

ALASKA COMMUNICATIONS SYSTEMS GROUP INC
Form 8-K/A
February 26, 2014

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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

February 14, 2014

Alaska Communications Systems Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-28167

52-2126573

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

600 Telephone Avenue, Anchorage, Alaska

99503-6091

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(907) 297-3000

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))

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Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

EXPLANATORY NOTE

This Form 8-K/A is filed as an amendment ("Amendment No. 1") to the Current Report on Form 8-K filed by Alaska Communications Systems Group, Inc. under Items 4.02(a) on January 19, 2014 (the "Original 8-K"). Amendment No. 1 is being filed to provide: (i) additional quantitative information, and (ii) the anticipated filing date for an amended Form 10-Q with restated financials. Below is a revised version of the Original 8-K

Item 4.02(a). Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

On November 8, 2013, Alaska Communications Systems Group, Inc. (the "Company") filed its Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (the "Form 10-Q"). That report disclosed (i) the Company's gain (the "Gain on Sale/Contribution") arising from the formation of The Alaska Wireless Network, LLC ("AWN"), a joint venture in which the Company holds a one-third equity interest, and (ii) certain amounts the Company classified as contingent consideration arising from the cumulative preferred distributions payable to the Company by AWN.

The Company accounted for the amount by which the preferred distributions exceeded the distributions the Company would be entitled to as a one-third equity owner of AWN (the "AWN Excess Distributions") as contingent consideration issued in connection with a business combination. The Company treated the contingent consideration as a gain contingency recognized when realized or realizable.

The Company disclosed in the Form 10-Q that the above accounting treatment differed from AWN's and indicated that the Company was working to resolve the difference. As a result of that work, on February 14, 2014, the Company's management (after consultation with the Company's independent registered public accounting firm) concluded that:

(1) The Gain on Sale/Contribution and their carrying value of the equity investment should be increased to reflect the value, as of the formation of AWN, of the AWN Excess Distributions; and

(2) The amounts presented as AWN Excess Distributions for the three and nine months ended September 30, 2013, should be eliminated.

The adjustments noted above will increase the Gain on the Sale / Contribution by approximately \$65 million.

As a result of the above, the financial statements for the three and nine months ended September 30, 2013, should no longer be relied upon insofar as they relate to the Gain on Sale/Contribution or the AWN Excess Distributions that were classified as contingent consideration or the carrying value of the equity investment. The Company intends to file an amended Form 10-Q with restated financial statements early in March, 2014. Because we are revising the Form 10-Q to reflect the above, we are also recording further adjustments received from our valuation experts primarily decreasing the value of the deferred capacity rights which will increase our gain an additional \$10 million. We currently expect the valuation report to be finalized and issued prior to the filing of our March 31, 2014 Form 10-Q.

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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.

Alaska Communications Systems Group, Inc.

February 26, 2014

By: */s/Leonard A. Steinberg*

Name: Leonard A. Steinberg
Title: Corporate Secretary