

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): April 13, 2026

**Uniti Group Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-42779  
(Commission  
File Number)

85-2262564  
(IRS Employer  
Identification No.)

2101 Riverfront Drive, Suite A  
Little Rock, Arkansas  
(Address of principal executive offices)

72202  
(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.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

***Amendment to the Second Amended and Restated Certificate of Incorporation***

On April 13, 2026, Uniti Group Inc. (the “Company”) filed a Certificate of Amendment (the “Charter Amendment”) to its Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to change the notification deadline for electing the method of payment for dividends with respect to its Series A Preferred Stock from the first day of each dividend period to the 10th calendar day immediately preceding the dividend payment date relating to each dividend period.

The description of the Charter Amendment is qualified in its entirety by reference to the full text of the Charter Amendment, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Uniti Group Inc., as filed with the Secretary of State of the State of Delaware on April 13, 2026.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K 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: Senior Executive Vice President - General Counsel and Secretary

Dated: April 14, 2026

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**CERTIFICATE OF AMENDMENT  
OF  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF  
UNITI GROUP INC.**

Uniti Group Inc., a Delaware corporation (the “**Corporation**”), hereby certifies:

**FIRST:** Section 4(b)(i) of Annex A of the Second Amended and Restated Certificate of Incorporation of the Corporation (the “**Certificate of Incorporation**”) is hereby amended and restated in its entirety to read as follows:

- (i) The Corporation shall notify the Holders and the Dividend Disbursing Agent on or prior to the tenth calendar day immediately preceding the Dividend Payment Date in respect of each Dividend Period whether it elects to pay dividends in cash (“**Cash Dividends**”) or, in lieu of paying dividends in cash, add to the Liquidation Preference of each share of Series A Preferred Stock in the manner set forth in Section 4(b)(ii) (“**Compounded Dividends**”) for such Dividend Period; *provided* that if the Corporation does not so timely make such election, then the Corporation shall be deemed to have elected Compounded Dividends (and, for the avoidance of doubt, the failure to timely make such election will not constitute a breach of the Charter).

**SECOND:** The Board of Directors of the Corporation (the “**Board**”), acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions approving the foregoing amendment to the Certificate of Incorporation.

**THIRD:** Thereafter, pursuant to the resolutions of the Board, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval and was duly adopted in accordance with the provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed as of April 13, 2026.

**UNITI GROUP INC.**

By: /s/ Daniel L. Heard  
Name: Daniel L. Heard  
Title: Senior Executive Vice President, General  
Counsel and Secretary

Dated: April 13, 2026

*[Signature Page to the Certificate of Amendment]*

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