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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Louisiana
(State or other jurisdiction of
incorporation or organization)

72-0651161
(I.R.S. Employer
Identification No.)

100 CenturyLink Drive
Monroe, Louisiana
(Address of Principal Executive Offices)

71203
(Zip Code)

Second Amended and Restated Lumen Technologies, Inc. 2018 Equity Incentive Plan
(formerly the Amended and Restated CenturyLink, Inc. 2018 Equity Incentive Plan)
(Full title of the plan)

Stacey W. Goff
Executive Vice President, General Counsel and Secretary
Lumen Technologies, Inc.
100 CenturyLink Drive
Monroe, Louisiana 71203
(Name and address of agent for service)

(318) 388-9000
(Telephone number, including area code, of agent for service)

Copy to:

Kelly C. Simoneaux
Jones Walker LLP
201 St. Charles Avenue, Suite 5100
New Orleans, Louisiana 70170-5100
(504) 582-8000

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 ☒

Accelerated filer ☐

Non-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. ☐

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (the “Registration Statement”) is being filed by Lumen Technologies, Inc. (the “Registrant”) to register an additional 2,000,000 shares of its common stock, \$1.00 par value per share (“Common Stock”), issuable to eligible participants under the Second Amended and Restated Lumen Technologies, Inc. 2018 Equity Incentive Plan (formerly the Amended and Restated CenturyLink, Inc. 2018 Equity Incentive Plan), which are securities of the same class and relate to the same employee benefit plan as those shares of Common Stock registered on the Registrant’s registration statements on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on May 23, 2018 (Registration No. [333-225154](#)) and August 12, 2020 (Registration No. [333-245036](#)), each of which is hereby incorporated by reference, except to the extent modified by this Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 5.1 [Opinion of Jones Walker LLP.](#)
- 23.1 [Consent of KPMG LLP.](#)
- 23.2 [Consent of Jones Walker LLP \(included in Exhibit 5.1\).](#)
- 24.1 [Powers of Attorney \(included in the signature pages of this Registration Statement\).](#)
- 99.1 [Second Amended and Restated Lumen Technologies, Inc. 2018 Equity Incentive Plan, as amended and restated through May 17, 2023 \(incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on May 19, 2023\).](#)
- 107 [Filing Fee Table.](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monroe, State of Louisiana, on August 4, 2023.

LUMEN TECHNOLOGIES, INC.

By: /s/ Stacey W. Goff

Stacey W. Goff

Executive Vice President, General Counsel and
Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Kate Johnson, Christopher Stansbury and Stacey W. Goff or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that such attorney-in-fact and agent or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kate Johnson</u> Kate Johnson	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 4, 2023
<u>/s/ Christopher Stansbury</u> Christopher Stansbury	Executive Vice President, Chief Financial Officer <i>(Principal Financial Officer)</i>	August 4, 2023
<u>/s/ Andrea Genschaw</u> Andrea Genschaw	Senior Vice President, Controller <i>(Principal Accounting Officer)</i>	August 4, 2023

<u>/s/ Quincy L. Allen</u> Quincy L. Allen	Director	August 4, 2023
<u>/s/ Martha Helena Bejar</u> Martha Helena Bejar	Director	August 4, 2023
<u>/s/ Peter C. Brown</u> Peter C. Brown	Director	August 4, 2023
<u>/s/ Kevin P. Chilton</u> Kevin P. Chilton	Director	August 4, 2023
<u>/s/ Steven T. “Terry” