

VERIZON COMMUNICATIONS INC

Form 8-K

January 26, 2006

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**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: January 26, 2006

(Date of earliest event reported)

**VERIZON COMMUNICATIONS INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation)*

**1-8606**

*(Commission File Number)*

**23-2259884**

*(I.R.S. Employer Identification No.)*

**140 West Street**

**New York, New York**

*(Address of principal executive offices)*

**10007**

*(Zip Code)*

Registrant's telephone number, including area code: (212) 395-2121

**Not applicable**

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

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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))
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**Item 2.02. Results of Operations and Financial Condition.**

Attached as an exhibit hereto is a press release and financial tables dated January 26, 2006 issued by Verizon Communications Inc.

*Non-GAAP Measures*

Verizon's press release and financial tables include financial information prepared in conformity with generally accepted accounting principles (GAAP) as well as non-GAAP financial information. The non-GAAP financial information may be determined or calculated differently by other companies.

The consolidated statements of income before special items eliminate special items and non-recurring items of revenues, expenses, gains and losses primarily as a result of their non-operational and/or non-recurring nature. This also includes current and prior periods' operating revenues and operating expenses of significant operations sold, including Verizon's Hawaii wireline and directory operations which were sold during the second quarter of 2005. Management believes this presentation of operating performance assists readers in better understanding our results of operations and trends from period to period, consistent with management's evaluation of Verizon's consolidated and segment results of operations for a variety of internal measures including strategic business planning, capital allocation and compensation. Management believes that the consolidated statements of income before special items provide current and prior period results of operations on a comparable basis as well as provide trends that are more indicative of future operating results than GAAP results of operations, given the non-operational and/or non-recurring nature of the special items removed for purposes of reporting results of operations before special items. While some of these items have been periodically reported in Verizon's consolidated results of operations, such as significant severance and impairment charges, their occurrence in future periods is dependent upon future business and economic factors, among other evaluation criteria, and may frequently be beyond the control of management. As a result of these factors, management also provides this information externally, along with a complete reconciliation to their comparable GAAP amounts so readers have access to the detail and general nature of adjustments made to GAAP results. Descriptions of the special items are provided in the schedules accompanying the press release.

Management believes that Verizon's operating income margins adjusted to exclude net pension and other postretirement (OPEB) expenses, Domestic Telecom's operating income margins excluding pension/OPEB, Verizon Wireless's cash expense per customer and Verizon Wireless's operating income before depreciation and amortization (EBITDA) and EBITDA margin, additional non-GAAP financial measures, are also useful to investors and other users of our financial information in evaluating operating financial performance. Operating income margins excluding net pension/OPEB expenses are non-GAAP operating performance measures used internally to evaluate current and prior operating expense efficiency, as well as assist management in evaluating the financial results of Verizon and its largest operating segment with and without a significant expense driver compared to prior periods. Management believes this presentation assists readers in better understanding the impact of this significant expense driver on our results of operations and trends from period to period. In addition, Verizon Wireless's cash expense per customer is determined by subtracting equipment and other revenue from Verizon Wireless's cost of sales and services and selling, general and administrative expenses, divided by average customers during the period. Verizon Wireless's EBITDA is determined by adding-back depreciation and amortization to operating income and the Verizon Wireless EBITDA margin is calculated by dividing Verizon Wireless's EBITDA by Verizon Wireless's service revenues. Verizon Wireless's cash expense per customer, EBITDA and EBITDA margin are non-GAAP operating performance measures that are used internally to evaluate current operating expense efficiency and operating profitability on a more variable cost basis by excluding the depreciation and amortization expenses related primarily to capital expenditures and acquisitions (particularly customer base amortization) that occurred in prior years. Cash expense per customer is determined by reflecting equipment and other revenue on a net cost basis in order to illustrate the impact of the net cost of selling handsets and other equipment to the customers and other similar transactions with customers. In addition, Verizon management uses this information to evaluate operating performance in relation to Verizon Wireless's competitors. The Verizon Wireless EBITDA margin utilizes service revenues rather than total revenues. Service revenues exclude primarily equipment revenues (as well as other non-service revenues) in order to capture the impact of providing service to the wireless customer base on an ongoing basis. Verizon Wireless's EBITDA margin is presented along with Verizon Wireless's operating income margin so as not to imply more emphasis should be placed on it than the corresponding GAAP measure. Management believes this presentation assists readers in preparing comparisons of this type of performance measure (operating profitability) using the GAAP measure as well as the measure segment management evaluates segment results and performs comparisons to other wireless carriers.

It is management's intent to provide non-GAAP financial information to enhance understanding of Verizon's GAAP consolidated financial statements and should be considered by the reader in addition to, but not instead of, the financial statements prepared in accordance with GAAP.

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, thereunto duly authorized.

Verizon Communications Inc.

(Registrant)

Date: January 26, 2006

/s/ THOMAS A. BARTLETT  
**Thomas A. Bartlett**

**Senior Vice President and Controller**

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99	Press release and financial tables, dated January 26, 2006 issued by Verizon Communications Inc. and contained in its investor relations bulletin