Hawaiian Telcom Holdco, Inc.
Form 10-Q
November 03, 2016
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark one)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 001-34686

Hawaiian Telcom Holdco, Inc.

(Exact name of registrant as specified in its charter)

Delaware	16-1710376
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1177 Bishop Street

Honolulu, Hawaii 96813

(Address of principal executive offices)

808-546-4511

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer [ ]	Accelerated Filer [X]	Non-Accelerated Filer [ ] (Do not check if smaller reporting company)	Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes [X] No [ ]

As of November 3, 2016, 11,513,279 shares of the registrant's common stock were outstanding.

Table of Contents

Table of Contents

Table of Contents

PART I — FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (Unaudited)

Hawaiian Telcom Holdco, Inc.

Condensed Consolidated Statements of Income (Loss)

(Unaudited, dollars in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Operating revenues	$ 97,848	$ 100,905	$ 296,183	$ 294,208
Operating expenses:				
Cost of revenues (exclusive of depreciation and amortization)	41,903	41,013	124,987	120,415
Selling, general and administrative	29,206	33,146	88,625	92,645
Depreciation and amortization	23,036	22,551	67,479	65,772
Total operating expenses	94,145	96,710	281,091	278,832
Operating income	3,703	4,195	15,092	15,376
Other income (expense):				
Interest expense	(4,156)	(4,148)	(12,879)	(12,651)
Interest income and other	—	4	—	15
Total other expense	(4,156)	(4,144)	(12,879)	(12,636)
Income (loss) before income tax provision (benefit)	(453)	51	2,213	2,740
Income tax provision (benefit)	(174)	(54)	892	1,204
Net income (loss)	$ (279)	$ 105	$ 1,321	$ 1,536
Net income (loss) per common share -				
Basic	$ (0.02)	$ 0.01	$ 0.11	$ 0.14
Diluted	$ (0.02)	$ 0.01	$ 0.11	$ 0.14
Weighted average shares used to compute net income (loss) per common share -				
Basic	11,512,280	11,040,299	11,499,947	10,844,478
Diluted	11,512,280	11,318,641	11,539,828	11,275,655

See accompanying notes to condensed consolidated financial statements.

Table of Contents

Hawaiian Telcom Holdco, Inc.

Condensed Consolidated Statements of Comprehensive Loss

(Unaudited, dollars in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income (loss)	$ (279)	$ 105	$ 1,321	$ 1,536
Other comprehensive loss:				
Unrealized holding loss arising during period	—	(1)	—	(1)
Retirement plan loss	(8,674)	(8,786)	(8,179)	(6,711)
Income tax benefit on comprehensive loss	3,315	3,357	3,126	2,565
Other comprehensive loss, net of tax	(5,359)	(5,430)	(5,053)	(4,147)
Comprehensive loss	$ (5,638)	$ (5,325)	$ (3,732)	$ (2,611)

See accompanying notes to condensed consolidated financial statements.

Table of Contents

Hawaiian Telcom Holdco, Inc.

Condensed Consolidated Balance Sheets

(Unaudited, dollars in thousands, except per share amounts)

	September 30, 2016	December 31, 2015
Assets		
Current assets		
Cash and cash equivalents	$ 20,650	$ 30,312
Receivables, net	28,488	32,736
Material and supplies	8,217	8,499
Prepaid expenses	5,343	4,068
Other current assets	2,666	2,102
Total current assets	65,364	77,717
Property, plant and equipment, net	593,370	579,107
Intangible assets, net	33,254	34,828
Goodwill	12,104	12,104
Deferred income taxes, net	91,610	89,896
Other assets	5,985	6,043
Total assets	$ 801,687	$ 799,695
Liabilities and Stockholders' Equity		
Current liabilities		
Current portion of long-term debt	$ 3,000	$ 3,000
Accounts payable	50,844	44,841
Accrued expenses	15,656	14,491
Advance billings and customer deposits	15,324	17,551
Other current liabilities	6,070	5,932
Total current liabilities	90,894	85,815
Long-term debt	281,927	283,046
Employee benefit obligations	106,346	104,597
Other liabilities	17,185	18,538
Total liabilities	496,352	491,996
Commitments and contingencies (Note 11)		
Stockholders' equity		
Common stock, par value of $0.01 per share, 245,000,000 shares authorized and 11,512,502 and 11,466,398 shares issued and outstanding at September 30, 2016 and December 31, 2015, respectively	115	115
Additional paid-in capital	179,387	178,019
Accumulated other comprehensive loss	(34,441)	(29,388)
Retained earnings	160,274	158,953
Total stockholders' equity	305,335	307,699
Total liabilities and stockholders' equity	$ 801,687	$ 799,695

See accompanying notes to condensed consolidated financial statements.

Table of Contents

Hawaiian Telcom Holdco, Inc.

Condensed Consolidated Statements of Cash Flows

(Unaudited, dollars in thousands)

	Nine Months Ended September 30, 2016		2015	
Cash flows from operating activities:				
Net income	$	1,321	$	1,536
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization		67,479		65,772
Deferred financing amortization		1,533		1,436
Employee retirement benefits		(6,430)		(3,315)
Provision for uncollectible receivables		2,908		2,640
Stock based compensation		1,722		1,087
Deferred income taxes		1,412		1,633
Changes in operating assets and liabilities:				
Receivables		1,340		(3,558)
Material and supplies		282		211
Prepaid expenses and other current assets		(1,839)		(2,538)
Accounts payable and accrued expenses		6,067		(3,222)
Advance billings and customer deposits		(2,227)		4,054
Other current liabilities		(600)		(693)
Other		(22)		552
Net cash provided by operating activities		72,946		65,595
Cash flows from investing activities:				
Capital expenditures		(78,334)		(76,732)
		—		400

Funds released from restricted cash account				
Net cash used in investing activities		(78,334)		(76,332)
Cash flows from financing activities:				
Proceeds from exercise of warrant		—		3,342
Proceeds from installment financing		1,698		2,779
Repayment of capital lease and installment financing		(2,680)		(3,083)
Repayment of debt		(2,250)		(2,250)
Refinancing and loan amendment costs		(688)		(150)
Taxes paid related to net share settlement of equity awards		(354)		(941)
Net cash used in financing activities		(4,274)		(303)
Net change in cash and cash equivalents		(9,662)		(11,040)
Cash and cash equivalents, beginning of period		30,312		39,885
Cash and cash equivalents, end of period	$	20,650	$	28,845
Supplemental disclosure of cash flow information:				
Interest paid, net of amounts capitalized	$	9,938	$	11,234

See accompanying notes to condensed consolidated financial statements.

Table of Contents

Hawaiian Telcom Holdco, Inc.

Condensed Consolidated Statement of Changes in Stockholders' Equity

(Unaudited, dollars in thousands)

	Common Stock Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
Balance, January 1, 2016	11,466,398	$ 115	$ 178,019	$ (29,388)	$ 158,953	$ 307,699
Stock based compensation	—	—	1,722	—	—	1,722
Common stock issued for stock compensation plans, net of shares withheld and withholding paid for employee taxes	46,104	—	(354)	—	—	(354)
Net income	—	—	—	—	1,321	1,321
Other comprehensive loss, net of tax	—	—	—	(5,053)	—	(5,053)
Balance, September 30, 2016	11,512,502	$ 115	$ 179,387	$ (34,441)	$ 160,274	$ 305,335
Balance, January 1, 2015	10,673,292	$ 107	$ 170,521	$ (23,947)	$ 157,853	$ 304,534
Stock based compensation	—	—	1,087	—	—	1,087
Exercise of warrant agreement	376,333	4	3,338	—	—	3,342
Common stock issued for stock compensation plans, net of shares withheld and withholding paid for employee taxes	73,255	—	(941)	—	—	(941)
Net income	—	—	—	—	1,536	1,536
Other comprehensive loss, net of tax	—	—	—	(4,147)	—	(4,147)

Balance, September 30, 2015	11,122,880	$ 111	$ 174,005	$ (28,094)	$ 159,389	$ 305,411

See accompanying notes to condensed consolidated financial statements.

Table of Contents

Hawaiian Telcom Holdco, Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

1. Description of Business

Business Description

Hawaiian Telcom Holdco, Inc. and subsidiaries (the "Company") is the incumbent local exchange carrier for the State of Hawaii with an integrated telecommunications network. The Company offers a variety of telecommunication services to residential and business customers in Hawaii including local telephone, network access and data transport, television, Internet, long distance and wireless phone service. The Company also provides communications equipment sales and maintenance, data center colocation and network managed services.

