

NII HOLDINGS INC  
Form 8-K  
December 28, 2016

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

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FORM 8-K

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

Date of Report (Date of earliest event reported): December 21, 2016

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NII HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware	001-37488	91-1671412
(State or other jurisdiction	(Commission	(IRS Employer
of incorporation)	File	Identification No.)
	Number)	

1875 Explorer Street, Suite 800  
Reston, Virginia 20190  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (703) 390-5100

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))
- .. 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.

(e) As previously disclosed by NII Holdings, Inc. (the “Company”), the Board of Directors has approved a restructuring of the Company to further streamline expenses by shifting the costs and associated responsibilities from the Company’s headquarters in Reston, Virginia to its operating subsidiary in Brazil, and while the Company is focused on effectively managing its business in Brazil, the Company is also considering potential strategic alternatives with third parties. Also as previously disclosed, the Board of Directors approved a Form of Separation and Release Agreement (the “Agreement”) for certain executive officers of the Company. The Agreements, which are expected to be executed by these officers in the event of their termination of employment with the Company, were provided to the officers on November 13, 2015. On December 21, 2016, in connection with the approval of the Company’s 2017 budget, the Agreement with Steven M. Shindler, Chief Executive Officer, was updated to provide for a target termination date of April 1, 2017, and the Agreements with Daniel F. Freiman, Chief Financial Officer, and Shana C. Smith, General Counsel, were updated to provide for a target termination date of July 1, 2017, but when termination will occur has not been determined.

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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.

NII HOLDINGS, INC.

Date: December 28, 2016 By: /s/ SHANA C. SMITH  
Shana C. Smith  
General Counsel and Secretary