

**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): **June 26, 2024**

Anterix Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36827
(Commission File Number)

33-0745043
(IRS Employer
Identification No.)

**3 Garret Mountain Plaza
Suite 401
Woodland Park, NJ**
(Address of principal executive offices)

07424
(Zip Code)

(973) 771-0300
Registrant's telephone number, including area code

Not applicable
(Former name or former address, if changed since last report)

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(b))
- 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:

Title of each class	Trading symbol	Name of Each Exchange on which registered
Common Stock, \$0.0001 par value	ATEX	The Nasdaq Stock Market LLC
		(NASDAQ Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 8.01 Other Events.

On June 26, 2024, PDV Spectrum Holding Company, LLC, a wholly-owned subsidiary of Anterix Inc. (the “Company”), entered into a license purchase agreement with Oncor Electric Delivery Company LLC (“Oncor”) under which Oncor will purchase 900 MHz spectrum licenses covering 95 counties to deploy a private wireless broadband network in its transmission and distribution service area (the “Oncor Agreement”). Oncor operates more than 143,000 circuit miles of transmission and distribution lines in Texas, delivering electricity to more than four million homes and businesses across a service territory that has an estimated population of approximately 13 million people.

The Company issued a press release announcing its entry into the Oncor Agreement and posted a Fact Sheet (the “Fact Sheet”) containing additional information regarding the material terms of the Oncor Agreement on the Investor Relations page of its website at: www.investors.anterix.com.

A copy of the press release and Fact Sheet are being filed as Exhibit 99.1 and Exhibit 99.2 to this Current Report on Form 8-K, respectively, and each is incorporated herein by reference. The information on or accessible through the Company’s website, other than the Fact Sheet, is not incorporated into this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated June 26, 2024
99.2	Fact Sheet dated June 26, 2024
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURES

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.

Anterix Inc.

Date: June 26, 2024

/s/ Gena L. Ashe

Gena L. Ashe

Chief Legal Officer and Corporate Secretary



ONCOR JOINS THE 900 MHz PRIVATE WIRELESS NETWORKS MOVEMENT WITH ANTERIX SPECTRUM AGREEMENT

WOODLAND PARK, NJ, June 26, 2024 — Anterix (NASDAQ: ATEX) announced today that it has entered into an agreement with Oncor Electric Delivery Company LLC (“Oncor”) under which Oncor will acquire 900 MHz broadband from Anterix necessary to deploy a private wireless broadband network throughout its service territory.

The new licenses will enable Oncor to move to next generation broadband for mission-critical data and voice services within Oncor across its service territory. The network will provide a host of capabilities that are expected to benefit Oncor and its customers, including enhanced resiliency, data transmission, and overall communication and operational intelligence.

Headquartered in Dallas, Oncor is a regulated electricity transmission and distribution business that uses superior asset management skills to provide reliable electricity delivery to consumers. Oncor operates the largest transmission and distribution system in Texas, delivering electricity to more than 4 million homes and businesses across a distribution service territory that has an estimated population of approximately 13 million and operating more than 143,000 circuit miles of transmission and distribution lines in Texas.

"Oncor is an exciting customer for Anterix," said Rob Schwartz, Anterix's President & Chief Executive Officer. "Not only does this agreement address another 'complex system,' but it also adds another utility to our nationwide network of utility networks. This agreement highlights the benefits of private LTE. We look forward to working with Oncor and other Texas utilities to support energy resilience and reliability in the ERCOT market."

For additional information about the Anterix-Oncor agreement, see the Anterix-Oncor Agreement Fact Sheet in the investor information section of Anterix's website.

Shareholder Contact

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About Anterix

At Anterix, we partner with leading utilities and technology companies to harness the power of 900 MHz broadband for modernized grid solutions. Leading an ecosystem of more than 100 members, we offer utility-first solutions to modernize the grid and solve the challenges that utilities are facing today. As the largest holder of licensed spectrum in the 900 MHz band (896-901/935-940 MHz) throughout the contiguous United States, plus Alaska, Hawaii, and Puerto Rico, we are uniquely positioned to enable private wireless broadband solutions that support cutting-edge advanced communications capabilities for a cleaner, safer, and more secure energy future. To learn more and join the 900 MHz movement, please visit www.anterix.com.

Forward-Looking Statements

Certain statements contained in this press release, other than historical information, constitute forward-looking statements within the meaning of the federal securities laws. Words such as “believes,” “anticipates,” “estimates,” “expects,” “intends,” “aims,” “potential,” “will,” “would,” “could,” “considered,” “likely,” “estimate” and variations of these words and similar future or conditional expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements include, but are not limited to, statements regarding: (i) the timing of payments under Oncor’s agreement with Anterix to acquire 900 MHz broadband spectrum, (ii) Anterix’s ability to negotiate and enter into agreements with incumbents to clear the 900 MHz broadband spectrum allocation in Oncor’s service areas on a timely basis and on commercially reasonable terms; (iii) Anterix’s ability to qualify for and timely secure broadband licenses in Oncor’s service areas; and (iv) Anterix’s ability to satisfy the other terms of its agreement with Oncor. Any such forward-looking statements are based on the current expectations of Anterix’s management and are subject to a number of risks and uncertainties that could cause Anterix’s actual future results to differ materially from its management’s current expectations or those implied by the forward-looking statements. These risks and uncertainties include, but are not limited to: (i) Anterix may not be successful in commercializing its spectrum assets to its targeted utility and critical infrastructure customers on a timely basis and on favorable terms; (ii) Anterix may be unable to secure broadband licenses from the FCC on a timely and cost-effective basis; (iii) Anterix has a limited operating history with its current business plan, which makes it difficult to evaluate its prospects and future financial results and its business activities, strategic approaches and plans may not be successful; and (iv) the value of Anterix’s spectrum assets may fluctuate significantly based on supply and demand, as well as technical and regulatory changes. These and other risk factors that may affect Anterix’s future results of operations are identified and described in more detail in Anterix’s most recent filings on Forms 10-K and 10-Q and in other filings that it makes with the SEC from time to time. These documents are available on Anterix’s website at www.anterix.com under the Investor Relations section and on the SEC’s website at www.sec.gov. Accordingly, you should not rely upon forward-looking statements as predictions of future events. Except as required by applicable law, Anterix undertakes no obligation to update publicly or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.