Organization

The Company has one direct wholly-owned subsidiary, Hawaiian Telcom Communications, Inc. which has two direct wholly-owned subsidiaries – Hawaiian Telcom, Inc. and Hawaiian Telcom Services Company, Inc. Hawaiian Telcom, Inc. operates the regulated local exchange carrier and Hawaiian Telcom Services Company, Inc. operates all other businesses.

2. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America and pursuant to rules and regulations of the U.S. Securities and Exchange Commission. Certain information and disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted and condensed. In the opinion of the Company's management, all adjustments have been made to present fairly the results of operations, comprehensive loss, financial position and cash flows for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year. Although the Company believes that the disclosures are adequate to make the information presented not misleading, these financial statements should be read in conjunction with the Company's audited consolidated financial statements as of and for the year ended

December 31, 2015.

Cash and Cash Equivalents

Cash and cash equivalents include cash and money market accounts with maturities at acquisition of three months or less. The majority of cash balances at September 30, 2016 are held in one bank in demand deposit accounts. During the nine months ended September 30, 2015, funds amounting to $0.4 million in a restricted cash account, held in conjunction with a lease agreement provision, were released and deposited into unrestricted cash.

Supplemental Non-Cash Investing and Financing Activities

Accounts payable included $21.7 million and $14.5 million at September 30, 2016 and 2015, respectively, for additions to property, plant and equipment.

Taxes Collected from Customers

The Company presents taxes collected from customers and remitted to governmental authorities on a gross basis, including such amounts in the Company's reported operating revenues. Such amounts represent primarily Hawaii state general excise taxes and Hawaii Public Utility Commission fees. Such taxes and fees amounted to $2.1 million and $6.4 million for the three and nine months ended September 30, 2016, and $2.1 million and $6.1 million for the three and nine months ended September 30, 2015, respectively.

Table of Contents

Earnings (loss) per Share

Basic earnings (loss) per share is based on the weighted effect of all common shares issued and outstanding, and is calculated by dividing earnings (loss) by the weighted average shares outstanding during the period. Diluted earnings per share is calculated by dividing earnings, adjusted for the effect, if any, from assumed conversion of all potentially dilutive common shares outstanding, by the weighted average number of common shares used in the basic earnings per share calculation plus the number of common shares that would be issued assuming conversion of all potentially dilutive common shares outstanding. The denominator used to compute basic and diluted earnings (loss) per share was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Basic earnings (loss) per share - weighted average shares	11,512,280	11,040,299	11,499,947	10,844,478
Effect of dilutive securities:				
Employee and director restricted stock units	—	19,045	39,881	76,058
Warrants	—	259,297	—	355,119
Diluted earnings (loss) per share - weighted average shares	11,512,280	11,318,641	11,539,828	11,275,655

The computation of weighted average dilutive shares outstanding excluded grants of restricted stock units convertible into 227,888 shares and 8,319 shares of common stock for the three and nine months ended September 30, 2016, respectively, and 84,259 shares of common stock for the three months ended September 30, 2015. For the three months ended September 30, 2016, the Company incurred a net loss so the restricted stock units are anti-dilutive to the computation of net loss per share. For the other periods presented, the unrecognized compensation on a per unit basis for these restricted stock units was greater than the average market price of the Company's common stock for the period presented. For the nine months ended September 30, 2015, there were no restricted stock units that were anti-dilutive to earnings per share.

Recently Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (the "FASB") issued a new accounting standard which provides guidance for revenue recognition which was amended most recently in May 2016. The most recent amendments provide revised guidance on when to record revenue gross as the principal or net as the agent in accordance with the new revenue standard's control principal and, provide for narrow scope modifications and practical expedients. The new standard, along with the amendments which must be adopted at the same time as the new standard, is effective for the Company in the first quarter of 2018 with either full retrospective or modified retrospective adoption permitted. The modified retrospective approach requires a cumulative effect adjustment to retained earnings as of the beginning of the first reporting period for which the new accounting guidance is effective. Early adoption is allowed from the first quarter of 2017. The Company is currently evaluating the impact of the adoption of this accounting standard on the Company's consolidated financial statements and financial statement disclosures. As this process is still ongoing, the effect of adoption is not yet known.

In February 2016, the FASB issued a new standard for accounting for leases. The new standard requires lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases with the exception of short-term leases. For lessees, leases will continue to be classified as either operating or finance leases in the income statement. Lessor accounting is similar to the current model but updated to align with certain changes to the lessee model. The new standard must be adopted using the modified retrospective approach. The updated standard is effective for the Company beginning in the first quarter of 2019. Early adoption is permitted. The Company is currently evaluating the effect that the new standard will have on the Company's consolidated financial statements and financial statement disclosures.

In March 2016, the FASB issued a new standard that simplifies the accounting for employee share-based payment transactions. The new standard impacts the accounting for related income taxes, forfeitures and statutory tax withholding requirements as well as the classification of certain related payments in the statement of cash flows. The new accounting guidance is effective for the Company in the first quarter of 2017 with early adoption permitted. The adoption method required is specified as retrospective, modified retrospective or prospective for each of the various

Table of Contents

accounting provisions impacted by this new standard. The Company is evaluating the effect of the new guidance on the Company's consolidated financial statements and financial statement disclosures.

In June 2016, the FASB issued amended guidance on accounting for the impairment of financial instruments. The standard requires adoption of an impairment model known as the current expected credit loss model that is based on expected losses rather than incurred losses. For the Company, it is anticipated this will impact primarily the accounting for credit losses on trade receivables. The new standard is effective for the Company in the first quarter of 2020 with early adoption permitted from the first quarter of 2019. The provisions of the new standard expected to impact the Company must be adopted using the modified retrospective approach. The Company is evaluating the effect of the guidance on the Company's consolidated financial statements and financial statement disclosures.

3. Receivables

Receivables consisted of the following (dollars in thousands):

	September 30, 2016	December 31, 2015
Customers and other	$ 32,467	$ 36,667
Allowance for doubtful accounts	(3,979)	(3,931)
	$ 28,488	$ 32,736

4. Long-Lived Assets

Property, plant and equipment consisted of the following (dollars in thousands):

	September 30, 2016	December 31, 2015
Property, plant and equipment cost	$ 1,014,803	$ 937,927

Less accumulated depreciation	421,433	358,820
	$ 593,370	$ 579,107

Depreciation expense amounted to $22.5 million and $65.9 million for the three and nine months ended September 30, 2016, respectively. Depreciation expense amounted to $22.0 million and $63.9 million for the three and nine months ended September 30, 2015, respectively.

The gross carrying amount and accumulated amortization of identifiable intangible assets are as follows (dollars in thousands):

	September 30, 2016			December 31, 2015		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Subject to amortization:						
Customer relationships	$ 21,709	$ 15,783	$ 5,926	$ 21,709	$ 14,238	$ 7,471
Trade name and other	320	292	28	320	263	57
	22,029	16,075	5,954	22,029	14,501	7,528
Not subject to amortization:						
Brand name	27,300	—	27,300	27,300	—	27,300
	27,300	—	27,300	27,300	—	27,300
	$ 49,329	$ 16,075	$ 33,254	$ 49,329	$ 14,501	$ 34,828

Table of Contents

Amortization expense amounted to \$0.5 million and \$1.6 million for the three and nine months ended September 30, 2016, respectively. Amortization expense amounted to \$0.6 million and \$1.9 million for the three and nine months ended September 30, 2015, respectively. Estimated amortization expense for the next five years and thereafter is as follows (dollars in thousands):

Year ended December 31,	
2016 (remaining months)	$ 526
2017	1,703
2018	1,307
2019	930
2020	574
Thereafter	914
	$ 5,954

5. Accrued Expenses and Other Current Liabilities

Accrued expenses consisted of the following (dollars in thousands):

	September 30, 2016	December 31, 2015
Salaries and benefits	$ 11,988	$ 12,185
Interest	2,675	1,262
Other taxes	993	1,044
	$ 15,656	$ 14,491

Other current liabilities consisted of the following (dollars in thousands):

	September 30, 2016	December 31, 2015
Other postretirement benefits, current	$ 2,929	$ 2,929
Installment financing contracts, current	2,226	1,849
Other	915	1,154

	$ 6,070	$ 5,932

6. Long-Term Debt

Long-term debt consisted of the following (dollars in thousands):

	Interest Rate at September 30, 2016		Final Maturity	September 30, 2016	December 31, 2015
Term loan	5.25	%	June 6, 2019	$ 290,888	$ 293,138
Debt issue costs and original issue discount				(5,961)	(7,092)
				284,927	286,046
Current				3,000	3,000
Noncurrent				$ 281,927	$ 283,046

The term loan outstanding at September 30, 2016 provides for interest at the Alternate Base Rate, a rate which is indexed to the prime rate with certain adjustments as defined, plus a margin of 3.25% or a Eurocurrency rate on deposits of one, two, three or six months but no less than 1.00% per annum plus a margin of 4.25%. The Company has selected the Eurocurrency rate as of September 30, 2016 resulting in an interest rate currently at 5.25%. The interest rate margin is subject to a further increase of 0.25% should there be a downgrade in the Company's credit rating.

Table of Contents

The term loan provides for interest payments no less than quarterly. In addition, quarterly principal payments of $0.8 million are required. The balance of the loan is due at maturity on June 6, 2019. The Company must prepay, generally within three months after year end, up to 75% of excess cash flow, as defined. The percent of excess cash flow required is dependent on the Company's leverage ratio. There was no excess cash flow payment due for the year ended December 31, 2015. The Company must also make prepayments on loans in the case of certain events such as large asset sales.

In May 2016, the Company amended the term loan allowing for a revised leverage ratio financial covenant. The amendment modifies the maximum allowed leverage ratio, as defined, for the four consecutive fiscal quarters ended from June 30, 2016 to September 30, 2017 to 3.00:1.00, from December 31, 2017 to September 30, 2018 to 2.75:1.00, and from December 31, 2018 and each subsequent quarter to 2.50:1.00. In conjunction with the amendment, the Company paid a fee to the lenders of $0.4 million and such fee was deferred as financing related costs. The Company concluded that the amended lenders' term loans were not substantially different than the lenders' term loans prior to amendment. In addition, the Company paid an arrangement fee and legal costs amounting to $0.3 million. Such fees were expensed as incurred in the second quarter of 2016.

The Company also has a revolving credit facility which matures on December 6, 2018. The facility has an available balance of $30.0 million with no amounts drawn as of or for the periods ended September 30, 2016 and 2015. A commitment fee is payable quarterly to the lender under the facility. Interest on amounts outstanding is based on, at the Company's option, the bank prime rate plus a margin of 3.0% to 6.0% or the Eurocurrency rate for one, two, three or six month periods plus a margin of 4.0% to 5.5%. The margin is dependent on the Company's leverage, as defined in the agreement, at the time of the borrowing.

Maturities

The annual requirements for principal payments on long-term debt as of September 30, 2016 are as follows (dollars in thousands):

Year ended December 31,		
2016 (remaining months)	$	750
2017		3,000
2018		3,000
2019		284,138
	$	290,888

Capitalized Interest

Interest capitalized by the Company amounted to $0.4 million and $1.1 million for the three and nine months ended September 30, 2016, and $0.3 million and $0.8 million for the three and nine months ended September 30, 2015, respectively.

7. Employee Benefit Plans

The Company sponsors a defined benefit pension plan, with benefits frozen as of March 1, 2012, and postretirement health and life insurance benefits for union employees. The Company also sponsors a cash balance pension plan for nonunion employees, with benefits frozen as of April 1, 2007, and certain management employees receive postretirement health and life insurance under grandfathered provisions of a terminated plan.

Table of Contents

The following provides the components of benefit costs (income) for the three and nine months ended September 30, 2016 and 2015 (dollars in thousands):

Pension

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Interest cost	$ 1,703	$ 2,107	$ 5,695	$ 6,164
Expected asset return	(2,159)	(3,146)	(7,513)	(9,906)
Amortization of loss	136	24	392	5
Net periodic benefit income	(320)	(1,015)	(1,426)	(3,737)
Settlement loss	486	4,118	486	6,366
Total benefit (income) expense	$ 166	$ 3,103	$ (940)	$ 2,629

Other Postretirement Benefits

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Service cost	$ 259	$ 259	$ 777	$ 777
Interest cost	655	589	1,964	1,767
Amortization of loss	119	150	356	449
Total benefit cost	$ 1,033	$ 998	$ 3,097	$ 2,993

During the three months ended September 30, 2016, the Company determined it was probable lump sum benefits paid for its union pension plan in 2016 would exceed the threshold requiring settlement accounting. Actual lump sum benefits paid by the union plan amounted to $2.4 million for the nine months ended September 30, 2016. This resulted in recognition of a loss on settlement for the union plan during the three and nine months ended September 30, 2016 amounting to $0.5 million. The Company used a discount rate of 3.28% as of September 30, 2016 to measure the union plan benefit obligation. The new measurement resulted in a retirement plan loss which was recognized in other comprehensive loss of $8.9 million for the three and nine months ended September 30, 2016. For the nine months ended September 30, 2016, lump sum benefits paid for the management pension plan did not exceed the threshold requiring settlement accounting.

During the three and nine months ended September 30, 2015, the Company's pension plan for union employees paid lump-sum benefits to plan participants in full settlement of obligations due amounting to $25.7 million and $45.5 million, respectively. During the nine months ended September 30, 2015, the Company's pension plan for management employees paid lump sum benefits in full settlement amounting to $0.6 million. The Company's pension plan for management employees paid such benefits for the first quarter of 2015 only. This resulted in the recognition of a loss on settlement for both pension plans amounting to $4.1 million and $6.4 million for the three and nine months ended September 30, 2015, respectively. Because of the settlements, the Company measured its union pension plan obligations and plan assets as of September 30, 2015. The Company had previously measured its union pension plan obligations and plan assets as of June 30, 2015 and March 31, 2015 and its management pension plan obligations and plan assets as of March 31, 2015. The Company used discount rates of 4.03%, 4.09% and 3.54% as of September 30, 2015, June 30, 2015 and March 31, 2015, respectively, to measure the union pension plan obligations. The Company used a discount rate of 3.57% to measure the management plan obligations as of March 31, 2015. The new measurements resulted in a retirement plan loss which was recognized in other comprehensive loss of $9.0 million and $7.3 million for the three and nine months ended September 30, 2015, respectively.

The Company previously disclosed in its consolidated financial statements for the year ended December 31, 2015 that it expected to contribute $9.3 million to its pension plan in 2016. As of September 30, 2016, the Company has contributed $7.2 million. The Company presently expects to contribute the full amount during the remainder of 2016.

Table of Contents

8. Income Taxes

The income tax provision (benefit) differs from the amounts determined by applying the statutory federal income tax rate of 34% to the income (loss) before income tax provision (benefit) for the following reasons (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Income tax at federal rate	$ (154)	$ 17	$ 752	$ 932
Increase (decrease) resulting from:				
State income taxes, net of federal income tax	(3)	3	143	116
Permanent difference for compensation limitation	—	14	—	242
Expense not deductible for tax	36	(158)	196	53
Other permanent differences	21	55	126	209
Capital goods excise tax credit	(74)	15	(325)	(348)
Total income tax provision (benefit)	$ (174)	$ (54)	$ 892	$ 1,204

The Company evaluates its tax positions for liability recognition. As of September 30, 2016, the Company had no unrecognized tax benefits. No interest or penalties related to income tax assessments were recognized in the Company's condensed consolidated statements of income for the three and nine months ended September 30, 2016 and 2015. All tax years from 2012 remain open for both federal and Hawaii state tax purposes.

9. Stock Compensation

The Company has an equity incentive plan. The Compensation Committee of the Company's Board of Directors may grant awards under the plan in the form of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards. The maximum number of shares issuable under the equity incentive plan is 1,400,000 shares with 638,000 shares remaining to be issued at September 30, 2016. All grants under the equity incentive plan will be issued to acquire shares at the fair value on date of grant.

