

**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) December 2, 2005

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.)

9719 Estate Thomas Havensight
St. Thomas, U.S. Virgin Islands 00802
(Address of principal executive offices and zip code)

(340) 777-8000
(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))

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On December 2, 2005, Atlantic Tele-Network, Inc. (the "Company") appointed Michael T. Prior, age 41, currently the Company's Chief Financial Officer, as President and Chief Executive Officer, effective January 1, 2006. The Board also announced that Cornelius B. Prior, Jr., Chairman and Chief Executive Officer, will step down as Chief Executive Officer effective January 1, 2006 but continue as Chairman of the Board. He has served as Chief Executive Officer of the Company since January 1, 1998 and previously as Co-Chief Executive Officer from the time he co-founded the Company in 1987. The Company said it expects to appoint a new Chief Financial Officer early in the new year.

Michael T. Prior joined the Company in 2003 as Chief Financial Officer and Treasurer. Mr. Prior came to ATN from Q Advisors LLC, a Denver-based investment banking and financial advisory firm focused on the telecommunications sector. Before that, he headed corporate development for LighTrade, Inc., a telecommunications infrastructure provider and was a member of ComSpace Development LLC, a seed investment concern in the communications industry. Mr. Prior was a corporate lawyer with Perkins Coie LLP in Seattle and also spent a number of years in the London and New York offices of Cleary Gottlieb Steen & Hamilton. Mr. Prior received a J.D. *summa cum laude* from Brooklyn Law School and received a B.A. from Vassar College.

Like the other officers of the Company, Mr. Prior is an "at will" employee and did not enter into an employment agreement with the Company. Michael T. Prior is the son of Cornelius B. Prior, Jr.

The full text of the press release issued in connection with the announcement of the appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 5.03 Amendments to Articles of Organization or Bylaws; Change in Fiscal Year

The Board of Directors of the Company approved an amendment to the Company's By-Laws, effective January 1, 2006, to provide that the President of the Company, rather than the Chairman of the Board, shall be the Chief Executive Officer of the Company. Prior to the amendment, the By-Laws provided that the Chairman of the Board shall be the Chief Executive Officer. This amendment was adopted to align the By-Laws with the appointment by the Board of Directors of Michael T. Prior as President and Chief Executive Officer, effective January 1, 2006.

Item 8.01 Other Events

On December 2, 2005, the Board of Directors of the Company declared a dividend, payable on January 10, 2006, to shareholders of record at December 30, 2005. The full text of the press release issued in connection with the announcement of the dividend is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

3.1 Amendment to the By-Laws of the Company

99.1 Press release of the Company dated December 5, 2005

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.

ATLANTIC TELE-NETWORK, INC.

By: /s/ MICHAEL T. PRIOR

Chief Financial Officer

December 8, 2005

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
3.1	Amendment to the By-Laws of the Company
99.1	Press release of the Company dated December 5, 2005

AMENDMENT TO BY-LAWS
OF ATLANTIC TELE-NETWORK, INC.

RESOLVED: That, effective January 1, 2006, Sections 4 and 6 of Article IV of the By-Laws of the Corporation be revised to read in their entirety as follows:

SECTION 4. Chairman of the Board. The Chairman of the Board, if one shall have been elected, shall be a member of the Board of Directors, an officer of the Corporation and, if present, shall preside at each meeting of the Board of Directors or the stockholders. He shall advise and counsel with the President and, in the President's absence, with other executives of the Corporation, and shall perform such other duties as may from time to time be assigned to him by the Board of Directors.

SECTION 6. The President. The President shall, in the absence of the Chairman of the Board or if the Chairman of the Board shall not have been elected, preside at each meeting of the Board of Directors or the stockholders. The President shall be the chief executive officer of the Corporation and shall perform all duties incident to the office of President and chief executive officer and such other duties as may from time to time be assigned to him by the Board of Directors.



