
**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):
June 22, 2017



CenturyLink, Inc.
(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction
of incorporation)

001-7784
(Commission
File Number)

72-0651161
(IRS Employer
Identification No.)

**100 CenturyLink Drive
Monroe, Louisiana**
(Address of principal executive offices)

71203
(Zip Code)

(318) 388-9000
(Telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of any 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 June 22, 2017, CenturyLink, Inc. ("CenturyLink") issued a press release announcing additional appointments of senior leadership team members who are expected to report to Jeff Storey, recently named president and chief operating officer of CenturyLink, in each case effective upon the consummation of CenturyLink's pending acquisition of Level 3 Communications, Inc. ("Level 3"). For additional information on these additional senior leadership appointments, please see (i) a copy of the press release, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference, (ii) CenturyLink's proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission (the "SEC") on April 13, 2017 and (iii) Level 3's proxy statement on Schedule 14A filed with the SEC on April 7, 2017. For additional information on CenturyLink's post-acquisition senior leadership team, see CenturyLink's current reports on Form 8-K filed with the SEC on April 28, 2017 and June 1, 2017.

Forward Looking Statements

Except for the historical and factual information contained herein, the matters set forth in this communication, including statements regarding the expected timing and benefits of the proposed transaction, such as efficiencies, cost savings, enhanced revenues, growth potential, market profile and financial strength, and the competitive ability and position of the combined company, and other statements identified by words such as "will," "estimates," "anticipates," "believes," "expects," "projects," "plans," "intends," "may," "should," "could," "seeks" and similar expressions, are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, many of which are beyond our control. These forward-looking statements, and the assumptions upon which they are based, (i) are not guarantees of future results, (ii) are inherently speculative and (iii) are subject to a number of risks and uncertainties. Actual events and results may differ materially from those anticipated, estimated, projected or implied in those statements if one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect. Factors that could affect actual results include but are not limited to: the ability of the parties to timely and successfully receive the required approvals for the combination from regulatory agencies free of conditions materially adverse to the parties; the possibility that the anticipated benefits from the proposed transaction cannot be fully realized or may take longer to realize than expected; the possibility that costs, difficulties or disruptions related to the integration of Level 3's operations with those of CenturyLink will be greater than expected; the ability of the combined company to retain and hire key personnel, including reaching or maintaining mutually acceptable employment arrangements with the executives named in our above-referenced press releases and reports; the effects of competition from a wide variety of competitive providers, including lower demand for CenturyLink's legacy offerings; the effects of new, emerging or competing technologies, including those that could make the combined company's products less desirable or obsolete; the effects of ongoing changes in the regulation of the communications industry, including the outcome of regulatory or judicial proceedings relating to intercarrier compensation, interconnection obligations, access charges, universal service, broadband deployment, data protection and net neutrality; adverse changes in CenturyLink's or the combined company's access to credit markets on favorable terms, whether caused by changes in its financial position, lower debt credit ratings, unstable markets or otherwise; the combined company's ability to effectively adjust to changes in the communications industry, and changes in the composition of its markets and product mix; possible changes in the demand for, or pricing of, the combined company's products and services, including the combined company's ability to effectively respond to increased demand for high-speed broadband service; changes in the operating plans, capital allocation plans or corporate strategies of the combined company, whether based on changes in market conditions, changes in the cash flows or financial position of the combined company, or otherwise; the combined company's ability to successfully maintain the quality and profitability of its existing product and service offerings and to introduce new offerings on a timely and cost-effective basis; the adverse impact on the combined company's business and network from possible equipment failures, service outages, security breaches or similar events impacting its network; the combined company's ability to maintain favorable relations with key business partners, suppliers, vendors, landlords and financial institutions; the ability of the combined company to utilize net operating losses in amounts projected; changes in the future cash requirements of the combined company; and other risk factors and cautionary statements as detailed from time to time in each of CenturyLink's and Level 3's reports filed with the SEC. Due to these risks and uncertainties, there can be no assurance that the proposed combination or any other transaction described above will in fact be completed in the manner described or at all. You should be aware that new factors may emerge from time to time and it is not possible for us to identify all such factors nor can we predict the impact of each such factor on the proposed combination or the combined company. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this communication. Unless legally required, CenturyLink and Level 3 undertake no obligation and each expressly disclaim any such obligation, to update publicly any forward-looking statements, whether as a result of new information, future events, changed events or otherwise.

