

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): **January 11, 2016**

LIBERTY BROADBAND CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	001-36713	47-1211994
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

12300 Liberty Blvd.
Englewood, Colorado 80112
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(720) 875-5700**

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 (see General Instruction A.2. below):

- ☐ 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))
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Item 8.01. Other Matters

On January 11, 2016, the Delaware Court of Chancery (the “Court”) entered a stipulated order regarding notice of the proposed dismissal (the “Proposed Dismissal”) of all claims in the putative class action captioned *Belle Cohen v. John C. Malone et al.*, C.A. No. 11416-VCG (the “Class Action”). The order requires Liberty Broadband Corporation (the “Company”) to provide notice of the Proposed Dismissal and certain other information to the Company’s stockholders by way of this Form 8-K.

On August 11, 2015, the Company filed a definitive proxy statement with the U.S. Securities and Exchange Commission (the “Proxy Statement”) for the Company’s special meeting of stockholders to be held on September 23, 2015. At the special meeting, stockholders were asked to vote on a proposal to approve the issuance of shares of the Company’s Series C common stock pursuant to the terms of certain amended and restated investment agreements entered into by the Company with various investors and an amended and restated assignment and assumption of investment agreement entered into by the Company, among others. The Class Action alleged that the Proxy Statement omitted material facts. On September 11, 2015, the Company filed a supplement to the Proxy Statement containing certain supplemental disclosures (the “Supplemental Disclosures”). Counsel for the Class Action plaintiff thereafter advised that because the Supplemental Disclosures mooted the claims in the Class Action, Plaintiff intended to dismiss the suit. As a result of the parties’ subsequent negotiations, the Company has agreed to pay Plaintiff’s counsel a fee in the amount of \$450,000 for the benefits conferred on the Company’s stockholders by the Supplemental Disclosures (the “Agreed Fee”). Plaintiff and Plaintiff’s counsel have determined that the Agreed Fee is reasonable compensation for the benefits conferred, and Plaintiff’s counsel has accordingly agreed that there is no need to petition the Court for a fee award.

Within three business days after this Current Report on Form 8-K (“Form 8-K”) has been filed with the Securities and Exchange Commission, the Company will file an affidavit with the Court certifying that the Form 8-K has been filed and, after the affidavit has been filed, the parties will file a Stipulation and [Proposed] Order of Dismissal. The Plaintiff has determined to dismiss the complaint in the Class Action with prejudice as to the named Plaintiff only because Plaintiff has determined that the Supplemental Disclosures mooted Plaintiff’s claims.

A copy of the Stipulation and [Proposed] Order Regarding Notice of Dismissal is attached hereto as Exhibit 99.1 and is available for viewing on the Company’s website at www.libertybroadband.com. The information on the Company’s website is not a part of this Current Report and is not incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Name</u>
99.1	Stipulation and [Proposed] Order Regarding Notice of Dismissal.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 13, 2016

LIBERTY BROADBAND CORPORATION

By: /s/ Wade Haufschild
Name: Wade Haufschild
Title: Vice President

EXHIBIT INDEX

Exhibit No.

Name

99.1

Stipulation and [Proposed] Order Regarding Notice of Dismissal.

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

BELLE COHEN, on behalf of herself and
all other similarly situated stockholders of
LIBERTY BROADBAND
CORPORATION,

Plaintiff,

v.

JOHN C. MALONE, GREGORY B.
MAFFEI, RICHARD R. GREEN, J.
DAVID WARGO, JOHN E. WELSH III,
and LIBERTY BROADBAND
CORPORATION,

Defendants.

C.A. No. 11416-VCG

**STIPULATION AND [PROPOSED] ORDER
REGARDING NOTICE OF DISMISSAL**

WHEREAS, on August 11, 2015, Liberty Broadband Corporation (“Liberty Broadband” or the “Company”) filed a definitive proxy statement via Form 14A with the U.S. Securities and Exchange Commission (the “Proxy Statement”) for the Company’s special meeting of stockholders scheduled to be held on September 23, 2015 (the “Special Meeting”);

WHEREAS, the Proxy Statement sought, among other things, stockholder approval for the issuance of newly issued Series C shares at a price of \$56.23 per share and an aggregate purchase price of \$4.4 billion (the “Proposed Issuance”) to fund an investment by Liberty Broadband in Charter Communications, Inc.;

WHEREAS, on August 21, 2015, a Liberty Broadband common stockholder, Belle Cohen (“Plaintiff”), filed a putative class action complaint (the “Complaint”) in the above-captioned action (the “Action”) alleging that the members of the Company’s Board of Directors (the “Board”) had breached their fiduciary duties with respect to the disclosures contained in the Proxy Statement relating to the Proposed Issuance and demanding, among other things, the disclosure of additional information prior to the Special Meeting (the “Disclosure Claim”);

WHEREAS, concurrently with the filing of the Complaint, Plaintiff filed motions for expedited proceedings and to preliminarily enjoin the Company from holding the Special Meeting unless and until certain alleged disclosure deficiencies had been remedied;

