

ALLTEL CORP
Form 8-K
October 23, 2003

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 (Date of earliest event reported): **October 23, 2003**

ALLTEL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-4996

34-0868285

(State or other jurisdiction of
incorporation or organization)

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(Commission File Number)

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

One Allied Drive, Little Rock, Arkansas

72202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(501) 905-8000**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 12. Results of Operations and Financial Condition

On October 23, 2003, ALLTEL Corporation ("ALLTEL" or the "Company") issued a Press Release announcing the Company's third quarter 2003 unaudited consolidated results of operations. The Press Release presents the Company's consolidated results of operations measured under generally accepted accounting principles ("GAAP") and its results of operations from current businesses.

"Results of operations from current businesses" include the following:

- Segment income from current businesses for each of the wireless, wireline, and communications support services business segments
- Total operating income from current businesses
- Other income, net from current businesses
- Interest expense from current businesses
- Net income from current businesses
- Basic and diluted earnings per share from current businesses
- Equity free cash flow from current businesses

The current business measures are non-GAAP financial measures that differ from their respective GAAP counterparts in that they exclude the effects of discontinued operations, early termination of debt, integration expenses and other charges, gain on disposal of assets, write-down of investments and receivables and the net financing costs related to prefunding the Company's 2002 acquisitions of wireless properties from CenturyTel, Inc. and wireline properties in Kentucky from Verizon Communications, Inc.

ALLTEL's purpose for excluding items from the current business measures is to focus on ALLTEL's true earnings capacity associated with providing telecommunication services. Management believes the items excluded from the current business measures are related to strategic activities or other events, specific to the time and opportunity available, and, accordingly, should be excluded when evaluating the trends of the Company's operations. For these reasons, ALLTEL believes that presenting the current business measures assists investors in assessing the true business performance of the Company by clarifying for investors the effects that certain items such as asset sales, restructuring expenses and other business consolidation costs arising from past acquisition and restructuring activities had on the Company's GAAP consolidated results of operations. The Company uses results from current businesses as management's primary measure of the performance of its business segments. ALLTEL management, including the chief operating decision-maker, uses the current business measures consistently for all purposes, including internal reporting purposes, the evaluation of business objectives, opportunities and performance and the determination of management compensation.

Equity free cash flow from current businesses is a non-GAAP financial measure that is computed as net income from current businesses plus depreciation and amortization less capital expenditures including capitalized software development costs. The Company believes that reporting equity free cash flow from current businesses assists investors in understanding ALLTEL's ability to generate sufficient positive cash flows to fund its ongoing cash operating requirements including capital expenditures, payment of dividends and debt service obligations. Equity free cash flow from current businesses should not be considered in isolation or as a substitute for cash flow from operations prepared in accordance with GAAP.

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The financial tables of ALLTEL's Press Release include a reconciliation of each of the non-GAAP financial measures discussed above to its most directly comparable financial measure calculated and presented in accordance with GAAP.

The Company's GAAP reported results of operations for the three and nine months ended September 30, 2003 do not include the effects of the adoption of Statement of Financial Accounting Standards No. 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity", ("SFAS No. 150") because the Company understands that the Financial Accounting Standards Board, at its October 29, 2003 meeting, will re-evaluate the applicability of SFAS No. 150 to minority interests in limited life partnerships. If the Company were subsequently required to adopt the provisions of SFAS No. 150, the cumulative effect of the change in accounting principle would be a non-cash charge of \$16.6 million, net of income tax benefit of \$10.6 million.

A copy of ALLTEL's Press Release dated October 23, 2003 is attached hereto as Exhibit 99(a) and is furnished as a part of this filing.

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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.

ALLTEL CORPORATION

(Registrant)

By: /s/ Jeffery R. Gardner

Jeffery R. Gardner

Executive Vice President - Chief Financial Officer

(Principal Financial Officer)

October 23, 2003

EXHIBIT INDEX

**Exhibit
Number**

Description of Exhibits

99(a)

Press Release, dated October 23, 2003 of ALLTEL Corporation.