Additional Information

In connection with the proposed combination, CenturyLink filed a registration statement on Form S-4 with the SEC (Registration Statement No. 333-215121) which was declared effective by the SEC on February 13, 2017. CenturyLink and Level 3 have filed a joint proxy statement/prospectus and will file other relevant documents concerning the proposed transaction with the SEC. CenturyLink and Level 3 began mailing the definitive joint proxy statement/prospectus to their respective security holders on or about February 13, 2017. The definitive joint proxy statement/prospectus, dated as of February 13, 2017, contains important information about CenturyLink, Level 3, the proposed combination and related matters. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED COMBINATION OR INCORPORATED BY REFERENCE IN THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain the definitive joint proxy statement/prospectus and the filings that are incorporated by reference in the definitive joint proxy statement/prospectus, as well as other filings containing information about CenturyLink and Level 3, free of charge, at the website maintained by the SEC at www.sec.gov. Investors and security holders may also obtain these documents free of charge by directing a request to CenturyLink, 100 CenturyLink Drive, Monroe, Louisiana 71203, Attention: Corporate Secretary, or to Level 3, 1025 Eldorado Boulevard, Broomfield, Colorado 80021, Attention: Investor Relations.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The exhibit to this current report on Form 8-K is listed in the Exhibit Index, which appears at the end of this current report and is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, CenturyLink, Inc., has duly caused this current report to be signed on its behalf by the undersigned officer hereunto duly authorized.

CenturyLink, Inc.

By: /s/ Stacey W. Goff

Stacey W. Goff

Executive Vice President, Chief

Administrative Officer, General Counsel

and Secretary

Dated: June 22, 2017

Exhibit Index

Exhibit No.	Description
99.1	Press release dated June 22, 2017, announcing additional senior leadership appointments.

NEWSRELEASE

news.centurylink.com | centurylink.com
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FOR IMMEDIATE RELEASE:	FOR MORE INFORMATION CONTACT:
June 22, 2017	Debra Peterson, 913-353-7569 debra.d.peterson@centurylink.com

CenturyLink announces additional executive leadership appointments
Effective upon completion of the CenturyLink - Level 3 Communications acquisition

MONROE, La. - CenturyLink, Inc. (NYSE: CTL) today is announcing the organizational structure and executive leaders who will report to Jeff Storey, recently named president and chief operating officer (COO) of CenturyLink upon the completion of the Level 3 Communications, Inc. (NYSE: LVLN) acquisition. These executive leaders will report to Storey effective at the time of the close of the acquisition, which CenturyLink continues to anticipate will occur by the end of third quarter 2017.

The COO organizational structure will include five business units and several functional support groups. The business units and their leaders will be:

- **Strategic enterprise, federal government and state government** - Edward Morche, who will rejoin Level 3 on July 5, will be president - strategic enterprise, federal government and state government, and will have responsibility for large accounts, federal and state government, and large educational institutions and research networks.
- **Global accounts management (GAM) and international** - Laurinda Pang will be president - GAM and international, and will have responsibility for the company's top global accounts and international teams.
- **Small and midsize business (SMB), local government and education** - Vernon Irvin will be president - SMB, and will be responsible for small and midsize business (customers with 1-500 employees) as well as the local education and government teams.
- **Wholesale and indirect** - Lisa Miller will be president - wholesale, indirect and alliances.
- **Consumer** - Maxine Moreau will be president - consumer, and will be responsible for the company's local market consumer business in 37 states.

Supporting these business units and ongoing integration activities will be the following functional support groups:

- **Technology, product development and security operations** - Aamir Hussain, executive vice president - product development, platforms and infrastructure, will be responsible for IT, testing and integration, architecture, infrastructure, security, as well as overall business enablement.
- **Transformation and integration** - Clay Bailey, senior vice president - transformation and integration, will lead the integration of CenturyLink and Level 3.
- **North America operations** - Richard Batelaan, executive vice president - North America operations, will be responsible for North America service delivery, service assurance, access management, and field operations.

- **Marketing** - Storey plans to name an executive vice president - chief marketing officer at a later date.

"I appreciate Jeff's diligent work on designing and staffing his organization structure. I believe these decisions will position us well to compete in the marketplace and provide outstanding service to our customers," said CenturyLink CEO and President Glen F. Post, III. "I am confident in the future of the combined company and look forward to bringing together the talented teams from CenturyLink and Level 3."

"Our people have made these two great companies what they are today. I'm confident this leadership team will position the combined company for future success in delivering leading communications solutions, a world-class customer experience and profitable growth," Storey said.

About CenturyLink

CenturyLink (NYSE: CTL) is a global communications and IT services company focused on connecting its customers to the power of the digital world. CenturyLink offers network and data systems management, big data analytics, managed security services, hosting, cloud, and IT consulting services. The company provides broadband, voice, video, advanced data and managed network services over a robust 265,000-route-mile U.S. fiber network and a 360,000-route-mile international transport network. Visit CenturyLink for more information.

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Forward Looking Statements

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