WHEREAS, on September 3, 2015, the Court entered a Scheduling Order (the “Scheduling Order”) providing for expedited discovery, establishing a briefing schedule for Plaintiff’s Motion for Preliminary Injunction, and setting September 17, 2015, at 9:00 a.m. as the hearing date for that motion;

WHEREAS, the parties then proceeded with document discovery and, on September 9, 2015, Plaintiff’s counsel deposed Neal Dermer, the Treasurer and Vice President of Liberty Broadband;

WHEREAS, the parties thereafter discussed potential supplemental disclosures to address Plaintiff’s claims, and on September 11, 2015, the parties

entered into a Stipulation of Withdrawal of Motion for Preliminary Injunction (the “Stipulation of Withdrawal”), which, among other things, provided that Liberty Broadband would make certain supplemental disclosures (the “Supplemental Disclosures”) and that Plaintiff would withdraw her pending Motion for Preliminary Injunction because Plaintiff had determined that the Supplemental Disclosures would be sufficient to moot the disclosure claims asserted in the Complaint;

WHEREAS, on September 11, 2015, Liberty Broadband filed a supplement to the Proxy Statement containing the Supplemental Disclosures;

WHEREAS, the hearing on Plaintiff’s Motion for Preliminary Injunction was subsequently cancelled;

WHEREAS, on September 23, 2015, the Proposed Issuance was approved by the stockholders at the Special Meeting;

WHEREAS, on October 8, 2015, Plaintiff’s counsel advised the defendants’ counsel that, because Plaintiff’s complaint had asserted only disclosure claims, which were mooted by the Supplemental Disclosures, Plaintiff intended to dismiss the Complaint;

WHEREAS, Plaintiff’s counsel also advised that Plaintiff’s counsel intended to seek a mootness fee for the benefits provided by the Supplemental Disclosures and inquired whether Liberty Broadband desired to negotiate a fee amount that

Liberty Broadband would agree to pay in order to eliminate the need for a motion requesting that the Court award a mootness fee;

WHEREAS, thereafter, the parties engaged in negotiations regarding the payment of attorneys' fees to Plaintiff's counsel;

WHEREAS, as a result of these negotiations, Liberty Broadband has agreed to pay Plaintiff's counsel a fee in the amount of \$450,000 for the benefits conferred on Liberty Broadband's stockholders by the Supplemental Disclosures (the "Agreed Fee");

WHEREAS, Plaintiff and Plaintiff's counsel have determined that the Agreed Fee is reasonable compensation for the benefits conferred, and Plaintiff's counsel has accordingly agreed that there is no need to petition the Court for a fee award;

WHEREAS, Court of Chancery Rule 23(e) requires that Liberty Broadband's stockholders receive notice of the dismissal if any form of compensation, including a promise to give compensation, has passed directly or indirectly from Liberty Broadband to Plaintiff's counsel;

WHEREAS, the parties propose that the notice to stockholders required by Rule 23(e) be given by filing with the Securities and Exchange Commission a Form 8-K in substantially the form attached hereto as Exhibit A;

WHEREAS, other than Liberty Broadband's agreement to pay the Agreed Fee, no compensation of any form has passed directly or indirectly from any of the defendants to Plaintiff or Plaintiff's counsel;

WHEREAS, Liberty Broadband has agreed to pay the Agreed Fee to Plaintiff's counsel within twenty (20) days of the filing of the Form 8-K;

WHEREAS, the Court has not passed on the amount of the Agreed Fee; and

WHEREAS, the parties will seek an order from the Court dismissing the Action with prejudice as to the named Plaintiff only;

IT IS HEREBY STIPULATED AND AGREED, subject to the approval of the Court, that:

1. No later than three (3) business days after entry of this Stipulation and Order (the "Order"), Liberty Broadband shall file with the Securities and Exchange Commission a Form 8-K in substantially the form attached hereto as Exhibit A, explaining that Plaintiff has determined to dismiss the Complaint with prejudice as to the named Plaintiff only because Plaintiff has determined that the Supplemental Disclosures have mooted Plaintiff's claims, that Liberty Broadband has agreed to pay the Agreed Fee, and that the Complaint will be dismissed with prejudice as to the named Plaintiff only. The Form 8-K shall also include a copy (which may be a conformed copy) of this Order. The filing of the Form 8-K in substantially the form

contemplated by this paragraph shall constitute adequate notice to the stockholders of Liberty Broadband for purposes of Court of Chancery Rule 23(e).

2. The Company shall file with the Court an affidavit certifying that the Form 8-K has been filed in accordance with paragraph 1 above (the “Affidavit”) no later than three (3) business days after the Form 8-K is filed with the Securities and Exchange Commission;

3. After the filing of the Affidavit, the parties shall file a Stipulation and [Proposed] Order of Dismissal providing for the dismissal of the Complaint with prejudice as to Plaintiff only.

ANDREWS & SPRINGER LLC

By: /s/ Peter B. Andrews

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Dated: January 6, 2016

Attorneys for Defendants

SO ORDERED this ____ day of _____, 2015.

Vice Chancellor