor.cincinnati-bell.com or by contacting Cincinnati Bell's Investor Relations by mail at Cincinnati Bell Inc., 221 East Fourth Street, Cincinnati, Ohio 45202.

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Source: Cincinnati Bell Inc.

