

**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): November 23, 2020

LUMEN[®]

CenturyLink, Inc.

(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction
of incorporation)

001-07784
(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
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$1.00 per share	LUMN	New York Stock Exchange
Preferred Stock Purchase Rights	N/A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

On November 23, 2020, Lumen Technologies* (“Lumen,” “us,” “we” or “our”) issued a press release announcing that it planned to offer \$750 million aggregate principal amount of fixed-rate senior unsecured notes in a proposed private offering that would not be registered under the Securities Act of 1933. That press release is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference as if set forth in full.

On November 23, 2020, Lumen issued a subsequent press release announcing its agreement to sell \$1.0 billion aggregate principal amount of its 4.500% Senior Notes due 2029 in a private offering that will not be registered under the Securities Act of 1933, the net proceeds of which are planned to be used (i) to redeem all \$775 million aggregate principal amount of outstanding 6.125% Notes due 2053 issued by its wholly-owned subsidiary, Qwest Corporation, and (ii) for general corporate purposes, including reducing Lumen’s revolving or other indebtedness. That press release is filed as Exhibit 99.2 to this Current Report and is incorporated herein by reference as if set forth in full.

This Current Report does not constitute a notice of redemption with respect to any of Qwest Corporation’s outstanding notes.

Forward-Looking Statements

Except for historical and factual information, the matters set forth in this Current Report on Form 8-K identified by words such as “will,” “should,” “expects,” “anticipates,” “believes,” “plans,” “intends,” and similar expressions are forward-looking statements as defined by the federal securities laws, and are subject to the “safe harbor” protections thereunder. These forward-looking statements are not guarantees of future results and are based on current expectations only, and are subject to various uncertainties. Actual events and results may differ materially from those anticipated by us in those statements for several reasons, including those discussed in Exhibits 99.1 and 99.2. We may change our intentions or plans discussed in our forward-looking statements without notice at any time and for any reason.

** The Lumen brand was launched on September 14, 2020. As a result, CenturyLink, Inc. is referred to as Lumen Technologies, or simply Lumen. The legal name CenturyLink, Inc. is expected to be formally changed to Lumen Technologies, Inc. upon the completion of all applicable requirements.*

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 23, 2020, relating to the proposed private offering of senior notes.
99.2	Press Release dated November 23, 2020, relating to the pricing of the senior notes.
104	Cover Page Interactive Data File (formatted in iXBRL in Exhibit 101).

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/ Eric J. Mortensen

Eric J. Mortensen

Senior Vice President and Controller

Dated: November 23, 2020

NEWS RELEASE

**Lumen announces proposed private offering of Senior Notes**

DENVER, Nov. 23, 2020 — Lumen Technologies* (NYSE: LUMN) announced that it plans to offer \$750 million aggregate principal amount of fixed-rate, unsecured Senior Notes (the “New Notes”) in a proposed private offering that will not be registered under the Securities Act of 1933, as amended (the “Securities Act”).

Lumen plans to use the net proceeds from the offering to redeem \$500 million aggregate principal amount of outstanding 6.125% Notes due 2053 issued by its subsidiary Qwest Corporation, and for general corporate purposes, including reducing Lumen’s revolving or other indebtedness.

The New Notes will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold in the United States absent registration or an exemption from the applicable registration requirements. Accordingly, the New Notes are being offered and sold only to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A promulgated under the Securities Act and to non-U.S. persons outside the United States in accordance with Regulation S promulgated under the Securities Act. The New Notes will not have registration rights.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, the New Notes, nor will there be any sale of the New Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. This press release does not constitute a notice of redemption with respect to any of Qwest Corporation’s outstanding senior notes.

About Lumen

Lumen is guided by our belief that humanity is at its best when technology advances the way we live and work. With approximately 450,000 route fiber miles and serving customers in more than 60 countries, we deliver the fastest, most secure platform for applications and data to help businesses, government and communities deliver amazing experiences.

Lumen and Lumen Technologies are registered trademarks of Lumen Technologies LLC in the United States. Lumen Technologies LLC is a wholly-owned affiliate of CenturyLink Inc.

* *The Lumen brand was launched on Sept. 14, 2020. As a result, CenturyLink Inc. is referred to as Lumen Technologies, or simply Lumen. The legal name CenturyLink Inc. is expected to be formally changed to Lumen Technologies, Inc. upon satisfying all applicable requirements.*

Forward-Looking Statements

Except for historical and factual information, the matters set forth in this release and other of our oral or written statements identified by words such as “estimates,” “expects,” “anticipates,” “believes,” “plans,” “intends,” and similar expressions are forward-looking statements. These forward-looking statements are not guarantees of future results and are based on current expectations only, are inherently speculative, and are subject to a number of assumptions, risks and uncertainties, many of which are beyond our control. Actual events and results may differ materially from those anticipated, estimated, projected or implied by us 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 possibility that potential debt investors will not be receptive to the offering on the terms described above or at all; corporate developments that could preclude, impair or delay the above-described transactions due to restrictions under the federal securities laws; changes in our credit ratings; changes in the cash requirements, financial position, financing plans or investment plans of Lumen or its affiliates; changes in general market, economic, tax, regulatory or industry conditions that impact the ability or willingness of Lumen or its affiliates to consummate the above-described transactions on the terms described above or at all; and other risks referenced from time to time in our filings with the Securities and Exchange Commission (“SEC”). For all the reasons set forth above and in our SEC filings, you are cautioned not to unduly rely upon our forward-looking statements, which speak only as of the date made. We undertake no obligation to publicly update or revise any forward-looking statements for any reason, whether as a result of new information, future events or developments, changed circumstances, or otherwise. Furthermore, any information about our intentions contained in any of our forward-looking statements reflects our intentions as of the date of such forward-looking statement, and is based upon, among other things, existing regulatory, technological, industry, competitive, economic and market conditions, and our assumptions as of such date. We may change our intentions, strategies or plans (including our plans expressed herein) without notice at any time and for any reason.

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NEWS RELEASE

**Lumen announces pricing of private offering of Senior Notes**

DENVER, Nov. 23, 2020 — Lumen Technologies* (NYSE: LUMN) announced that it has agreed to sell \$1 billion aggregate principal amount of its unsecured 4.500% Senior Notes due 2029 (the “2029 Notes”) pursuant to the private offering announced earlier today.

The 2029 Notes were priced to investors at par and will mature on Jan. 15, 2029.

Lumen plans to use the net proceeds from the offering to redeem all \$775 million aggregate principal amount of outstanding 6.125% Notes due 2053 issued by its subsidiary Qwest Corporation, and for general corporate purposes, including reducing Lumen’s revolving or other indebtedness. The offering is expected to be completed on Nov. 27, 2020, subject to the satisfaction or waiver of customary closing conditions.

The 2029 Notes will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws in the United States and may not be offered or sold in the United States absent registration or an exemption from the applicable registration requirements. Accordingly, the 2029 Notes are being offered and sold only to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A promulgated under the Securities Act and to non-U.S. persons outside the United States in accordance with Regulation S promulgated under the Securities Act. The 2029 Notes will not have registration rights.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, the 2029 Notes, nor will there be any sale of the 2029 Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. This press release does not constitute a notice of redemption with respect to any of Qwest Corporation’s outstanding notes.

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Lumen is guided by our belief that humanity is at its best when technology advances the way we live and work. With approximately 450,000 route fiber miles and serving customers in more than 60 countries, we deliver the fastest, most secure platform for applications and data to help businesses, government and communities deliver amazing experiences.

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