
**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):
October 3, 2022**

LUMEN[®]

Lumen Technologies, 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.)

Qwest Corporation
(Exact name of registrant as specified in its charter)

Colorado
(State or other jurisdiction
of incorporation)

001-03040
(Commission
File Number)

84-0273800
(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 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))

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

Registrant	Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Lumen Technologies, Inc.	Common Stock, par value \$1.00 per share	LUMN	New York Stock Exchange
Lumen Technologies, Inc.	Preferred Stock Purchase Rights	N/A	New York Stock Exchange
Qwest Corporation	6.5% Notes Due 2056	CTBB	New York Stock Exchange
Qwest Corporation	6.75% Notes Due 2057	CTDD	New York Stock Exchange

Indicate by check mark whether any 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 October 3, 2022, Lumen Technologies, Inc. (“Lumen” or the “Company”) issued a press release announcing the acceptance and initial settlement of the previously-announced cash tender offers (the “Offers”) by it and its indirect, wholly-owned subsidiaries Embarq Florida, Inc. (“Embarq Florida”) and Qwest Capital Funding, Inc. (“QCF”) to purchase any and all of (i) Lumen’s outstanding 6.750% Senior Notes, Series W, due 2023, 7.500% Senior Notes, Series Y, due 2024, 5.625% Senior Notes, Series X, due 2025, 7.200% Senior Notes, Series D, due 2025, 5.125% Senior Notes due 2026, 6.875% Debentures, Series G, due 2028 and 5.375% Senior Notes due 2029; (ii) Embarq Florida’s outstanding 7.125% Senior Notes due 2023 and 8.375% Senior Notes due 2025; and (iii) QCF’s outstanding 6.875% Senior Notes due 2028 and 7.750% Senior Notes due 2031 (collectively, the “Notes”).

All of the conditions to the Offers described in the Offer to Purchase, dated September 26, 2022, were either satisfied or waived, and the Offerors purchased all the Notes validly tendered and not validly withdrawn at or prior to the Offers’ expiration time at 5:00 p.m., New York City time, on September 30, 2022.

A copy of the Company’s press release announcing the acceptance and initial settlement of the Offers is attached herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits:**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release dated October 3, 2022 announcing the acceptance and initial settlement of the Offers.</u>
104	Cover page formatted in Inline XBRL and contained in Exhibit 101.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Lumen Technologies, Inc. and Qwest Corporation have duly caused this Current Report on Form 8-K to be signed on their behalf by the undersigned officer hereunto duly authorized.

LUMEN TECHNOLOGIES, INC.

Dated: October 3, 2022

By: /s/ Stacey W. Goff

Stacey W. Goff

Executive Vice President, General Counsel and Secretary

QWEST CORPORATION

Dated: October 3, 2022

By: /s/ Stacey W. Goff

Stacey W. Goff

Executive Vice President, General Counsel and Secretary

NEWS RELEASE



Lumen Announces Acceptance and Initial Settlement of Tender Offers

DENVER, Oct. 3, 2022 /PRNewswire/ — Lumen Technologies, Inc. (NYSE: LUMN) (the “Company” or “Lumen”) announced today the acceptance and initial settlement of its and its indirect, wholly-owned subsidiaries’ previously-announced cash tender offers (the “Tender Offers”), relating to any and all of (i) Lumen’s 6.750% Senior Notes, Series W, due 2023, 7.500% Senior Notes, Series Y, due 2024, 5.625% Senior Notes, Series X, due 2025, 7.200% Senior Notes, Series D, due 2025, 5.125% Senior Notes due 2026, 6.875% Debentures, Series G, due 2028 and 5.375% Senior Notes due 2029; (ii) Embarq Florida, Inc.’s 7.125% Senior Notes due 2023 and 8.375% Senior Notes due 2025; and (iii) Qwest Capital Funding, Inc.’s 6.875% Senior Notes due 2028 and 7.750% Senior Notes due 2031 (collectively, the “Notes”).

The Offerors purchased all the Notes validly tendered and not validly withdrawn at or prior to the Expiration Time for approximately \$2,867,396,918 in cash, plus Accrued Interest. The aggregate principal amount of the Notes purchased on October 3, 2022 was approximately \$3,030,688,000. On the Guaranteed Delivery Settlement Date, October 5, 2022, Lumen expects to purchase up to an additional \$40,673,000 aggregate principal amount of the Notes for approximately \$36,677,133 in cash, plus Accrued Interest.

The Tender Offers were only made pursuant to the Offer to Purchase (the “Offer to Purchase”), including Notice of Guaranteed Delivery, dated September 26, 2022. Capitalized terms used in this release but not otherwise defined have the meaning given in the Offer to Purchase. This press release is neither an offer to purchase nor a solicitation of an offer to sell any Notes in the Tender Offers.

About Lumen

Lumen Technologies, Inc. (NYSE: LUMN) is guided by our belief that humanity is at its best when technology advances the way we live and work. With approximately 400,000 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 Lumen Technologies, Inc.

Forward Looking Statements

Except for historical and factual information, the matters set forth in this release and other of Lumen’s 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 Lumen’s control. Actual events and results may differ materially from those anticipated, estimated, projected or implied by Lumen in those statements if one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect. Lumen undertakes 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 the applicable Offeror’s intentions contained in any forward-looking statements reflects such Offeror’s 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 their assumptions as of such date. Lumen may change its intentions, strategies or plans (including the plans expressed herein) without notice at any time and for any reason.

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