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CITIZENS COMMUNICATIONS CO
Form 8-K
August 22, 2001

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): August 16, 2001

CITIZENS COMMUNICATIONS COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	001-11001 (Commission File Number)	06-0619596 (I.R.S. Employer Identification No.)
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3 HIGH RIDGE PARK, P.O. BOX 3801 STAMFORD, CONNECTICUT (Address of Principal Executive Offices)	06905 (Zip Code)
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(203) 614-5600
Registrant's Telephone Number, Including Area Code

No Change Since Last Report

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

Citizens Communications Company issued on August 16, 2001 \$300,000,000 6.375% Senior Notes Due 2004, \$750,000,000 7.625% Senior Notes Due 2008 and \$700,000,000 9.00% Senior Notes Due 2031 (collectively, the "Initial Notes"). In connection with the offering, Citizens entered into an Exchange and Registration Rights Agreement under which Citizens agreed to undertake an exchange offer through which it would offer pursuant to an effective registration statement to exchange senior notes having substantial similar terms as the Initial Notes for the Initial Notes. In addition, in certain circumstances where a registered exchange offer might not be available, Citizens has granted holders of the Initial Notes certain resale registration rights.

ITEM 7. FINANCIAL STATEMENTS, EXHIBITS

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(c) EXHIBITS

4.1 Indenture, dated as of August 16, 2001, between Citizens Communications Company and The Chase Manhattan Bank, as Trustee.

4.2 Exchange and Registration Rights Agreement, dated as of August 16, 2001, between Citizens Communications Company and Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc., acting severally for themselves and the several Initial Purchasers.

SIGNATURE

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.

CITIZENS COMMUNICATIONS COMPANY

Date: August 22, 2001

By /s/ Robert J. Larson

Name: Robert J. Larson
Title: Vice President and Chief
Accounting Officer