As of September 30, 2016, all awards were restricted stock units. Activity with respect to outstanding restricted stock units for the nine months ended September 30, 2016 and 2015 was as follows:

	Shares	Weighted-Average Grant-Date Fair Value Per Share
2016		
Nonvested at January 1, 2016	174,518	$ 26
Granted	127,360	25
Vested	(61,453)	25
Forfeited	(12,537)	25
Nonvested at September 30, 2016	227,888	$ 25
2015		
Nonvested at January 1, 2015	245,752	$ 27
Granted	140,909	26
Vested	(109,426)	28
Forfeited	(101,520)	26
Nonvested at September 30, 2015	175,715	$ 26

Table of Contents

The Company recognized compensation expense of $0.6 million and $1.7 million for the three and nine months ended September 30, 2016, respectively. The Company recognized compensation expense of $0.2 million and $1.1 million for the three and nine months ended September 30, 2015, respectively. The fair value as of the vesting date for the restricted stock units that vested during the nine months ended September 30, 2016 and 2015 was $0.9 million and $2.6 million, respectively. Upon vesting, unit holders have the option to net share-settle to cover the required withholding tax and the remaining amount is converted into an equivalent number of shares of common stock. The total shares withheld were 15,351 and 36,171 for the nine months ended September 30, 2016 and 2015, respectively, and were based on the value of the restricted stock units as determined by the Company's closing stock price on the date of vesting. Total payments for the employees' tax obligations to the tax authorities amounted to $0.4 million and $0.9 million for the nine months ended September 30, 2016 and 2015, respectively. Other than reimbursements for tax withholdings, there was no cash received under the restricted stock unit arrangements.

The Company also has a performance based compensation plan. The incentive compensation is settled in March of each year for the prior year services and is based on Company performance relative to certain company specific metrics. The Company recognizes the expense during the performance period based on the expected compensation amount. The compensation for the performance period ended December 31, 2015 was settled in cash in March 2016. Beginning for the 2016 performance period, a specified portion of the compensation amount for certain employees will be settled in Company shares based on the share price at the date of settlement. Upon settlement, employees may have the option to net share-settle to cover the required withholding tax and the remaining amount is converted into an equivalent number of shares of common stock. The estimated performance based compensation to be settled in stock amounted to $0.2 million and $0.6 million for the three and nine months ended September 30, 2016, respectively.

10. Stockholders' Equity

Warrants

In 2010, the Company issued warrants to purchase 1,481,055 shares of common stock for $14.00 per share. The warrants to purchase shares were exercisable anytime from January 26, 2011 to the maturity on October 28, 2015. The warrants could be exercised on a cashless basis whereby a portion of the exercised warrants were tendered in lieu of payment for the exercise price. During the nine months ended September 30, 2015, warrants were exercised on a cashless basis resulting in the issuance of 137,636 shares of common stock. In addition, another 238,697 warrants were exercised for cash consideration of $3.3 million during the nine months ended September 30, 2015.

Table of Contents

Accumulated Other Comprehensive Loss

The changes in components of accumulated other comprehensive loss, net of tax, are as follows (dollars in thousands):

	Unrealized Gain (Loss) on Investments	Retirement Plans	Total
Three Months Ended September 30, 2016			
July 1, 2016	$ —	$ (29,082)	$ (29,082)
Other comprehensive loss for 2016	—	(5,359)	(5,359)
September 30, 2016	$ —	$ (34,441)	$ (34,441)
Nine Months Ended September 30, 2016			
January 1, 2016	$ —	$ (29,388)	$ (29,388)
Other comprehensive loss for 2016	—	(5,053)	(5,053)
September 30, 2016	$ —	$ (34,441)	$ (34,441)
Three Months Ended September 30, 2015			
July 1, 2015	$ (64)	$ (22,600)	$ (22,664)
Other comprehensive loss for 2015	(1)	(5,429)	(5,430)
September 30, 2015	$ (65)	$ (28,029)	$ (28,094)
Nine Months Ended September 30, 2015			
January 1, 2015	$ (64)	$ (23,883)	$ (23,947)
Other comprehensive loss for 2015	(1)	(4,146)	(4,147)
September 30, 2015	$ (65)	$ (28,029)	$ (28,094)

Reclassifications out of accumulated other comprehensive loss for the three and nine months ended September 30, 2016 and 2015 were as follows (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Retirement plans				
Amortization of loss and settlement loss	$ 741	$ 4,292	$ 1,234	$ 6,820
Income tax provision on comprehensive income	(282)	(1,631)	(469)	(2,592)
Total	$ 459	$ 2,661	$ 765	$ 4,228

The amortization of loss and settlement loss was recognized primarily in selling, general and administrative expense for the periods ended September 30, 2016 and 2015.

Table of Contents

11. Commitments and Contingencies

Trans-Pacific Submarine Cable

In August 2014, the Company joined several other telecommunication companies to build and operate a trans-Pacific submarine cable system. The total system cost is expected to be $235 million and is primarily composed of a supply contract with the lead contractor. The Company will contribute $25 million over the multi-year construction period in exchange for a fractional ownership in the system. The Company will recognize its fractional share of the cost. In addition, the Company will construct a cable landing station in Hawaii and provide cable landing services. The system is expected to be completed in the first half of 2017. As of September 30, 2016, the Company had incurred capital costs of $13.6 million primarily to the cable contractor for construction with all such costs capitalized to telephone plant under construction.

The Company will have excess capacity on its share of the trans-Pacific cable that it will make available to other carriers for a fee. The Company has contracted and expects to enter into additional contracts with other carriers for long-term indefeasible right of use, or IRU, agreements for fiber circuit capacity. The Company may receive up-front payments for services to be delivered over a period of up to 25 years. The Company has entered into agreements for the sale of capacity for $27.0 million plus fees to activate assigned capacity, and for operations and maintenance. As of September 30, 2016, the Company had received up-front payments of $5.7 million. As provided for in one of the agreements, funds of $3.5 million were held in escrow. The funds in escrow will be released to the Company when the trans-Pacific cable is ready for service. The restricted cash is reflected in other assets in the condensed consolidated balance sheet. A liability to provide services in the future for all up-front payments is included in other liabilities. The Company will recognize revenue for the circuit, beginning upon activation of the services, on a straight-line basis over the contract term.

Connect America Fund Phase II

In conjunction with reforming the Universal Service Fund, the Federal Communications Commission (“FCC”) established the Connect America Fund (“CAF”) which provides incremental support to broadband service providers. CAF Phase II is the long-term component of the program. In August 2015, the Company notified the FCC that it was accepting CAF Phase II support which amounts to $4.4 million in annual funding. Support is retroactive through the beginning of 2015, net of certain other receipts from the Universal Service Fund, and will continue for six years. Under the terms of the CAF Phase II, the Company will offer broadband service at 10 Mbps downstream and 1 Mbps upstream or better to approximately 11,000 eligible locations in high-cost areas in the State of Hawaii and will provide voice and broadband services at reasonable rates.

For the three and nine months ended September 30, 2016, the Company recognized $1.1 million and $3.3 million, respectively, in CAF Phase II funding as revenue. For the three and nine months ended September 30, 2015, the Company recognized $2.2 million of the first year funds as revenue.

Collective Bargaining Agreement

The Company has a collective bargaining agreement with the International Brotherhood of Electrical Workers Local 1357 ("IBEW") that expires on December 31, 2017. The agreement covers approximately half of the Company's work force.

Third Party Claims

In the normal course of conducting its business, the Company is involved in various disputes with third parties, including vendors and customers. The outcome of such disputes is generally uncertain and subject to commercial negotiations. The Company periodically assesses its liabilities in connection with these matters and records reserves for those matters where it is probable that a loss has been incurred and the loss can be reasonably estimated. Based on management's most recent assessment, the Company believes that the risk of loss in excess of liabilities recorded is not material for all outstanding claims and disputes and the ultimate outcome of such matters will not have a material adverse effect on the Company's results of operations, cash flows or financial position.

Table of Contents

Litigation

The Company is involved in litigation arising in the normal course of business. The outcome of litigation is not expected to have a material adverse impact on the Company's condensed consolidated financial statements.

12. Fair Value of Financial Instruments

The following method and assumptions were used to estimate the fair value of each class of financial instruments for which it is practical to estimate the fair value.

Cash and cash equivalents, accounts receivable and accounts payable – The carrying amount approximates fair value. The valuation is based on settlements of similar financial instruments all of which are short-term in nature and generally settled at or near cost. Cash and cash equivalents is measured at Level 1.

Debt – The fair value of debt is based on the value at which the debt is trading among holders.

