
**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): **January 21, 2013**

ATLANTIC TELE-NETWORK, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of incorporation)

001-12593
(Commission File Number)

47-0728886
(IRS Employer
Identification No.)

600 Cummings Center
Beverly, MA 01915
(Address of principal executive offices and zip code)

(978) 619-1300
(Registrant's telephone number, including area code)

N/A
(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 (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))
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Item 1.01 **Entry into Material Definitive Agreement.**

On January 21, 2013, Atlantic Tele-Network, Inc. (the “**Company**”), a Delaware corporation, and Allied Wireless Communications Corporation (“**Allied**”), a Delaware corporation and a wholly owned subsidiary of the Company, entered into a Purchase Agreement (the “**Purchase Agreement**”) with AT&T Mobility LLC (“**AT&T**”), a Delaware limited liability company, to sell the domestic retail wireless business operated under the Alltel name by Allied in certain primarily rural markets in Georgia, North Carolina, South Carolina, Illinois, Ohio and Idaho. Pursuant to the terms of the Purchase Agreement, the Company and Allied will cause certain licenses, network assets, tower and other leases and other assets and certain related liabilities to be contributed to a newly formed, wholly-owned subsidiary limited liability company, whose membership interests will be acquired by AT&T for a purchase price of \$780 million, subject to certain adjustments (the “**Transaction**”).

Consummation of the Transaction is subject to the satisfaction of certain conditions, including, among others, (i) the expiration or termination of the applicable waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended, (ii) the receipt of all required consents of the Federal Communications Commission to the transfer, assignment or change in control of certain licenses pursuant to the Transaction, and (iii) the absence of any injunction or final judgment prohibiting the consummation of the Transaction. Consummation of the Transaction is not subject to any financing condition. The parties expect the Transaction to close in the second half of 2013.

Item 8.01. **Other Events.**

On January 22, 2013, the Company issued a press release regarding the matters described in Item 1.01 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

(d) **Exhibits**

99.1 Press Release of the Company, dated January 22, 2013.

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.

ATLANTIC TELE-NETWORK, INC.

By: /s/ Justin D. Benincasa

Justin D. Benincasa
Chief Financial Officer

Dated: January 22, 2013

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press Release of the Company, dated January 22, 2013.



NEWS RELEASE
FOR IMMEDIATE RELEASE

January 22, 2013

CONTACTS:**Media:**

Sard Verbinnen & Co.
 Robin Weinberg/Pamela Blum
 212-687-8080

Investors

:
 Atlantic Tele-Network, Inc.
 Justin D. Benincasa
 Chief Financial Officer
 978-619-1300

**ATLANTIC TELE-NETWORK ANNOUNCES SALE
 OF U.S. RETAIL WIRELESS BUSINESS TO AT&T**

BEVERLY, Mass., January 22, 2013 -- Atlantic Tele-Network, Inc. (NASDAQ: ATNI), a telecommunications service provider to rural, niche and other under-served markets, today announced it has agreed to sell its domestic retail wireless business operated under the Alltel name by ATN's subsidiary Allied Wireless Communications Corporation ("Allied"). AT&T will purchase the operations in an all-cash transaction valued at approximately \$780 million.

Allied, based in Little Rock, Arkansas, serves approximately 585,000 customers in rural areas of six states – Georgia, North Carolina, South Carolina, Illinois, Ohio and Idaho, and generated revenues for the first nine months of 2012 of approximately \$350 million. In ATN's public filings, these operations are consolidated within its U.S. Wireless segment. These operations generated operating income estimated to be approximately \$34 million, which is net of depreciation and amortization expense of approximately \$42 million, for the first nine months of 2012.

"We are pleased that AT&T recognizes the value of our U.S. wireless retail operations and is acquiring these assets," said Michael T. Prior, Chief Executive Officer. "Alltel's customers will benefit from access to a nationwide 4G network, a larger device selection, additional retail locations and a broader range of product offerings. Additionally, many of our employees should benefit from new career opportunities within AT&T. We will work closely with AT&T to close the transaction and to ensure a smooth transition for our customers and employees."

Commenting on the use of proceeds once the transaction is completed, Mr. Prior said, "We have a disciplined, long-term approach to managing our portfolio and intend to balance the use of the after-tax proceeds among new acquisition opportunities, a possible reduction in debt outstanding, investments in our existing lines of business and returns to shareholders through dividends."

The transaction is subject to customary closing terms and conditions and regulatory approval from the Department of Justice and the Federal Communications Commission. The companies expect to complete the transaction in the second half of 2013.

Following the close of the sale, Atlantic Tele-Network's businesses will consist of Commnet, serving rural communities primarily in the Southwest U.S.; Sovernet, serving residential and business customers in New England; ION, serving rural communities in New York State; GT&T, serving Guyana; CellOne, serving Bermuda; and Choice, Islandcom and Mio, serving portions of the Caribbean islands.

Stephens, Inc. is serving as financial advisor to Atlantic Tele-Network and provided a fairness opinion for the transaction. Cleary Gottlieb Steen & Hamilton LLP and Jenner & Block are providing legal counsel.

Conference Call Information

Atlantic Tele-Network will host a conference call on Tuesday, January 22, 2013 at 10:00 a.m. Eastern Time (ET) to discuss this announcement. The call will be hosted by Michael Prior, President and Chief Executive Officer, and Justin Benincasa, Chief Financial Officer. The dial-in numbers are US/Canada: 877-734-4582 International: 678-905-9376, conference ID 92178318. A replay of the call will be available at ir.atni.com beginning at 2:00 p.m. (ET) on January 22, 2013.

About Atlantic Tele-Network

Atlantic Tele-Network, Inc. (NASDAQ:ATNI), headquartered in Beverly, Massachusetts, provides telecommunications services to rural, niche and other underserved markets and geographies in the United States, Bermuda and the Caribbean. Through our operating subsidiaries, we provide both wireless and wireline connectivity to residential and business customers, including a range of mobile wireless solutions, local exchange services and broadband internet services and are the owner and operator of terrestrial and submarine fiber optic transport systems. For more information, please visit www.atni.com.

Cautionary Language Concerning Forward Looking Statements

This press release contains forward-looking statements regarding the proposed transaction, including whether the transaction will be completed and, if so, the expected timetable for any such completion and the expected uses of proceeds, which constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. There are a number of important factors that could cause actual results to differ materially from those indicated by such forward-looking statements, including: (i) the ability to receive the requisite regulatory consents and approvals to consummate the transaction; and (ii) the satisfaction of the other conditions to completion of the transaction and (iii) with respect to the use of proceeds, at this time, ATN has no specific plans with respect to the use of proceeds following the completion of this transaction and is currently evaluating such plans; the timing, manner and extent to which such proceeds are deployed may be affected by future market conditions, potential changes in tax laws and ATN's ability to develop corporate investment and strategic opportunities meeting ATN's criteria. The information set forth herein speaks only as of the date hereof, and ATN disclaims any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this press release.

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