

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**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 15, 2014

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**NII HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-32421**  
(Commission File Number)

**91-1671412**  
(IRS Employer  
Identification No.)

**1875 Explorer Street, Suite 1000**  
**Reston, Virginia**  
(Address of principal executive offices)

**20190**  
(Zip Code)

Registrant's telephone number, including area code: **(703) 390-5100**

**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)
  - ☐ 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 7.01. Regulation FD Disclosure.**

As disclosed in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 that was filed with the Securities and Exchange Commission on August 11, 2014 (the "Form 10-Q"), NII Holdings, Inc. ("NII") has engaged in preliminary discussions with certain of the holders (the "Holders") of the senior notes issued by its subsidiaries, NII Capital Corp. and NII International Telecom S.C.A. (the "Senior Notes"), and their advisors regarding a potential restructuring of the Senior Notes. NII has also engaged in discussions with the lenders (collectively, the "Local Lenders") under the equipment financing facilities with NII's subsidiaries in Brazil and Mexico and bank loans with NII's subsidiaries in Brazil (collectively, the "Local Facilities") with respect to potential waivers and amendments to the terms of the Local Facilities.

As of the date of this Current Report on Form 8-K, the discussions with the Holders and Local Lenders are continuing and no agreement has been reached at this time with such parties regarding the terms of any potential restructuring or amendment of the terms of the Senior Notes or the Local Facilities. The parties have discussed informal proposals and potential approaches to the restructuring that include possible exchanges of all or a portion of the Senior Notes for equity interests in, or debt securities of, a reorganized NII as well as potential modifications to certain covenants and other terms of the Local Facilities. In connection with such discussions, NII has also agreed to pay the fees of legal and financial advisors to certain Holders, subject to certain terms and conditions set forth in the applicable agreements entered into by NII. There can be no assurance that these discussions will result in any agreement regarding the terms of any potential restructuring of NII's obligations under the Senior Notes or any potential amendments to the Local Facilities that may be necessary in order to implement such a restructuring. If an agreement is reached and NII pursues a restructuring either on a stand-alone basis or in conjunction with one or more other potential strategic transactions as described in the Form 10-Q, NII expects that it will be necessary to voluntarily commence reorganization proceedings under chapter 11 of the United States Bankruptcy Code in order to implement it.

In connection with these discussions, NII entered into confidentiality agreements with each of the Holders pursuant to which NII provided certain information to the Holders (the "Disclosed Information"). NII also agreed to make the Disclosed Information publicly available. The Disclosed Information is available on the NII website ([www.nii.com](http://www.nii.com)) through the "Bondholder Information" link on the Investor Relations page. An index of Disclosed Information has also been furnished as an exhibit to this Report. Notwithstanding NII's entry into these discussions and our disclosure of the Disclosed Information, NII's position remains unchanged with respect to the allegations contained in the notice of default delivered on March 19, 2014 by Aurelius Capital Management, LP in connection with our 8.875% senior notes due 2019, as described in further detail in the Form 10-Q and in NII's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 that was filed with the Securities and Exchange Commission on May 12, 2014.

The Disclosed Information includes prospective financial information, forecasts and other information generally not disclosed by NII. The Disclosed Information was prepared based on expectations, beliefs, opinions, and assumptions of NII's management at the time this information was prepared. The Disclosed Information was not prepared in accordance with generally accepted accounting principles or published guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of "prospective financial information" or in accordance with any other potentially applicable standards.

The publication of the Disclosed Information should not be regarded as an indication that NII or any other person considered, or as of the date of this Report considers, the Disclosed Information to be predictive of future results, and does not constitute an admission or representation by any person that any Disclosed Information is material, or that the expectations, beliefs, opinions, and assumptions that underlie the Disclosed Information remain the same as of the date of this Report. Readers are cautioned not to place undue reliance on the Disclosed Information.

NII's independent public accounting firm has not, nor has any other accountant, examined, compiled, or performed any procedures with respect to the Disclosed Information. Accordingly, no accounting firm or any other person has expressed any opinion or any other form of assurance on the Disclosed Information or its achievability and no accounting firm or person assumes any responsibility for the Disclosed Information.

