

**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): May 23, 2024

Uniti Group Inc.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-36708
(Commission
File Number)

46-5230630
(IRS Employer
Identification No.)

2101 Riverfront Drive, Suite A
Little Rock, AR, 72202
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (501) 850-0820

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| Common Stock | UNIT | The NASDAQ Global Select Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2024 annual meeting of stockholders (the “Annual Meeting”) of Uniti Group Inc. (the “Company”) was held virtually on May 23, 2024 at 8:00 a.m. (Eastern time) at www.virtualshareholdermeeting.com/UNIT2024. During the Annual Meeting, the Company’s stockholders voted on three proposals. The proposals are described in the Company’s definitive proxy statement on Schedule 14A (the “Proxy Statement”) filed with the Securities and Exchange Commission on April 11, 2024. The voting results for each of the proposals are as follows.

1. *Election of Directors.* The five director nominees named in the Proxy Statement were elected to the Company’s Board of Directors by the following votes:

| <u>Name</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|----------------------------|------------------|----------------------|------------------------|-------------------------|
| Jennifer S. Banner | 162,986,576 | 3,790,434 | 326,560 | 41,086,968 |
| Scott G. Bruce | 162,795,405 | 3,968,577 | 339,588 | 41,086,968 |
| Francis X. (“Skip”) Frantz | 162,546,254 | 4,209,085 | 348,231 | 41,086,968 |
| Kenneth A. Gunderman | 160,711,545 | 6,058,384 | 333,641 | 41,086,968 |
| Carmen Perez-Carlton | 163,657,588 | 3,117,552 | 328,430 | 41,086,968 |

2. *Advisory Vote to Approve Executive Compensation.* The stockholders approved an advisory non-binding resolution approving the compensation of the Company’s named executive officers by the following votes:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|------------------------|-------------------------|
| 154,383,251 | 12,091,409 | 628,910 | 41,086,968 |

3. *Ratification of KPMG LLP as the Company’s Independent Registered Public Accountant.* The stockholders ratified the appointment of KPMG LLP as the Company’s independent registered public accountant for 2024 by the following votes:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> |
|------------------|----------------------|------------------------|
| 206,625,923 | 877,311 | 687,304 |

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.

Date: May 23, 2024

UNITI GROUP INC.

By: /s/ Daniel L. Heard

Name: Daniel L. Heard

Title: Executive Vice President - General Counsel and Secretary
