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

FORM S-8

Registration Statement
under

The Securities Act of 1933

**CONSOLIDATED COMMUNICATIONS
HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

02-0636095
(I.R.S. employer
identification no.)

121 South 17th Street
Mattoon, Illinois 61938-3987
(Address of principal executive offices, including zip code)

Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan
(Full title of the plan)

Steven L. Childers
Chief Financial Officer
Consolidated Communications Holdings, Inc.
121 South 17th Street
Mattoon, Illinois 61938-3987
(Name and address of agent for service)

(217) 235-3311
(Telephone number, including area code, of agent for service)

With a copy to:

Lauralyn G. Bengel
Alexander B. Young
Schiff Hardin LLP
233 South Wacker Drive, Suite 7100
Chicago, Illinois 60606
(312) 258-5670

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

Accelerated filer

Non-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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.01 per share	2,000,000(2)	\$12.39(1)	\$24,780,000(1)	\$3,003.34

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933 on the basis of \$12.39 per share, the average of the high and low sales prices of the Common Stock reported on the NASDAQ Global Market on November 1, 2018.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
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**STATEMENT PURSUANT TO GENERAL INSTRUCTION E
OF FORM S-8 “REGISTRATION OF ADDITIONAL SECURITIES”**

The contents of the Registration Statements on Form S-8 (File Nos. 333-121086, 333-166757, and 333-203974), filed by the Registrant with the Securities and Exchange Commission on October 11, 2005, May 12, 2010 and May 8, 2015, respectively, registering shares of its Common Stock, par value \$0.01 per share, issuable under the Plan, are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in the Registration Statements (other than the exhibits and the signature page) is set forth in the Registration Statements on Form S-8 (File Nos. 333-121086, 333-166757, and 333-203974), as described above, and is incorporated herein by reference.

Item 8. Exhibits.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this Registration Statement.

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 this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mattoon, State of Illinois, on the 6th day of November, 2018.

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

By: /s/ Steven L. Childers
Steven L. Childers
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes C. Robert Udell, Jr. and Steven L. Childers, and each of them, his true and lawful attorneys-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments (including any post-effective amendments and supplements) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and to all intents and purposes such person might or could do in person, hereby ratifying and confirming all that said attorneys-in fact and agents may lawfully do or cause to be done by virtue hereof.

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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ C. Robert Udell, Jr.</u> C. Robert Udell, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)	November 6, 2018
<u>/s/ Steven L. Childers</u> Steven L. Childers	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 6, 2018
<u>/s/ Robert J. Currey</u> Robert J. Currey	Chairman of the Board and Director	November 6, 2018
<u>/s/ Thomas A. Gerke</u> Thomas A. Gerke	Director	November 6, 2018
<u>/s/ Richard A. Lumpkin</u> Richard A. Lumpkin	Director	November 6, 2018
<u>/s/ Roger H. Moore</u> Roger H. Moore	Director	November 6, 2018
<u>/s/ Dale E. Parker</u> Dale E. Parker	Director	November 6, 2018
<u>/s/ Maribeth S. Rahe</u> Maribeth S. Rahe	Director	November 6, 2018
<u>/s/ Timothy D. Taron</u> Timothy D. Taron	Director	November 6, 2018
<u>/s/ Wayne L. Wilson</u> Wayne L. Wilson	Director	November 6, 2018

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
<u>3.1</u>	<u>Form of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Amendment No. 7 to the Registrant's Registration Statement on Form S-1 dated July 19, 2005 (File No. 333-121086))</u>
<u>3.2</u>	<u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated May 4, 2011)</u>
<u>3.3</u>	<u>Amended and Restated Bylaws, as amended (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K dated June 29, 2014)</u>
<u>4</u>	<u>Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan (incorporated by reference to Exhibit A to the Registrant's Proxy Statement filed on March 16, 2018)</u>
<u>5</u>	<u>Opinion of Schiff Hardin LLP</u>
<u>23.1</u>	<u>Consent of Ernst & Young LLP</u>
<u>23.2</u>	<u>Consent of Schiff Hardin LLP (included as part of Exhibit 5)</u>
<u>24</u>	<u>Power of Attorney (set forth on the signature page)</u>

November 6, 2018

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1004

**Re: Consolidated Communications Holdings, Inc.
Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Consolidated Communications Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Company's filing of a Registration Statement on Form S-8 (the "Registration Statement") covering the registration of 2,000,000 shares of its Common Stock, \$.01 par value per share (the "Common Stock"), issuable pursuant to the Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan (the "Plan") in accordance with the terms of the Plan.

In that capacity, we have considered such questions of law and have examined such documents necessary for the purpose of this opinion. Upon the basis of such examination, it is our opinion that those shares of Common Stock that are originally issued shares will be, when issued and sold as contemplated by the Registration Statement and in accordance with the Plan, validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware, and we express no opinions with respect to the laws of any other jurisdiction. The opinion expressed in this opinion letter is as of the date of this opinion letter only and as to laws covered hereby only as they are in effect on that date, and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may come to our attention after that date or any changes in law that may occur or become effective after that date.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

SCHIFF HARDIN LLP

By: /s/ Lauralyn G. Bengel
Lauralyn G. Bengel

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Consolidated Communications Holdings, Inc. 2005 Long-Term Incentive Plan of Consolidated Communications Holdings, Inc., of our reports dated March 1, 2018, with respect to the consolidated financial statements of Consolidated Communications Holdings, Inc. and the effectiveness of internal control over financial reporting of Consolidated Communications Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

St. Louis, Missouri
November 6, 2018