
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 5
TO
FORM S-4 REGISTRATION STATEMENT NO. 33-48956
UNDER
THE SECURITIES ACT OF 1933**

CENTURYLINK, INC.
(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction
of incorporation)

4813
(Primary Standard Industrial
Classification Code Number)

72-0651161
(I.R.S. Employer
Identification Number)

**100 CenturyLink Drive
Monroe, LA 71203
(318) 388-9000**
(Address, including zip code and telephone number, including area code of registrants' principal executive offices)

**Stacey W. Goff, Esq.
CenturyLink, Inc.
100 CenturyLink Drive
Monroe, LA 71203
(318) 388-9000**
(Name, address, including zip code and telephone number, including area code of agent for service)

with a copy to:

**Kelly C. Simoneaux, Esq.
Hope M. Spencer, Esq.
Jones Walker LLP
201 St. Charles Avenue
New Orleans, Louisiana 70170-5100**

Approximate date of commencement of proposed sale of the securities to the public: Not applicable

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box. ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

☒

Non-accelerated filer

☐

Accelerated filer

☐

Smaller reporting company

☐

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 7(a)(2)(B) of the Securities Act. ☐

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ☐

EXPLANATORY NOTE

This Post-Effective Amendment No. 5 (this “Post-Effective Amendment”) is being filed to deregister all unsold securities of CenturyLink, Inc. (the “Registrant”) that were registered on the Registration Statement No. 33-48956 on Form S-4 originally filed with the Securities and Exchange Commission (the “Commission”) on June 26, 1992 (the “Prior Registration Statement”) registering the offer and sale of 125,000 shares of preferred stock, \$25.00 par value per share, and 1,177,560 shares of common stock, \$1.00 par value per share, and accompanying preferred stock purchase rights.

DEREGISTRATION OF UNSOLD SECURITIES

The Registrant has terminated all offerings of its securities pursuant to the Prior Registration Statement. In accordance with an undertaking made by the Registrant in the Prior Registration Statement to remove from registration by means of a post-effective amendment any securities registered under the Prior Registration Statement that remain unsold at the termination of the offerings, the Registrant hereby removes from registration any securities registered under the Prior Registration Statement that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 5 to the Prior Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monroe, State of Louisiana, on December 18, 2019.

CENTURYLINK, INC.

By: /s/ Stacey W. Goff

Stacey W. Goff

Executive Vice President, General Counsel
and Secretary

Note: No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act.