

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 26, 2020

Intelsat S.A.

(Exact Name Of Registrant As Specified In Its Charter)

Grand Duchy of Luxembourg
(State or other jurisdiction
of incorporation)

001-35878
(Commission
File Number)

98-1009418
(IRS Employer
Identification No.)

**4 rue Albert Borschette
Luxembourg
Grand Duchy of Luxembourg
L-1246**
(Address of principal executive offices)

+352 27-84-1600
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act.

<u>Title of each class</u>	<u>Ticker symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Shares, nominal value \$0.01 per share	INTEQ(1)	OTC Pink Marketplace(1)

- (1) On May 20, 2020, the New York Stock Exchange filed a Form 25 with the Securities and Exchange Commission to delist the common stock, \$0.01 par value (the "Common Stock"), of Intelsat S.A. (the "Registrant") from the New York Stock Exchange. The delisting will become effective 10 days after the filing date of the Form 25. The deregistration of the Common Stock under Section 12(b) of the Act will become effective 90 days after the filing date of the Form 25, at which point the Common Stock will be deemed registered under Section 12(g) of the Act. The Registrant's Common Stock began trading on the OTC Pink Marketplace on May 19, 2020 under the symbol "INTEQ."

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 7.01. REGULATION FD DISCLOSURE.

As previously disclosed, on May 13, 2020, Intelsat S.A. (the “Company”) and certain of its subsidiaries (such subsidiaries, each a “Debtor,” and together with the Company, the “Debtors”) commenced voluntary cases (the “Chapter 11 Cases”) under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”).

On May 26, 2020, the Company filed a written commitment with the Federal Communications Commission (the “FCC”) to accelerate clearing of the C-band spectrum in the United States and issued a press release on May 26, 2020, a copy of which is attached to this Form 8-K as Exhibit 99.1.

Additional Information on the Chapter 11 Cases

The Chapter 11 Cases are being jointly administered under the caption *In re: Intelsat S.A., et al.*, Case No. 20-32299 (KLP). Court filings and information about the Chapter 11 Cases can be found at a website maintained by the Company’s claim agent Stretto at <https://cases.stretto.com/intelsat>, by calling 855-489-1434 (toll-free), or by sending an email to intelsatinquiries@stretto.com. The documents and other information available via website or elsewhere are not part of this Current Report on Form 8-K and shall not be deemed incorporated herein.

The information in this Current Report on Form 8-K is being furnished under Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Cautionary Note Regarding the Company’s Common Stock

The Company cautions that trading in the Company’s securities during the pendency of the Chapter 11 Cases is highly speculative and poses substantial risks. Trading prices for the Company’s securities may bear little or no relationship to the actual recovery, if any, by holders of the Company’s securities in the Chapter 11 Cases. The Company expects that holders of shares of the Company’s common stock could experience a significant or complete loss on their investment, depending on the outcome of the Chapter 11 Cases.

Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” related to future events. Forward-looking statements contain words such as “expect,” “anticipate,” “could,” “should,” “intend,” “plan,” “believe,” “seek,” “see,” “may,” “will,” “would,” or “target.” Forward-looking statements are based on management’s current expectations, beliefs, assumptions and estimates and may include, for example, statements regarding the Chapter 11 Cases, the Company’s debtor-in-possession financing facility (the “DIP Facility”), the Company’s ability to consummate and complete a plan of reorganization and its ability to continue operating in the ordinary course while the Chapter 11 Cases are pending. These statements are subject to significant risks, uncertainties, and assumptions that are difficult to predict and could cause actual results to differ materially and adversely from those expressed or implied in the forward-looking statements, including risks and uncertainties regarding the Company’s ability to successfully complete a restructuring under Chapter 11, including: consummation of a plan of reorganization; potential adverse effects of the Chapter 11 Cases on the Company’s liquidity and results of operations; the Company’s ability to obtain timely approval by the Bankruptcy Court with respect to the motions filed in the Chapter 11 Cases; objections to the Company’s recapitalization process, DIP Facility, or other pleadings filed that could protract the Chapter 11 Cases; employee attrition and the Company’s ability to retain senior management and other key personnel due to the distractions and uncertainties posed by the Chapter 11 Cases; the Bankruptcy Court’s approval of the Debtors’ proposed DIP Facility; the Company’s ability to comply with the conditions and restrictions imposed by the terms and conditions of the DIP Facility and other financing arrangements and the risk that these conditions may not be satisfied for various reasons, including for reasons outside of the Company’s control; the Company’s ability to maintain relationships with suppliers, customers, employees and other third parties and regulatory authorities as a result of the Chapter 11 Cases; the effects of the Chapter 11 Cases on the Company and on the interests of various constituents, including holders of the Company’s common stock; the Bankruptcy Court’s rulings in the Chapter 11 Cases, including the approvals of the terms and conditions of any plan of reorganization, and the outcome of the Chapter 11 Cases generally; the length of time that the Company will operate under Chapter 11 protection and the continued availability of operating capital during the pendency of the Chapter 11 Cases; risks associated with third party motions in the Chapter 11 Cases, which may interfere with the Company’s ability to consummate a plan of reorganization or an alternative restructuring; increased administrative and legal costs related to the Chapter 11 process; potential delays due to the effects of the COVID-19 virus and their impacts on the Chapter 11 process and/or the Company’s commitment to C-Band spectrum clearing; interference with the Company’s ability to interact with its regulators, including the FCC and compliance with FCC orders, such as the order associated with the C-band spectrum clearing; and other litigation and inherent risks involved in a bankruptcy process.