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The Disclosed Information that is not historical information:

- is forward-looking, speculative and subjective in nature and was based upon expectations, beliefs, opinions, and assumptions, which are inherently uncertain and include factors that are beyond the control of NII and may not prove to be accurate;
- does not necessarily reflect current expectations, beliefs, opinions, or assumptions that the management of NII may have about the prospects for NII's businesses, changes in general business or economic conditions, or any other transaction or event that has occurred or that may occur or that was not anticipated at the time the information was prepared;
- may not reflect current results or future performance, which may be significantly more favorable or less favorable than projected by the Disclosed Information; and
- is not, and should not be regarded as, a representation that any of the expectations contained in, or forming a part of, the forecasts will be achieved.

The Disclosed Information is being furnished, not filed. Accordingly, this Report, including the exhibit, will not be incorporated by reference into any registration statement filed by NII or any related entity under the Securities Act of 1933, as amended, unless specifically identified as being incorporated by reference therein. The summary of the Disclosed Information described herein is qualified in its entirety by the contents of the Disclosed Information. Further, the information contained on NII's website is not part of this Report.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Index of Disclosed Information

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# **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.

**NII HOLDINGS, INC.**  
(Registrant)

Dated: August 15, 2014

By: /s/ SHANA C. SMITH  
Shana C. Smith  
Vice President and Secretary

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Index of Disclosed Information

**NII Holdings, Inc. - Index of Disclosed Information**

*Annual Financial Statements*

1. Nextel Communications Argentina S.R.L. (2008-09, 2009-10, 2011-12, 2012-13)
2. Nextel Chile S.A. (2008, 2009, 2010, 2011, 2012)
3. Nextel Telecomunicações, Ltda. (2008-09, 2010-11, 2011-12, 2012-13)
4. Comunicaciones Nextel de México, S.A. de C.V. (2009-10, 2010-11, 2011-12, 2012-13, 2012-13 (English))
5. Nextel Telecomunicações S.A. (2010 (English), 2011 (English), 2012)

*Other Financial Data*

6. Select financial data for certain NII subsidiaries (2011-13)
7. Schedule of net intercompany obligations between NII entities exceeding \$25 million in the aggregate as of year-end for each of 2011, 2012, and 2013 and as of March 31, 2014