June 26, 2024

To our shareholders:

Anterix entered into a Spectrum License Sale agreement to provide Oncor Electric Delivery Company LLC (“Oncor”) with 900 MHz broadband licenses for its service territory in Texas (the “Oncor Agreement”) for total payments of \$102.5 million. The Oncor Agreement will support Oncor’s deployment of a private LTE network designed to provide a host of capabilities, including grid awareness, overall communications, and operational intelligence that are expected to enhance resilience and spur innovation. Oncor’s pursuit of a private LTE network highlights the benefits of this technology throughout the entire utility space.

Headquartered in Dallas, Oncor is a regulated electricity transmission and distribution business that uses superior asset management skills to provide reliable electricity delivery to consumers. Oncor operates the largest transmission and distribution system in Texas, delivering electricity to more than 4 million homes and businesses across a distribution service territory that has an estimated population of approximately 13 million and operating more than 143,000 circuit miles of transmission and distribution lines in Texas.

Key components of the Oncor agreement include:

- Assignment of 6 MHz of broadband spectrum, 936.5 - 939.5 MHz paired with 897.5 - 900.5 MHz, to Oncor in 95 counties within Oncor’s service territory, following FCC issuance of broadband licenses to Anterix.
- Anterix’s commitment to clear all third-party incumbents from the 900 MHz broadband allocation in the Oncor service territory.
- Delivery of the broadband spectrum by county is expected to be completed by FYE2026. Anterix has been proactively working with incumbents to clear the 900 MHz broadband allocation in Oncor’s service territory.
- Total payment of \$102.5 million dollars, with expected payments of \$44 million dollars within the first 12 months after signing and the balance by FYE2026. The timing and rights to these payments could vary as 900 MHz broadband licenses are granted by the FCC, broadband licenses are assigned to Oncor, and incumbents are cleared by Anterix.

In addition:

- Upon completion of the assignment of the broadband licenses to Oncor, Anterix will have addressed another FCC-deemed “complex system.” As outlined in Anterix’s May 2020 letter to shareholders, 900 MHz complex systems are defined by the FCC Report and Order as those systems with 45 or more functionally integrated sites. As discussed with shareholders in the past, Anterix remains flexible in its approach to monetizing our 900 MHz spectrum as we contract with utilities operating these unique complex systems.

- The Oncor Agreement is subject to customary provisions regarding remedies, including reduced payment amounts and/or refund of amounts paid, and termination rights, if certain contractual obligations are not met.

Forward-looking Statements

Certain statements contained in this factsheet, other than historical information, constitute forward-looking statements within the meaning of the Federal securities laws. Words such as “believes,” “anticipates,” “estimates,” “expects,” “intends,” “aims,” “potential,” “will,” “would,” “could,” “considered,” “likely,” “estimate” and variations of these words and similar future or conditional expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements include, but are not limited to, statements regarding: (i) the timing of payments under the Oncor Agreement, (ii) Anterix’s ability to negotiate and enter into agreements with incumbents to clear the 900 MHz Broadband Spectrum allocation in Oncor’s service areas on a timely basis and on commercially reasonable terms; (iii) Anterix’s ability to qualify for and timely secure broadband licenses in Oncor’s service areas; and (iv) Anterix’s ability to satisfy the other terms of its agreement with Oncor. Any such forward-looking statements are based on the current expectations of Anterix’s management and are subject to a number of risks and uncertainties that could cause Anterix’s actual future results to differ materially from its management’s current expectations or those implied by the forward-looking statements. These risks and uncertainties include, but are not limited to: (i) Anterix may not be successful in commercializing its spectrum assets to its targeted utility and critical infrastructure customers on a timely basis and on favorable terms; (ii) Anterix may be unable to secure broadband licenses from the FCC on a timely and cost-effective basis; (iii) Anterix has a limited operating history with its current business plan, which makes it difficult to evaluate its prospects and future financial results and its business activities, strategic approaches and plans may not be successful; and (iv) the value of Anterix’s spectrum assets may fluctuate significantly based on supply and demand, as well as technical and regulatory changes. These and other risk factors that may affect Anterix’s future results of operations are identified and described in more detail in Anterix’s most recent filings on Forms 10-K and 10-Q and in other filings that it makes with the SEC from time to time. These documents are available on Anterix’s website at www.anterix.com under the Investor Relations section and on the SEC’s website at www.sec.gov. Accordingly, you should not rely upon forward-looking statements as predictions of future events. Except as required by applicable law, Anterix undertakes no obligation to update publicly or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.