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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Uniti Group Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

46-5230630

(I.R.S. Employer Identification Number)

2101 Riverfront Drive, Suite A

Little Rock, Arkansas

(Address of Principal Executive Offices)

72202

(Zip Code)

Uniti Group Inc. 2015 Equity Incentive Plan

(Full title of the plan)

Daniel L. Heard

Executive Vice President - General Counsel and Secretary

Uniti Group Inc.

2101 Riverfront Drive, Suite A

Little Rock, Arkansas 72202

(Name and address of agent for service)

(501) 850-0820

(Telephone number, including area code, of agent for service)

Copies of all correspondence to:

Geoffrey D. Neal

Kutak Rock LLP

124 West Capitol Avenue, Suite 2000

Little Rock, Arkansas 72201

(501) 975-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 8,000,000 shares of common stock, \$.0001 par value per share (“Common Stock”), of Uniti Group Inc. (the “Company”) to be issued pursuant to the Uniti Group Inc. 2015 Equity Incentive Plan (the “Plan”). Accordingly, the contents of the earlier registration statement on [Form S-8 \(File No. 333-203591\)](#) filed with the Securities and Exchange Commission (the “SEC”) on April 23, 2015 are incorporated by reference in this Registration Statement to the extent not modified hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed or furnished by the Company with the SEC are incorporated by reference herein:

- (a) The Company’s [annual report on Form 10-K for the fiscal year ended December 31, 2022, filed with the SEC on February 28, 2023](#), as amended by [Amendment No. 1 on Form 10-K/A filed with the SEC on March 29, 2023](#);
- (b) [The Company’s quarterly reports on Form 10-Q for the quarter ended March 31, 2023, filed with the SEC on May 4, 2023](#);
- (c) The Company’s current reports on Form 8-K filed with the SEC on [February 2, 2023](#) (only with respect to Items 2.04 and 8.01 thereof and Exhibit 99.1 thereto), [February 3, 2023](#), [February 14, 2023](#), [March 27, 2023](#), [May 5, 2023](#) and [May 26, 2023](#); and
- (d) The description of the Company’s Common Stock contained in [Exhibit 99.1](#) to our current report on Form 8-K filed with the SEC on March 26, 2015, including any amendments or reports filed with the SEC for the purpose of updating such description, including [Exhibit 4.22](#) to the Company’s annual report on Form 10-K for the fiscal year ended December 31, 2019, filed with the SEC as of March 12, 2020.

In addition, all documents and reports filed by the Registrant subsequent to the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents or reports, provided that unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K shall not be incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The exhibits furnished as a part of this Registration Statement are listed below.

<u>Number</u>	<u>Exhibit</u>
4.1	Articles of Amendment and Restatement of Communications Sales & Leasing, Inc. (incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K dated and filed with the SEC as of April 10, 2015 (File No. 001-36708))
4.2	Articles of Amendment of Communications Sales & Leasing, Inc. (incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K dated and filed with the SEC as of February 28, 2017 (File No. 001-36708))
4.3	Articles of Amendment of Uniti Group Inc. (incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K dated and filed with the SEC as of May 18, 2018 (File No. 001-36708))
4.4	Amended and Restated Bylaws of Uniti Group Inc. (incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K dated as of May 1, 2017 and filed with the SEC as of May 2, 2017 (File No. 001-36708))
5.1*	Opinion of Kutak Rock LLP
23.1*	Consent of Kutak Rock LLP (included in its opinion filed as Exhibit 5.1)
23.2*	Consent of KPMG LLP
24.1*	Powers of Attorney (included on signature page)
99.1	Uniti Group Inc. 2015 Equity Incentive Plan, as amended and restated April 11, 2023 (incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q filed with the SEC on May 4, 2023 (File No. 001-36708))
107.1*	Calculation of Filing Fee Table

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock, State of Arkansas, on May 25, 2023.

UNITI GROUP INC.

By: /s/ Kenneth A. Gunderman
Name: Kenneth A. Gunderman
Title: President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, the undersigned hereby constitute and appoint Daniel L. Heard and Paul E. Bullington, and each of them, his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, or any related registration statement filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do so and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Kenneth A. Gunderman</u> Kenneth A. Gunderman	President, Chief Executive Officer and Director (Principal Executive Officer)	May 25, 2023
<u>/s/ Paul E. Bullington</u> Paul E. Bullington	Senior Vice President – Chief Financial Officer and Treasurer (Principal Financial Officer)	May 25, 2023
<u>/s/ Travis T. Black</u> Travis T. Black	Vice President – Chief Accounting Officer (Principal Accounting Officer)	May 25, 2023
<u>/s/ Francis X. Frantz</u> Francis X. Frantz	Chairman and Director	May 25, 2023
<u>/s/ Jennifer S. Banner</u> Jennifer S. Banner	Director	May 25, 2023
<u>/s/ Scott G. Bruce</u> Scott G. Bruce	Director	May 25, 2023
<u>/s/ Carmen Perez-Carlton</u> Carmen Perez-Carlton	Director	May 25, 2023

May 26, 2023

Uniti Group Inc.
2101 Riverfront Drive, Suite A
Little Rock, Arkansas 72202

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Uniti Group Inc., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the registration of 8,000,000 shares (the "Shares") of common stock, \$0.0001 par value per share, of the Company (the "Common Stock"), issuable pursuant to the Uniti Group Inc. 2015 Equity Incentive Plan (the "Plan"). The Shares are covered by the above-referenced Registration Statement, and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
2. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. Resolutions adopted by the Board of Directors of the Company relating to, among other matters, the approval of the Plan and the issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;
6. A certificate executed by an officer of the Company, dated as of the date hereof; and
7. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
 2. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
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3. The Shares will not be issued or transferred in violation of any restriction or limitation contained in Article VII of the Charter or in the Plan.

4. Upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when and to the extent issued in accordance with the Registration Statement, the Resolutions and the Plan, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder or Item 509 of Regulation S-K.

Very truly yours,

/s/ KUTAK ROCK LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 28, 2023, with respect to the consolidated financial statements and financial statement schedules I to III of Uniti Group Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP
Dallas, Texas
May 26, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Uniti Group Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 Par Value	Rule 457(c) and (h)	8,000,000 ⁽²⁾	\$3.67	\$29,360,000	0.00011020	\$3,236
Total Offering Amounts					\$29,360,000		\$3,236
Total Fee Offsets							–
Net Fee Due							\$3,236

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, the number of shares of Common Stock registered hereunder includes such indeterminate number of additional shares of Common Stock as may be offered or issued in the future to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents 8,000,000 additional shares of Common Stock available for issuance pursuant to the Uniti Group Inc. 2015 Equity Incentive Plan (the “Plan”). An amendment to the Plan, which increased the number of shares of Common Stock issuable under the Plan by 8,000,000 shares, was approved by the board of directors of the registrant on April 11, 2023 and was approved by stockholders at the Company’s annual meeting of stockholders on May 25, 2023.
- (3) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based upon the average of the high and low sales prices of the shares of the registrant’s common stock as reported on the NASDAQ Global Select Market on May 24, 2023.