

**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 8, 2021

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.)

10802 Executive Center Drive
Benton Building Suite 300
Little Rock, Arkansas
(Address of principal executive offices)

72211
(Zip Code)

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 8.01 Other Events.

On October 8, 2021, Uniti Group Inc., a Maryland corporation (the “Company”), filed a prospectus supplement No. 3 (“Prospectus Supplement No. 3”) under the Company’s effective shelf registration statement on Form S-3ASR (Registration No. 333-237139) to satisfy one of its obligations under the registration rights agreement, dated as of June 28, 2019, entered into by and among the Company, its wholly owned subsidiary, Uniti Fiber Holdings Inc. (“Uniti Fiber”), and Barclays Capital Inc., on behalf of the initial purchasers, in connection with Uniti Fiber’s issuance of \$345,000,000 aggregate principal amount of 4.00% Exchangeable Senior Notes due 2024 (the “Notes”) that are exchangeable into shares of the Company’s common stock, par value \$0.0001 per share (“Common Stock”). The Company previously filed (i) a prospectus supplement dated June 22, 2020 (“Prospectus Supplement”) registering 38,249,667 shares of Common Stock issuable upon exchange of the Notes, which was calculated based on the then current maximum exchange rate of the Notes, and (ii) a prospectus supplement No. 2 dated March 9, 2021 (“Prospectus Supplement No. 2”) supplementing and amending the selling stockholder information relating to 1,169,663 of such shares of Common Stock included in Prospectus Supplement. Prospectus Supplement No. 3 amended and superseded Prospectus Supplement and Prospectus Supplement No. 2 and registered an additional 2,254,954 shares of Common Stock issuable upon exchange of the Notes (plus an indeterminable number of shares of the Company’s Common Stock that may be issued in connection with a stock split, stock dividend, recapitalization or other similar event) pursuant to adjustments to the current maximum exchange rate as a result of the payment of cash dividends in excess of certain amounts issuable upon exchange of the Notes, resulting in the registration of an aggregate of 40,504,621 shares of Common Stock.

Included in this Current Report on Form 8-K is the legal opinion and consent of the Company’s counsel, Kutak Rock LLP, regarding the legality of the Common Stock covered by Prospectus Supplement No. 3, which opinion is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
5.1	Opinion of Kutak Rock LLP
23.1	Consent of Kutak Rock LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

UNITI GROUP INC.

By: /s/ Daniel L. Heard

Name: Daniel L. Heard

Title: Executive Vice President – General Counsel and Secretary

October 8, 2021

October 8, 2021

Uniti Group Inc.
10802 Executive Center Drive
Benton Building Suite 300
Little Rock, Arkansas 72211

Re: Registration Statement on Form S-3 (File No. 333-237139)

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 relating to the resale of up to 2,254,954 shares (the "Shares") of the Company's common stock, \$0.0001 par value per share (the "Common Stock"), by the stockholders of the Company named under the caption "Selling Stockholders" in the Prospectus Supplement (as defined below). The offering and sale of the Shares are covered by the above-referenced registration statement on Form S-3 (together with all amendments thereto, the "Registration Statement"), filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Shares are issuable upon the exchange of 4.00% Exchangeable Senior Notes due 2024 (the "Notes") issued by Uniti Fiber Holdings Inc., an indirect subsidiary of the Company (the "Issuer"). We have previously acted as special counsel to the Company in connection with certain matters of Maryland law relating to the resale of up to 38,249,667 shares of Common Stock that are also issuable upon exchange of the Notes and upon which we opined on the validity of such shares of Common Stock at the time of their registration on June 22, 2020.

In connection with our representation of the Company, and as a basis for the opinions 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 and the base prospectus included therein in the form in which it was transmitted to the Commission under the Securities Act;
 2. The prospectus supplement, dated October 8, 2021, in the form in which it was transmitted to the Commission under the Securities Act (the "Prospectus Supplement");
 3. The Articles of Amendment and Restatement of the Company, which were accepted by the State Department of Assessments and Taxation of Maryland (the "SDAT") as of April 10, 2015, as amended through (i) the Articles of Amendment (changing the name of the Company) filed by the Company on February 22, 2017, (ii) the Articles of Amendment to Articles Supplementary filed by the Company on May 9, 2017, (iii) the Resident Agent Change of Address filed by the Company's registered agent on June 19, 2017, (iv) the Articles of Amendment (amending Article Eight) filed by the Company on May 18, 2018 and (v) the Resolutions to Change Principal Office or Resident Agent filed by the Company on January 29, 2020 (the foregoing, collectively, the "Charter");
 4. The Amended and Restated Bylaws of the Company which were adopted by the Board of Directors of Company as of April 9, 2015, as amended February 27, 2017 and May 1, 2017;
 5. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
 6. The Registration Rights Agreement, dated as of June 28, 2019, by and among the Issuer, the Company and Barclays Capital Inc., on behalf of the initial purchasers;
 7. Certain resolutions adopted by the Board of Directors of the Company relating to, among other matters, authorization of the filing of the Registration Statement, the execution and delivery of the Registration Rights Agreement and the registration and issuance of the Shares (the "Resolutions"); and
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8. Such other documents, statutes, ordinances, regulations, certificates 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. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. 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.

5. The Shares will not be issued or transferred in violation of any restriction or limitation contained in Article Seven of the Charter.

6. The Notes have been duly authorized and validly issued by the Issuer.

7. 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, validly existing and in good standing under the laws of the State of Maryland.

2. The issuance of the Shares has been duly authorized and, when and to the extent issued upon the exchange of the Notes in accordance with the Registration Statement, the Prospectus Supplement, the Notes, the indenture governing the Notes and the Resolutions, 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 any judicial decision 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 Company's Current Report on Form 8-K relating to the Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and the said incorporation by reference 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 Securities 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