Forward-looking statements are also subject to the risk factors and cautionary language described from time to time in the reports the Company files with the Securities and Exchange Commission, including those in the Company’s most recent Annual Report on Form 10-K and any updates thereto in the Company’s Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. These risks and uncertainties may cause actual future results to be materially different than those expressed in such forward-looking statements. The Company has no obligation to update or revise these forward-looking statements and does not undertake to do so.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated May 26, 2020.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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.

Date: May 26, 2020

INTELSAT S.A.

By: /s/ Michelle Bryan

Name: Michelle Bryan

Title: Executive Vice President, General Counsel,
Chief Administrative Officer and Secretary



FOR IMMEDIATE RELEASE: May 26, 2020

Intelsat Opts into FCC Accelerated C-band Clearing Plan

Company mobilizes operations to accelerate C-band clearing for U.S. 5G

McLean, Va. – Intelsat, operator of the world’s largest integrated satellite and terrestrial network, today filed a written commitment with the U.S. Federal Communications Commission (FCC) to accelerate clearing of the U.S. C-band spectrum. Intelsat completed the filing in advance of the FCC’s May 29 deadline.

In March, the FCC finalized its [Expanding Flexible Use of the 3.7 to 4.2 GHz Band](#) order, which requires the lower 280 megahertz of the 3.7 to 4.2 gigahertz C-band spectrum, plus a 20 megahertz guard band, to be cleared and repurposed for use by 5G services, by relocating existing satellite services to the upper part of the band.

“As the foundational architects of satellite technology and leading experts of integrated communications technologies, Intelsat is committed to advancing – at an accelerated pace – America’s position in the race to 5G. With decades-deep institutional knowledge of the U.S. C-band, we understand what’s required to successfully and quickly transition current users, while maintaining high-quality, uninterrupted broadcast to more than 100 million American homes and businesses,” said **Intelsat Chief Executive Officer Stephen Spengler**.

“Intelsat has been connecting Americans with technology for more than half a century. Our expertise, innovation, and technology investments have played a critical role in driving America’s economic and national security edge for the last five decades,” continued **Spengler**. “We embrace America’s drive to adopt 5G and recognize the important role that Intelsat will play in accelerating the clearing of the C-Band spectrum to ensure the U.S. maintains its leadership in 5G and other advanced telecommunications technologies for decades to come.”

Intelsat has created a comprehensive transition plan to meet the requirements of the FCC order, and company representatives are collaborating with customers to ensure a smooth transition. Over the coming months, Intelsat experts will work closely with customers and with incumbent downlink earth stations throughout the continental U.S. to retune and repoint antennas, and to install 5G signal-blocking filters.

In advance of filing its transition plan with the FCC, Intelsat filed a Petition for Reconsideration requesting the FCC make very limited technical changes to the C-band order in order to mitigate potential post-transition interference and protect certain satellite control transmissions.

Intelsat was launched with President John F. Kennedy’s signing of the U.S. Satellite Communications Act into law in 1962. With administrative headquarters in McLean, Virginia, 24/7 satellite operations centers in California and Virginia, and staffed teleport locations in California, Colorado, Florida, Georgia, Hawaii and Maryland, Intelsat employs over 1,000 Americans across 11 states. Over 100 million U.S. households rely on Intelsat for their TV service, and Intelsat is the largest provider of satellite communications services to the U.S. military. Last week, Intelsat launched a [new managed service for U.S. mobile operators](#) that will help expand 4G and 5G broadband coverage to rural America.

About Intelsat:

As the foundational architects of satellite technology, Intelsat operates the world's largest and most advanced satellite fleet and connectivity infrastructure. We apply our unparalleled expertise and global scale to connect people, businesses, and communities, no matter how difficult the challenge. Intelsat is uniquely positioned to help our customers turn possibilities into reality – transformation happens when businesses, governments, and communities use Intelsat's next-generation global network and managed services to build their connected future. Learn more at [Intelsat.com](https://www.intelsat.com).

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