The estimated fair value of financial instruments is as follows (dollars in thousands):

	Carrying Value	Fair Value
September 30, 2016		
Liabilities - long-term debt (carried at cost)	284,927	290,524
December 31, 2015		
Liabilities - long-term debt (carried at cost)	286,046	291,306

Fair Value Measurements

The objective of the fair value measurement is to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions.

Accounting standards establish a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement).

Liabilities carried at amortized cost with fair value disclosure on a recurring basis represent long-term debt. A summary is as follows (dollars in thousands):

	September 30, 2016	December 31, 2015
Liability value measurements using:		
Quoted prices in active markets for identical liabilities (Level 1)	$ —	$ —
Significant other observable inputs (Level 2)	290,524	291,306
Significant unobservable inputs (Level 3)	—	—
	$ 290,524	$ 291,306

13. Segment Information

The Company operates in two reportable segments of telecommunications and data center. This conclusion is based on how resources are allocated and performance is assessed by the Chief Executive Officer, the Company's chief operating decision maker. The telecommunications segment provides local voice services, video, high-speed internet and long distance voice services. In addition, the segment provides network access which includes data transport. Various related telephony services are provided including equipment and managed services. The data center segment provides physical colocation, virtual colocation and various related telephony services.

Table of Contents

The following table provides operating financial information for the Company's reportable segments for the three and nine months ended September 30, 2016 and 2015 (dollars in thousands):

	Tele-communications	Data Center	Intersegment Elimination	Total
Three Months Ended September 30, 2016				
Operating revenues	$ 95,337	$ 3,061	$ (550)	$ 97,848
Depreciation and amortization	22,498	538	—	23,036
Operating income (loss)	3,878	(175)	—	3,703
Capital expenditures	25,599	—	—	25,599
Three Months Ended September 30, 2015				
Operating revenues	$ 98,475	$ 2,762	$ (332)	$ 100,905
Depreciation and amortization	21,978	573	—	22,551
Operating income (loss)	4,352	(157)	—	4,195
Capital expenditures	23,018	121	—	23,139
Nine Months Ended September 30, 2016				
Operating revenues	$ 288,377	$ 9,329	$ (1,523)	$ 296,183
Depreciation and amortization	65,888	1,591	—	67,479
Operating income (loss)	15,630	(538)	—	15,092
Capital expenditures	78,689	746	—	79,435
Nine Months Ended September 30, 2015				
Operating revenues	$ 287,123	$ 8,143	$ (1,058)	$ 294,208
Depreciation and amortization	64,080	1,692	—	65,772
Operating income (loss)	16,170	(794)	—	15,376
Capital expenditures	69,395	699	—	70,094

Intersegment revenue represents primarily network access services provided by the telecommunications segment for data center colocation. For the three and nine months ended September 30, 2016 and 2015, total operating income above reconciles to the condensed consolidated statement of income as follows (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Operating income	$ 3,703	$ 4,195	$ 15,092	$ 15,376
Corporate other expense	(4,156)	(4,144)	(12,879)	(12,636)
Income (loss) before income tax provision (benefit)	$ (453)	$ 51	$ 2,213	$ 2,740

The following table provides information on the Company’s revenue, net of intersegment eliminations, by product group (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Local voice and other retail services	$ 81,347	$ 65,280	$ 246,481	$ 191,634
Wholesale carrier data services	13,440	32,863	40,373	94,431
Data center	3,061	2,762	9,329	8,143
	$ 97,848	$ 100,905	$ 296,183	$ 294,208

Table of Contents

Item 2. Management's Discussion and Analysis of

Financial Condition and Results of Operations

Forward-Looking Statements

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance (including our anticipated cost structure) and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continues," "assumptio negative of these terms or other comparable terminology. These statements (including statements related to our anticipated cost structure) are only predictions. Actual events or results may differ materially from those anticipated or projected due to a number of factors. These factors include, but are not limited to:

- failures in critical back-office systems and IT infrastructure;
- a breach of our data security systems;
- our ability to provide customers with reliable and uninterrupted service;
- our ability to fund capital expenditures for network enhancements;
- the ability to maintain arrangements with third-party service providers;
- changes in regulations and legislation applicable to providers of telecommunications services;
- the ability of our operating subsidiaries to distribute funds or assets to the parent company;
- a reduction in rates we are allowed to charge our customers as dictated by regulatory authorities;
- changes in demand for our products and services;
- technological changes affecting the telecommunications industry;
- our ability to continue to license or enforce the intellectual property rights on which our business depends;
- failure to renegotiate contracts with television content providers on acceptable terms or at all;
- economic conditions in Hawaii;
- our ability to retain experienced personnel;
- our ability to utilize net operating loss carryforwards or fund tax payments;
- the effect our indebtedness could have on our financial condition;
- the effect of severe weather and natural disasters;
- the ability of a few large shareholders to influence corporate decisions; and
- the effect future sales of a substantial amount of common stock may have on our stock price.

These and other factors may cause our actual results to differ materially from any forward-looking statement. Refer to our Annual Report on Form 10-K for a detailed discussion of risks that could materially adversely affect our business, financial condition and results of operations. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business operations.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. These forward-looking statements are made as of the date of issuance of these quarterly condensed consolidated financial statements, we assume no obligation to update or revise them or to provide reasons why actual results may differ.

We do not undertake any responsibility to release any revisions to these forward-looking statements to take into account events or circumstances that occur after the date of issuance of these quarterly condensed consolidated financial statements. Additionally, we do not undertake any responsibility to update you on the occurrence of any unanticipated events which may cause actual results to differ from those expressed or implied by the forward-looking statements contained in this quarterly report.

Table of Contents

Background

In the following discussion and analysis of financial condition and results of operations, unless the context otherwise requires, “we,” “us” or the “Company” refers, collectively, to Hawaiian Telcom Holdco, Inc. and its subsidiaries.

Segments and Sources of Revenue

We operate in two reportable segments (telecommunication and data center) based on how resources are allocated and performance is assessed by our chief operating decision maker. Our chief operating decision maker is our Chief Executive Officer.

Telecommunications

The telecommunication segment derives revenue from the following sources:

Business data which includes data products such as Ethernet and Dedicated Internet Access along with traditional High-Speed Internet (“HSI”) for business customers, and VoIP. Business VoIP, also referred to as BVoIP, is a unified hosted communications solution for business that includes digital voice services bundled with internet service.

Voice services for both business and residential customers includes local telephone service. These revenues include monthly charges for basic service, and enhanced calling features such as voice mail, caller ID and 3 way calling. Voice also includes long distance services and subscriber line charges prescribed by the Federal Communications Commission and imposed on voice customers.

Equipment and managed services includes installation and maintenance of customer premise equipment as well as managed service for customer telephone and IT networks.

High Speed Internet services are provided to residential customers as well.

Video services are marketed as Hawaiian Telcom TV which includes digital television as well as advanced entertainment services.

Wholesale revenue represents wholesale data services provided to both wireline and wireless carriers.

We receive revenue from various other sources such as wireless services which includes the sale of wireless handsets and other wireless accessories, and switched carrier access which compensates us for origination, transport and termination of calls for long distance and other interexchange carriers. Also included in other revenue is government subsidies to provide service in rural or isolated areas.

Data Center

The data center segment provides physical colocation, virtual colocation and various related telephony services. We consider data center services as part of our business channel.

Results of Operations for the Three and Nine Months Ended September 30, 2016 and 2015

Operating Revenues

The following tables summarize our volume information (lines or subscribers) as of September 30, 2016 and 2015, and our operating revenues for the three and nine months ended September 30, 2016 and 2015. For comparability, we also present volume information as of September 30, 2016 compared to June 30, 2016.

Volume information includes certain information by lines. The line counts represent the number of billed units as of the end of the period as reflected in the records of our primary billing system. The separation of units by the business and

Table of Contents

consumer channel is based on the customer account designation in the billing system which is generally consistent with how revenue information is separated by channel. Business data lines represent digital subscriber lines used to provide internet services. Video service subscribers are determined with a count of individual customers as reflected in our primary billing system as of period end. For bulk contracts for multi dwelling units, we count individual residences subject to the bulk contract. Video homes enabled is estimated based on a count of single family homes and homes in multi dwelling units that are able to obtain our television service as of the period end.

Beginning December 2015, we enhanced the presentation of volume information and operating revenue to provide more meaningful information. Prior period information has been revised to reflect the current presentation. Total revenue has not changed from that previously reported but the classification by channel has been modified and we now present product information by channel as well.

