

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): May 10, 2023

Liberty Global plc

(Exact Name of Registrant as Specified in Charter)

England and Wales
(State or other jurisdiction
of incorporation)

001-35961
(Commission File Number)

98-1112770
(IRS Employer
Identification #)

Griffin House, 161 Hammersmith Rd, London, United Kingdom
W6 8BS
(Address of Principal Executive Office)

+44.208.483.6449 or 303.220.6600
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A ordinary shares	LBTYA	Nasdaq Global Select Market
Class B ordinary shares	LBTYB	Nasdaq Global Select Market
Class C ordinary shares	LBTYK	Nasdaq Global Select Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 OTHER EVENTS.

On May 10, 2023, Liberty Global plc (“**Liberty Global**”) held its quarterly earnings call (the “**Earnings Call**”). During the Earnings Call, Liberty Global’s Chief Executive Officer, Michael T. Fries, discussed Liberty Global’s proposed redomiciliation from the United Kingdom to Bermuda (the “**Redomiciliation**”). A copy of the relevant portions of the Earnings Call presentation and the associated transcript are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and incorporated herein by reference. An excerpt of Liberty Global’s earnings release, which also discussed the Redomiciliation, is attached hereto as Exhibit 99.3.

Forward-Looking Statements

This communication contains certain statements which are, or may be deemed to be, “forward-looking statements” with respect to the business of Liberty Global and certain plans and objectives of Liberty Global with respect to the Redomiciliation. Forward-looking statements are statements of future expectations that are based on current expectations, assumptions and projections about future events, and are, therefore, are qualified in their entirety by, and subject to, risks and uncertainties which could cause actual results, performance or events to differ materially from those expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as “plans”, “expects”, “is expected”, “is subject to”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, “targets”, “aims”, “projects” or words or terms of similar substance or the negative thereof, as well as variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved.

Although Liberty Global believes that the expectations reflected in such forward-looking statements are reasonable, we cannot give assurance that such expectations will prove to be correct. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements, including, but not limited to, the matters set forth under “Forward Looking Statements” in Part I, Item 1 of Liberty Global’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and in Part I, Item 2 of Liberty Global’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2022. Other factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements include our ability to obtain the approval of Liberty Global shareholders for the Redomiciliation and the resolutions proposed at related meetings of our shareholders, our ability to satisfy the other conditions to the Redomiciliation on the expected timeframe, or at all, our ability to realize the expected benefits from the Redomiciliation and the occurrence of unanticipated difficulties or costs in connection with the Redomiciliation.

All of our forward-looking statements speak only as of the date they were made, and we undertake no obligation to update our forward-looking statements or risk factors to reflect new information, future events or otherwise, except as may be required under applicable securities laws and regulations. Accordingly, you should not place undue reliance on any such forward-looking statements.

Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication may be deemed to be solicitation material in respect of the Redomiciliation. In connection with the Redomiciliation, on April 24, 2023, Liberty Global filed with the SEC a preliminary proxy statement and will file with the SEC and mail to its shareholders a definitive proxy statement on Schedule 14A, as well as other relevant documents regarding the proposed Redomiciliation. LIBERTY GLOBAL SHAREHOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND SCHEME CIRCULAR (THE “**DEFINITIVE PROXY STATEMENT**”) AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO AND ANY DOCUMENTS INCORPORATED BY REFERENCE THEREIN AND OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE PROPOSED TRANSACTION THAT LIBERTY GLOBAL WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE REDOMICILIATION. Liberty Global shareholders and investors may obtain free copies of the Definitive Proxy Statement and other relevant materials (when they become available) and other documents filed by Liberty Global at the SEC’s website at www.sec.gov. Copies of the Definitive Proxy Statement (and other relevant materials when they become available) and the filings that will be incorporated by reference therein may also be obtained, without charge, by contacting Liberty Global’s Investor Relations at ir@libertyglobal.com or +1(303) 220-6600.

Participants in Solicitation

Liberty Global and its directors, executive officers and certain employees, may be deemed, under SEC rules, to be participants in the solicitation of proxies in respect of the proposed Redomiciliation. Information regarding Liberty Global’s directors and executive officers is available in its preliminary proxy statement filed with the SEC on April 24, 2023. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or

otherwise, will be contained in the Definitive Proxy Statement and other relevant materials to be filed with the SEC (when they become available). These documents can be obtained free of charge from the sources indicated above.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Name
99.1*	Earnings Call Presentation Excerpt
99.2*	Earnings Call Transcript Excerpt
99.3*	Earnings Release Excerpt
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Exhibit is furnished herewith and not deemed to be filed.

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.