*Agreements & Other Information*

8. Loan Subordination Agreement between Nextel Telecomunicações, Ltda. and China Development Bank Corporation dated December 13, 2012
  9. Loan Subordination Agreement between Comunicaciones Nextel de México, S.A. de C.V. and China Development Bank Corporation
  10. Documents related to subordination agreements with China Development Bank Corporation
  11. Guaranty and Subordination Agreement between NII International Telecom S.C.A. and American Tower do Brazil Cessão de Infra-Estruturas Ltda.
  12. Subordination Agreement between NII International Telecom S.C.A. and Wilmington Trust, N.A. dated May 23, 2013 (7.875% Notes)
  13. Subordination Agreement between NII International Telecom S.C.A. and Wilmington Trust, N.A. dated February 19, 2013 (11.375% Notes)
  14. Amendment to Subordination Agreement between NII International Telecom S.C.A. and Wilmington Trust, N.A. dated April 15, 2013 (11.375% Notes)
  15. Intercompany Agreement between Nextel International (Services), Ltd. and Nextel Telecomunicações, Ltda., effective as of January 1, 2013
  16. Patent License Agreement between NII Holdings, Inc. and Nextel Telecomunicações, Ltda., effective as of January 1, 2012
  17. Amendment 2 to the Patent License Agreement between NII Holdings, Inc. and Nextel Telecomunicações, Ltda. dated October 28, 2013
  18. Trademark License Agreement between NII Holdings, Inc. and Nextel Telecomunicações, Ltda., effective as of January 1, 2012
  19. Trademark Sublicense Agreement between NII Holdings, Inc. and Nextel Telecomunicações, Ltda., effective as of January 1, 2012
  20. Amendment 2 to the Trademark License Agreement between NII Holdings, Inc. and Nextel Telecomunicações, Ltda. dated October 28, 2013
  21. Incentive Compensation Chargeback Agreement between NII Holdings, Inc. and Nextel Telecomunicações, Ltda. dated October 1, 2012
  22. Intercompany Agreement between Nextel International (Services), Ltd. and Comunicaciones Nextel de México, S.A. de C.V., effective as of January 1, 2010
  23. Second Amended and Restated Trademark, Patent, and Know-How License Agreement between NII Holdings, Inc. and Comunicaciones Nextel de México, S.A. de C.V., effective as of January 1, 2012
  24. Exhibit A to the Second Amended and Restated Trademark, Patent, and Know-How License Agreement between NII Holdings, Inc. and Comunicaciones Nextel de México, S.A. de C.V. dated January 1, 2012
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25. Incentive Compensation Chargeback Agreement between NII Holdings, Inc. and Servicios de Radiocomunicacion Móvil de Mexico S.A. de C.V. dated September 26, 2012
26. Intercompany Agreement between Nextel International (Services), Ltd. and Nextel Communications Argentina S.R.L. dated January 1, 2010
27. Trademark and Patent License Agreement between NII Holdings, Inc. and Nextel Communications Argentina S.R.L., effective as of January 1, 2012
28. Intercompany Agreement between NII Holdings, Inc., Nextel International (Services), Ltd. and Centennial Cayman Corp Chile S.A., effective as of January 1, 2010
29. Trademark and Patent License Agreement between NII Holdings, Inc. and Nextel S.A., effective as of January 1, 2012
30. Incentive Compensation Chargeback Agreement between NII Holdings, Inc. and Nextel S.A. dated October 2, 2012
31. Distribution Agreement between Nextel International (Services), Ltd. and NII Holdings, Inc. dated April 23, 2013
32. Contribution Agreement between NII Holdings, Inc. and NII Capital Corp. dated April 23, 2013
33. Contribution Agreement between NII Capital Corp. and NII Global Holdings, Inc. dated April 23, 2013
34. Contribution Agreement between NII Global Holdings, Inc. and NII International Holdings S.á r.l. dated April 23, 2013
35. Contribution Agreement between NII International Holdings S.á r.l. and NII International Telecom S.C.A. dated April 23, 2013
36. Contribution Agreement between NII International Holdings S.á r.l. and NII International Services S.á r.l. dated April 23, 2013
37. Contribution Agreement between NII International Services S.á r.l. and NII International Telecom S.C.A. dated April 23, 2013
38. Contribution Agreement between NII International Telecom S.C.A. and NII Mercosur Telecom, S.L. dated April 23, 2013
39. Contribution Agreement between NII International Telecom S.C.A. and NII Mercosur Móviles, S.L. dated April 23, 2013
40. Contribution Agreement between NII Mercosur Telecom, S.L. and Nextel del Peru S.A. dated April 23, 2013
41. Contribution Agreement between NII Mercosur Móviles, S.L. and Nextel del Peru S.A. dated April 23, 2013
42. Contribution Agreement between NII International Holdings S.á r.l. and NII International Telecom S.C.A. dated February 28, 2013
43. Contribution Agreement between NII Capital Corp. and NII Global Holdings, Inc. dated February 28, 2013
44. Contribution Agreement between NII Global Holdings, Inc. and NII International Holdings S.á r.l. dated February 28, 2013
45. Contribution Agreement between NII Holdings, Inc. and NII Capital Corp. dated February 28, 2013
46. Receivables Purchase Agreement between NII Holdings, Inc. and NII International Telecom S.C.A. dated February 28, 2013
47. Intercompany Note between NII Holdings, Inc. and NII International Telecom S.C.A. dated February 27, 2013
48. Forms of Intercompany Notes
49. Various intercompany agreements dated February 7, 2013
50. NII Holdings, Inc. corporate organizational chart (as of March 31, 2014)
51. Narrative summary describing the variance in NII Holdings, Inc.'s net intercompany receivables as of March 31, 2013 as compared to December 31, 2012
52. Presentation to Bondholders