Volume Information

As of September 30, 2016 compared to September 30, 2015

	September 30,		Change		
	2016	2015	Number	Percentage	
Business					
Data lines	19,754	19,835	(81)	(0.4)	%
BVoIP lines	18,593	16,273	2,320	14.3	%
Voice access lines	162,587	169,120	(6,533)	(3.9)	%
Consumer					
Video subscribers	39,774	34,009	5,765	17.0	%
Internet lines	91,000	93,202	(2,202)	(2.4)	%
Voice access lines	139,167	156,311	(17,144)	(11.0)	%
Homes enabled for video	201,000	183,000	18,000	9.8	%

As of September 30, 2016 compared to June 30, 2016

	September 30, 2016	June 30, 2016	Change Number	Percentage	
Business					
Data lines	19,754	19,851	(97)	(0.5)	%
BVoIP lines	18,593	18,101	492	2.7	%
Voice access lines	162,587	163,860	(1,273)	(0.8)	%

Consumer					
Video subscribers	39,774	38,593	1,181	3.1	%
Internet lines	91,000	91,820	(820)	(0.9)	%
Voice access lines	139,167	143,441	(4,274)	(3.0)	%
Homes enabled for video	201,000	198,000	3,000	1.5	%

Table of Contents

Operating Revenues (dollars in thousands)

	Three Months Ended September 30, 2016	2015	Change Amount	Percentage
Business				
Data services	$ 13,949	$ 12,387	$ 1,562	12.6 %
Voice services	21,626	23,657	(2,031)	(8.6) %
Data center services	3,061	2,762	299	10.8 %
Equipment and managed services	6,161	5,993	168	2.8 %
	44,797	44,799	(2)	(0.0) %
Consumer				
Video services	10,483	8,677	1,806	20.8 %
Internet services	7,053	8,283	(1,230)	(14.8) %
Voice services	18,144	19,683	(1,539)	(7.8) %
	35,680	36,643	(963)	(2.6) %
Wholesale carrier data	13,440	14,246	(806)	(5.7) %
Other	3,931	5,217	(1,286)	(24.7) %
	$ 97,848	$ 100,905	$ (3,057)	(3.0) %

	Nine Months Ended September 30, 2016	2015	Change Amount	Percentage
Business				
Data services	$ 45,510	$ 36,285	$ 9,225	25.4 %
Voice services	65,669	70,839	(5,170)	(7.3) %
Data center services	9,329	8,143	1,186	14.6 %
Equipment and managed services	15,804	15,036	768	5.1 %
	136,312	130,303	6,009	4.6 %
Consumer				
Video services	29,907	24,479	5,428	22.2 %
Internet services	22,106	24,598	(2,492)	(10.1) %
Voice services	55,825	60,231	(4,406)	(7.3) %
	107,838	109,308	(1,470)	(1.3) %
Wholesale carrier data	40,373	42,368	(1,995)	(4.7) %
Other	11,660	12,229	(569)	(4.7) %
	$ 296,183	$ 294,208	$ 1,975	0.7 %

Business data, including internet and BVoIP revenue, for the three and nine months ended September 30, 2016 increased when compared to three and nine months ended September 30, 2015 primarily because of revenue from one institutional customer. For the three and nine months ended September 30, 2016, business data services revenue from this customer amounted to $0.6 million and $6.7 million, respectively, including non-recurring fee revenue. Business data services revenue from this one customer was $0.2 million for both the three and nine months ended September 30, 2015. We had anticipated a reduction in revenue from this customer during the third quarter (relative to prior quarters in 2016) and the fourth quarter of the year as the recognition of revenue on certain upfront billed amounts ended when the fixed contract term ended on June 30, 2016. In addition, for the nine months ended September 30, 2016, we recognized the remaining balance of deferred up-front charges of $0.8 million when another institutional customer terminated the related services in the first quarter of 2016. In general, the demand for data services continues to rise as reflected in the growth of BVoIP lines.

Table of Contents

The decrease in voice services revenues for the business channel for the three and nine months ended September 30, 2016 compared to the three and nine months ended September 30, 2015 was caused primarily by the decline of voice access lines. Business voice access lines decreased 3.9% during the period which contributed an estimated $0.9 million and $2.7 million to the reduction in business voice services revenue for the three and nine months ended September 30, 2016, respectively, compared to the same periods in 2015.

Continued competition in the telecommunications industry has increasingly resulted in customers using technologies other than traditional phone lines for voice and data. Business customers are moving local voice service to VoIP technology. Generally, VoIP technology is less expensive than traditional wireline phone service, requiring us to respond with more competitive pricing.

Data center services revenues for the three and nine months ended September 30, 2016 increased when compared to the same period in the prior year as a result of increased Ethernet, security and hardware sales. Data center is deemed a separate business segment. However, we consider this part of our business channel.

Equipment and managed services revenue for the three and nine months ended September 30, 2016 increased when compared to the same periods in the prior year with the installation of equipment for one large commercial customer. Revenue from equipment sales varies from period to period based on the volume of large installation projects.

We are continuing the roll out of Hawaiian Telcom TV on Oahu as we expand the number of homes enabled. Our volume is increasing as more homes become enabled for video service.

Residential internet revenues for the quarter and nine months ended September 30, 2016 decreased when compared to the same periods in 2015 as a result of the combined effect of competitive pricing and a decline in internet lines.

The decrease in voice services revenues for the consumer channel for the three and nine months ended September 30, 2016 compared to the three and nine months ended September 30, 2015 was caused primarily by a decline in voice access lines. Consumer voice access lines decreased 11.0% during the period which contributed an estimated $2.2 million and $6.6 million to the decline in consumer voice services revenue for the three and nine months ended September 30, 2016, respectively, compared to the same periods in the prior year. Residential customers are increasingly using wireless services in place of traditional wireline phone services as well as using VoIP technology offered by cable competitors.

In an effort to slow the rate of line loss, we are continuing retention and acquisition programs, and are increasingly focusing efforts on bundling of services. We have instituted various “saves” campaigns designed to focus on specific circumstances where we believe customer churn is controllable. These campaigns include targeted offers to “at risk” customers as well as other promotional tools designed to enhance customer retention. We also emphasize win back and employee referral programs. Additionally, we are intensifying our efforts relative to developing tools and training to enhance our customer service capability to improve customer retention and growth.

Wholesale carrier revenue decreased in the first quarter and first nine months of 2016 compared to the same periods of 2015 as certain carriers have replaced older legacy circuits with more cost effective alternatives.

Other revenues decreased for the three and nine months ended September 30, 2016 compared to the three and nine months ended September 30, 2015. Other revenue was impacted by the timing of recognition of government subsidies from the Universal Service Fund. In conjunction with reforming the Universal Service Fund, the Federal Communications Commission (“FCC”) established the Connect America Fund (“CAF”) which provides incremental support to broadband service providers. In August 2015, we notified the FCC that we are accepting CAF Phase II support which amounts to $4.4 million in annual funding. Under the terms of the CAF Phase II, we will offer broadband service at 10 Mbps downstream and 1 Mbps upstream or better to approximately 11,000 eligible locations in high-cost areas in the State of Hawaii and will provide voice and broadband services at reasonable rates. For the three and nine months ended September 30, 2016, we recognized $1.1 million and $3.3 million, respectively, in CAF Phase II subsidies as revenue. For both the three and nine months ended September 30, 2015, we recognized $2.2 million of the first year funds as revenue.

Table of Contents

In addition to the government subsidies as discussed above, other revenues were impacted by declines in certain other ancillary services. There has been a reduction in marketing effort on certain ancillary products, such as wireless, as we focus on other telecommunication and data center services.

