

FRONTIER COMMUNICATIONS CORP

Form 424B3

April 28, 2016

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File Number 333-210859

## PROSPECTUS

### FRONTIER COMMUNICATIONS CORPORATION

**Offer to exchange \$1,000,000,000 aggregate principal amount of 8.875% Senior Notes due 2020 (the old 2020 Notes ) for \$1,000,000,000 aggregate principal amount of 8.875% Senior Notes due 2020 (the new 2020 Notes );**

**Offer to exchange \$2,000,000,000 aggregate principal amount of 10.500% Senior Notes due 2022 (the old 2022 Notes ) for \$2,000,000,000 aggregate principal amount of 10.500% Senior Notes due 2022 (the new 2022 Notes );**

**Offer to exchange \$3,600,000,000 aggregate principal amount of 11.000% Senior Notes due 2025 (the old 2025 Notes , and collectively with the old 2020 Notes and the old 2022 Notes, the old notes ) for \$3,600,000,000 aggregate principal amount of 11.000% Senior Notes due 2025 (the new 2025 Notes , and collectively with the new 2020 Notes and the new 2022 Notes, the new notes ).**

The new notes have been registered under the Securities Act of 1933, as amended (the Securities Act ).

The exchange offer will expire at 5:00 p.m., New York City time, on May 26, 2016 (the expiration date ), unless we extend the exchange offer in our sole and absolute discretion.

Terms of the exchange offer:

We will exchange the applicable series of new notes for all outstanding old notes that are validly tendered and not withdrawn prior to the expiration or termination of the exchange offer.

You may withdraw tenders of old notes at any time prior to the expiration or termination of the exchange offer.

The terms of the new notes are substantially identical to those of the outstanding old notes, except that the transfer restrictions, payment of additional interest and registration rights relating to the old notes do not apply to the new notes.

The exchange of old notes for new notes will not be a taxable transaction for U.S. federal income tax purposes. You should see the discussion under the caption **Certain U.S. Federal Income Tax Considerations** for more information.

We will not receive any proceeds from the exchange offer.

We issued the old notes in a transaction not requiring registration under the Securities Act, and as a result, their transfer is restricted. We are making the exchange offer to satisfy your registration rights as a holder of the old notes.

There is no established trading market for the new notes.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The accompanying letter of transmittal relating to the exchange offer states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of up to 180 days after the expiration date, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See **Plan of Distribution**.

**See **Risk Factors** beginning on page 12 of this prospectus and under Part I, Item 1A **Risk Factors** in our Annual Report on Form 10-K for the year ended December 31, 2015 for a discussion of risks you should consider prior to tendering your outstanding old notes for exchange.**

**Neither the Securities and Exchange Commission (the **SEC**), nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is April 28, 2016.**

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