LIBERTY GLOBAL PLC

By: /s/ RANDY L. LAZZELL
Randy L. Lazzell
Vice President

Date: May 10, 2023

RECENT STRATEGIC ANNOUNCEMENTS SUPPORT STRATEGIC PLANS

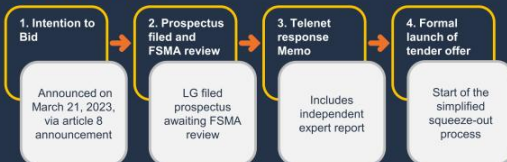
1

TELENET MINORITY BUYOUT

TRANSACTION SUMMARY

- ◆ **Voluntary & conditional public takeover bid** for TNET at €22 / share
- ◆ **Unanimous support and recommendation** from Telenet board of directors and management
- ◆ **Attractive premium** of 52% to one month VWAP
- ◆ **Funded by non-recourse debt** through Liberty Global Belgium Holding
- ◆ **95% acceptance threshold condition**; followed by simplified squeeze-out process

PROCESS OVERVIEW



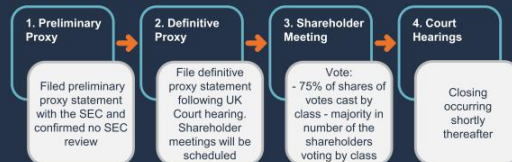
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REDOMICILING TO BERMUDA

TRANSACTION SUMMARY

- ◆ **Liberty Global plc** to change its place of incorporation from the United Kingdom to Bermuda
- ◆ **Several benefits** including increased corporate flexibility and closer alignment with U.S. listing and shareholder base
- ◆ **No change or impact** to NASDAQ listing, share ownership, board, offices, day-to-day operations, joint ventures, financial statements or balance sheet
- ◆ **Not a tax-driven transaction**, revenue/income remain Europe-based

PROCESS OVERVIEW



The following is an excerpt of a transcript of an earnings presentation by Liberty Global plc's Chief Executive Officer, Michael T. Fries, held on May 10, 2023.

CORPORATE PARTICIPANTS

Michael T. Fries – *Chief Executive Officer, President and Vice Chairman, Liberty Global plc*

Charles H.R. Bracken – *Chief Financial Officer, Executive Vice President*

CHIEF EXECUTIVE OFFICER EARNINGS SUMMARY SECTION

Michael T. Fries

Chief Executive Officer, President and Vice Chairman, Liberty Global plc

Now, the second announcement relates to our desire to redomicile from the U.K. to Bermuda. The principal objectives here are pretty simple and they are pretty compelling. Namely we're seeking to reduce administrative complexities and facilitate future shareholder value creation by aligning the U.S.-style corporate law of Bermuda with our U.S. listing and, quite frankly, the expectations of our largely U.S. shareholder base.

As we have stated many times, we are always looking for ways to crystallize value for shareholders and these include share buybacks, self tender offers, spin-offs, split-offs and other potential financings and transactions, each of which will be easier to execute as a Bermuda company.

For the record, we think it's important to point out that the move is not tax driven — all of our revenue and income and that of our operating entities remain in Europe. And there will be no changes to our Nasdaq listing, our board of directors, our ownership or capital structure, our financial statements, credit arrangements or day-to-day operations. And we've filed a preliminary proxy with SEC and the definitive proxy will be finalized soon, which will be followed of course by a shareholder vote sometime in late Q2 or early Q3.

CLOSING REMARKS SECTION

Michael T. Fries

Chief Executive Officer, President and Vice Chairman, Liberty Global plc

Thanks for joining us. Hopefully, we've done a good job of explaining the first quarter results in the context of our guidance and the phasing there and the decision we are making around operating, financial and strategic investments, which we think sense and the balance sheet position that we are in, which is very positive, and also the optionality we are trying to create with this transaction where we redomicile to Bermuda. It's important for you to understand that. Please read the proxy, and please vote, because sometime in late Q2 or Q3, we'll put that to a shareholder vote. Thank you for joining us, and we'll speak to you in August.

The following is an excerpt from an earnings press release (the “Press Release”) filed by Liberty Global plc with the U.S. Securities and Exchange Commission on May 9, 2023.

PRESS RELEASE INITIAL SECTION

Quote from Liberty Global plc’s Chief Executive Officer, President and Vice Chairman

Additionally, we are proposing a change in the jurisdiction of our parent company from England & Wales to Bermuda. This would enable us to have U.S.-style governance that aligns with our U.S. listing and our largely U.S. shareholder base. The principal reason for the proposal is to facilitate future shareholder value creation by moving away from complex English corporate laws and into a jurisdiction that makes it substantially easier to facilitate future share buybacks and self-tender offers, spin-offs and split-offs and other similar transactions. Shareholder approval is required to effect the change, and we have filed a preliminary proxy statement describing the proposals in greater detail. This transaction is not tax driven, and if approved, the transaction will have no impact on the day-to-day operations or any of our commitments in the UK and the rest of Europe where we remain a substantial employer and service provider.