Operating Costs and Expenses

The following tables summarize our costs and expenses for all segments and by segments for the three and nine months ended September 30, 2016 compared to the costs and expenses for the three and nine months ended September 30, 2015 (dollars in thousands):

	Three Months Ended September 30,		Change		
	2016	2015	Amount	Percentage	
Cost of revenues (exclusive of depreciation and amortization)	$ 41,903	$ 41,013	$ 890	2.2	%
Selling, general and administrative expenses	29,206	33,146	(3,940)	(11.9)	%
Depreciation and amortization	23,036	22,551	485	2.2	%
	$ 94,145	$ 96,710	$ (2,565)	(2.7)	%
By segment —					
Telecommunications	$ 90,909	$ 93,791	$ (2,882)	(3.1)	%
Data center	3,236	2,919	317	10.9	%
	$ 94,145	$ 96,710	$ (2,565)	(2.7)	%

	Nine Months Ended September 30,		Change		
	2016	2015	Amount	Percentage	
Cost of revenues (exclusive of depreciation and amortization)	$ 124,987	$ 120,415	$ 4,572	3.8	%
Selling, general and administrative expenses	88,625	92,645	(4,020)	(4.3)	%
Depreciation and amortization	67,479	65,772	1,707	2.6	%
	$ 281,091	$ 278,832	$ 2,259	0.8	%
By segment —					
Telecommunications	$ 271,224	$ 269,895	$ 1,329	0.5	%
Data center	9,867	8,937	930	10.4	%

$ 281,091	$ 278,832	$ 2,259	0.8 %

The Company's total headcount as of September 30, 2016 was 1,289 compared to 1,287 as of September 30, 2015. Employee related costs are included in both cost of revenues and selling, general and administrative expenses.

Cost of revenues consists of costs we incur to provide our products and services including those for operating and maintaining our networks, installing and maintaining customer premise equipment, and cost of services directly associated with various products. Costs of revenue for the three and nine months ended September 30, 2016 increased when compared to the prior year periods because of increased content costs for Hawaiian Telcom TV of $1.9 million and $5.5 million, respectively, as we add subscribers. In addition, costs incurred for system repairs related to unusually heavy rains amounted to $0.7 million in the nine months ended September 30, 2016. These increases were offset by reduced costs of utility pole maintenance of $0.9 million for the three months ended September 30, 2016. In addition, we incurred lower electricity costs of $1.8 million on reduced utility rates and energy saving initiatives for nine months ended September 30, 2016 compared to the same period in 2015.

Table of Contents

Selling, general and administrative expenses include costs related to sales and marketing, information systems and other administrative functions. The decrease for the three and nine months ended September 30, 2016 relative to the three months and nine months ended September 30, 2015 is primarily because of lower pension costs of $2.9 million and $3.6 million, respectively. There was a significantly higher level of retirements involving lump sum pension settlements in 2015 resulting in much higher pension settlement losses being recognized in 2015. In addition, for the three months ended September 30, 2016, there were lower professional fees of $0.6 million relative to the same period in the prior year.

Depreciation and amortization for the three and nine month periods ended September 30, 2016 was higher than the same periods in the prior year because of asset additions to support growth in the business for next-generation services such as video, and higher speed internet and data.

Operating costs and expenses for the data center segment for the three months ended September 30, 2016 were higher compared to the same period in the prior year by $0.3 million with increased service volumes. The increase in operating costs and expenses for the data center segment for the nine months ended September 30, 2016 compared to the same period in the prior year is because of greater costs for leased circuits and other direct cost of services of $1.0 million with increased service volumes.

The changes in operating costs and expenses for the telecommunications segment were a decrease of $2.9 million and an increase of $1.3 million for the three and nine months ended September 30, 2016 compared to the same periods in 2015, respectively. The causes of the changes are the same as those explaining changes in costs and expenses for all segments discussed above.

Other Income and (Expense)

The following tables summarize other income (expense) for the three and nine months ended September 30, 2016 and 2015 (dollars in thousands).

	Three Months Ended September 30,		Change	
	2016	2015	Amount	Percentage
Interest expense	$ (4,156)	$ (4,148)	$ (8)	0.2 %
Interest income and other	—	4	(4)	(100.0) %
	$ (4,156)	$ (4,144)	$ (12)	0.3 %

	Nine Months Ended September 30, 2016	2015	Change Amount	Percentage	
Interest expense	$ (12,879)	$ (12,651)	$ (228)	1.8	%
Interest income and other	—	15	(15)	(100.0)	%
	$ (12,879)	$ (12,636)	$ (243)	1.9	%

Interest expense for the nine month period ended September 30, 2016 increased compared to the same period in 2015 because of the term loan amendment entered into in May 2016 which resulted in a higher interest rate and certain financing costs expensed as part of the amendment process. Interest capitalized amounted to $0.4 and $1.1 million for three and nine months ended September 30, 2016, respectively. The interest capitalized amounted to $0.3 million and $0.8 million for the three and nine months ended September 30, 2015, respectively.

Table of Contents

Income Tax Provision

We had effective tax rates of 38.4% and 40.3% for the three and nine months ended September 30, 2016, respectively. The effective tax rates were 43.9% and 40.4% for the three and nine months ended September 30, 2015, respectively. The effective tax rates decreased from the prior year periods, in particular for the current quarter, as permanent differences between financial reporting and income tax income, primarily related to non-deductible compensation, decreased relative to pretax income. We consider a variety of factors in determining the effective tax rate, including our forecasted full-year pretax results, the U.S. federal statutory rate, expected nondeductible expenses and estimated state taxes.

As of December 31, 2015, net operating losses available for carry forward through 2035 amounted to $136.2 million for federal tax purposes and $143.7 million for state tax purposes. Availability of net operating losses in future periods may be subject to additional limitations if there is a deemed change in control for income tax reporting purposes. Such change in control is determined for income tax reporting purposes based on cumulative changes in stock ownership over a defined period.

Liquidity and Capital Resources

As of September 30, 2016, we had cash of $20.7 million. From an ongoing operating perspective, our cash requirements in 2016 and 2017 consist of supporting the development and introduction of new products, capital expenditure projects, pension funding obligations and other changes in working capital. A combination of cash-on-hand and cash generated from operating activities will be used to fund our cash requirements.

We continue to focus on improving operating results, including efforts to simplify product offerings, improve our customer service experience and increase our revenue enhancement activities. There can be no assurance that these actions will result in improved overall cash flow. We continue to have sizable retirement obligations for our existing employee base. Any sustained declines in the value of pension trust assets or relatively high levels of pension lump sum benefit payments, such as those paid in 2015, will increase the magnitude of future plan contributions.

Agreements with the Hawaii Public Utilities Commission and the debt agreements of Hawaiian Telcom Communications, Inc. limit the ability of our subsidiaries to pay dividends to the parent company and restrict the net assets of all of our subsidiaries. This can limit our ability to pay dividends to our shareholders. As the parent company has no operations, debt or other obligations, this restriction has no other immediate impact on our operations.

Cash Flows for Nine Months Ended September 30, 2016 and 2015

Our primary source of funds continues to be cash generated from operations. We use the net cash generated from operations to fund network expansion and modernization. We expect that our capital spending requirements will continue to be financed through internally generated funds. We also expect to use cash generated in future periods for debt service. Additional debt or equity financing may be needed to fund additional development activities or to maintain our capital structure to ensure financial flexibility.

Net cash provided by operations amounted to $72.9 million for the nine months ended September 30, 2016. Net cash provided by operations amounted to $65.6 million for the nine months ended September 30, 2015. The increase in cash provided by operations was because of working capital demands during the nine months ended September 30, 2015. The net use of cash from working capital changes amounted to $5.7 million for the first three quarters of 2015 and was primarily related to additional payments to vendors and employees for operating uses in 2015.

Cash used in investing activities for the nine months ended September 30, 2016 was comprised of capital expenditures of $78.3 million. Cash used in investing activities included capital expenditures of $76.7 million for the nine months ended September 30, 2015. The level of capital expenditures for 2016 is expected to be in the high-$90 million range as we invest in systems to support new product introductions and transform our network to enable next-generation technologies.

Table of Contents

Cash used in financing activities for the nine months ended September 30, 2016 and 2015 was related primarily to the repayment of our debt and satisfaction of other obligations.

Outstanding Debt and Financing Arrangements

As of September 30, 2016, we had outstanding $290.9 million in aggregate long-term debt with a maturity date of June 2019. We do not expect to generate the necessary cash flow from operations to repay the facility in its entirety by the maturity date and repayment is dependent on our ability to refinance the credit facility at reasonable terms. The ability to refinance the indebtedness at reasonable terms before maturity cannot be assured.

Contractual Obligations

During the nine months ended September 30, 2016, the Company's future contractual obligations have not changed materially from the amounts disclosed as of December 31, 2015 in our Form 10-K.

We do not maintain any off balance sheet financing or other arrangements.