NEWS RELEASE

FOR IMMEDIATE RELEASE

Monday, December 5, 2005

CONTACT: Cornelius B. Prior, Jr., CEO (340) 777-8000
 Michael T. Prior, CFO (978) 745-8106 x-401
 Bob Lougee (Media/Investor) (508) 435-6117

Atlantic Tele-Network, Inc. Names**Michael T. Prior President and Chief Executive Officer*****Board Declares Regular Quarterly Dividend of \$0.30 per Share***

ST. THOMAS, U.S. Virgin Islands (December 5, 2005) – Atlantic Tele-Network, Inc. (Amex: ANK), a leading provider of telecommunications services, today announced that its Board of Directors has named Michael T. Prior, currently Chief Financial Officer, as President and Chief Executive Officer, effective January 1, 2006.

The Board also announced that Cornelius B. Prior, Jr., Chairman and Chief Executive Officer, will continue as Chairman of the Board. He has served as Chief Executive Officer of the Company since January 1, 1998 and previously as co-chief executive officer from the time he co-founded the Company in 1987. The Company said it expects to appoint a new chief financial officer early in the New Year.

In addition, the Board, at its regular quarterly meeting in Austin, Texas, declared a quarterly dividend of \$0.30 per share, payable January 10, 2006 to shareholders of record on December 30, 2005.

“Michael’s leadership and involvement in many of the Company’s recent successes, including our acquisition of Commnet Wireless, made this an appropriate time to effect a leadership change,” said Cornelius Prior. “Michael’s commitment and understanding of the telecommunications business, coupled with his broad financial and legal experience, convinced all of our Directors that he was the ideal candidate to manage the Company’s overall operations. I am confident that together we will effect a smooth management transition.”

Michael Prior said: "I look forward to assuming new management responsibilities. Atlantic Tele-Network has performed exceedingly well over the years and I will do my best to ensure we continue to meet those high standards going forward. Our fundamental approach—focusing on delivering long-term results for our stockholders through carefully managed communications businesses in smaller, or lesser-known markets—will not change."

Michael Prior joined the company as Chief Financial Officer in June 2003. He began his professional career as an attorney with the Wall Street law firm of Cleary, Gottlieb, Steen and Hamilton LLP. He later worked for another telecommunications company and then as an investment banker before joining Atlantic Tele-Network. In making the announcement, the Board acknowledged his numerous contributions to the company over the past two-and-a-half years, including efforts to raise the company's profile in the financial markets, as well as overseeing the negotiation and financing of the company's recent \$59 million acquisition of Commnet Wireless, LLC.

About Atlantic Tele-Network

Atlantic Tele-Network, Inc. is a telecommunications company with corporate offices in St. Thomas, U.S. Virgin Islands and Salem, Massachusetts. Its principal subsidiaries include: Guyana Telephone and Telegraph Company, Limited, which is the national telephone service provider in the Cooperative Republic of Guyana for all local, long-distance and international service, as well as the largest cellular service provider; Commnet Wireless, LLC, which operates wholesale wireless networks with GSM, TDMA, CDMA and analog technologies in rural areas throughout the United States, providing its partners with roaming voice and data services; and Choice Communications, LLC, which provides wireless television and broadband and dial-up data services as the largest Internet service provider and the only wireless TV provider in the United States Virgin Islands. ATN also owns 44% of Bermuda Digital Communications Ltd., which, under the Cellular One name, is the largest provider of cellular voice and data services in Bermuda.

This release contains forward-looking statements within the meaning of the United States federal securities laws, including without limitation Section 21E of the United States Securities Exchange Act of 1934. These forward-looking statements may relate to, among other matters, ATN's future financial performance and results of operations, management's plans, strategy for the future and market conditions. These forward-looking statements are based on estimates, projections, beliefs, and assumptions and are not guarantees of future events or results. Actual future events and results could differ materially from these statements as a result of many factors, including matters discussed in the Company's Form 10-K

annual report for the year ended December 31, 2004, which is on file with the Securities and Exchange Commission, as well as major competitive developments, material changes in the communications industry or regulation and changes in communications technology. ATN undertakes no obligation to update these forward-looking statements to reflect actual results, changes in assumptions or changes in other factors that may affect such forward-looking statements.

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