Critical Accounting Policies and Estimates

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect amounts reported in the consolidated financial statements. Changes in these estimates and assumptions are considered reasonably possible and may have a material effect on the condensed consolidated financial statements and thus actual results could differ from the amounts reported and disclosed herein. The Company's critical accounting policies that require the use of estimates and assumptions were discussed in detail in our Annual Report on Form 10-K for the year ended December 31, 2015, and have not changed materially from that discussion.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As of September 30, 2016, our floating rate obligations consisted of $290.9 million of debt outstanding under our term loan facility. Accordingly, our earnings and cash flow are affected by changes in interest rates. Based on our borrowings at September 30, 2016 and assuming a 1.0 percentage point increase or decrease in the average interest rate under these borrowings, we estimate that our annual interest expense would increase or decrease by approximately $2.9 million.

Table of Contents

Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Scott K. Barber, our Chief Executive Officer, and Dan T. Bessey, our Chief Financial Officer, have evaluated the disclosure controls and procedures of Hawaiian Telcom Holdco, Inc. (the “Company”) as of September 30, 2016. Based on their evaluation, as of September 30, 2016, they have concluded that the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) were effective in ensuring that information required to be disclosed by the Company in reports the Company files or submits under the Securities Exchange Act of 1934:

(1) is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and

(2) is accumulated and communicated to the Company’s management, including the Company’s principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting during the quarter ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Certifications

The certifications attached hereto as Exhibits 31.1, 31.2, 32.1 and 32.2 should be read in conjunction with the disclosures set forth herein.

Table of Contents

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Other than ordinary routine litigation incidental to the business, we are not involved in any material pending legal proceedings that are likely to have a material adverse effect on us.

Item 1A. Risk Factors

See Part I, Item 1A, "Risk Factors," of our 2015 Annual Report for a detailed discussion of risk factors related to our business, results of operations and financial condition.

Table of Contents

Item 5. Other Information.

Item 5.01. Earnings Release

Hawaiian Telcom Holdco, Inc. issued a press release on November 3, 2016 announcing its 2016 third quarter earnings. This information, attached as Exhibit 99.1, is being furnished to the SEC pursuant to Item 2.02 of Form 8-K.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 31, 2016 the Compensation Committee (the "Committee") of the Board of Directors of Hawaiian Telcom Holdco, Inc. (the "Company"), in consultation with the Committee's independent compensation consultant, completed a review of the Company's executive severance and other termination benefits, and, as a result of such review, the Committee approved (i) certain amendments to the Executive Severance Plan (the "Severance Plan"), (ii) the Company's entry into a Change of Control Agreement with certain key employees, including the Company's Chief Executive Officer ("CEO"), Scott Barber, Chief Financial Officer Dan Bessey, Chief Administrative Officer and General Counsel, John Komeiji, and its Senior Vice President-Technology, Kevin Paul (collectively, the "Named Executive Officers"), and (iii) certain amendments to the form of Restricted Stock Unit Grant Agreement to be entered into under the Company's 2010 Equity Incentive Plan (the "Equity Plan") with certain key employees, including each of the Named Executive Officers.

The amendments to the Severance Plan implement recommendations from the Company's independent compensation consultant, and include the following material changes: (i) increasing the multiplier for the base severance payment (the "Base Severance Amount") for the CEO from 1.5X to 2X, (ii) including in the Base Severance Amount that is subject to the multiplier an amount equal to the participant's bonus opportunity under the performance compensation plan at the target level of performance for the year of termination (the "Bonus"), (iii) providing that the Base Severance Amount will be paid in a lump sum; provided, however, that the portion of the Base Severance Amount that each of the existing participants under the Severance Plan (currently, only the Named Executive Officers) would receive under the Severance Plan as in effect on October 31, 2016 (immediately prior to the amendment) (1.5X base salary for the CEO, 1X base salary for the other Named Executive Officers) will not be paid in a lump sum and will instead be paid pursuant to the original payment schedule under the Severance Plan (18 months for the CEO, 12 months for the other Named Executive Officers), (iv) eliminating benefits that are triggered upon the participant's death or disability, (v) requiring that a participant receiving severance benefits under the Severance Plan sign a confidentiality and non-disparagement agreement, (vi) modifying the period of coverage for health insurance benefits to correlate to the pay multiplier (e.g., 1X=1 year); and (vii) capping the total amount of severance payments made to a participant under the Severance Plan to an amount equal to twice the participant's annual compensation paid during the year immediately preceding the year in which the separation from service occurs. The foregoing description of the material amendments to the Severance Plan is limited in its entirety by reference to the full text of the amended Severance Plan attached to this Form 10-Q as exhibit 10.1.

The Committee also approved the Company's entry into a Change of Control Agreement with certain key employees, including each of the Named Executive Officers, and implemented recommendations from the Company's independent compensation consultant. These Change of Control Agreements have a 3-year term and provide for the following severance benefits if the participant is terminated by the Company without Cause or by the participant for Good Reason within the period beginning six months before and ending twenty four months after a Change of Control: (i) payment to our CEO of an amount equal to 2X his base salary plus Bonus, with the portion of such amount equal to 1.5X his base salary to be paid over 18 months and the balance to be paid in a lump sum, (ii) payment to each of the other Named Executive Officers of an amount equal to 1.5X their respective base salary plus Bonus, with the portion of such amount equal to 1X their respective base salary to be paid over 12 months, and the balance to be paid in a lump sum, (iii) medical insurance benefits for a period of 24 months for our CEO and 18 months for each of the other Named Executive Officers, and (iv) a pro rata portion of the Named Executive Officer's bonus earned under the performance compensation plan for the year of termination based on actual performance, paid in a lump sum at the time such bonuses are generally paid under the performance compensation plan. The foregoing description of the Change of Control Agreements is

Table of Contents

limited in its entirety by reference to the full text of the form of Change of Control Agreement attached to this Form 10-Q as exhibit 10.2.

Finally, the Committee also approved amendments to the form of Restricted Stock Unit Grant Agreement under the Equity Plan to be entered into between the Company and certain participants under the Equity Plan, including each of the Named Executive Officers, beginning with the 2017 Restricted Stock Unit (“RSU”) grants. The amendments implement recommendations from the Company’s independent compensation consultant and include the following material changes: (i) modifying the existing change in control trigger by (a) adding the requirement that the participant must also be terminated by the Company without Cause or by the Participant for Good Reason within the period beginning 2 months before, and 24 months after, the change in control transaction, (b) modifying the number of performance-based RSUs vesting upon such termination or, if later, change in control transaction, from the maximum number of unvested performance-based RSUs, to vesting the target number of unvested performance-based RSUs for vesting dates that have not yet occurred, and (c) providing that the accelerated vesting that would otherwise occur upon a participant’s termination in connection with a change in control will occur immediately prior to, and contingent upon, the consummation of the Change in Control if the successor in interest does not agree to assume the RSUs, or substitute equivalent awards or rights; (ii) revising the vesting formula for accelerated vesting in connection with Death or Disability from pro rata vesting of unvested time-based RSUs to 100% vesting of unvested time-based RSUs; and (iii) for performance-based RSUs, eliminating the restriction on transfer which lapses in equal installments on each of the first three anniversaries of vesting. The foregoing description of the amendments to the Restricted Stock Unit Grant Agreement is limited in its entirety by reference to the full text of the form of Restricted Stock Unit Grant Agreement attached to this Form 10-Q as exhibit 10.3.

Table of Contents

Item 6. Exhibits

See Exhibit Index following the signature page of this Report.

Table of Contents

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 thereunto duly authorized.

	HAWAIIAN TELCOM HOLDCO, INC.
November 3, 2016	/s/ Scott K. Barber Scott K. Barber Chief Executive Officer
November 3, 2016	/s/ Dan T. Bessey Dan T. Bessey Chief Financial Officer

Table of Contents

EXHIBIT INDEX

10.1*	Hawaiian Telcom Holdco, Inc. Executive Severance Plan, amended and restated effective November 1, 2016.
10.2*	Form of Change of Control Agreement between Hawaiian Telcom Holdco, Inc. and Each of the Named Executive Officers
10.3*	Form of Restricted Stock Unit Agreement for Executives Pursuant to the Hawaiian Telcom 2010 Equity Incentive Plan beginning with the 2017 Restricted Stock Unit grants.
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Press Release dated November 3, 2016 announcing third quarter earnings.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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* Identifies each management contract or compensatory plan or arrangement.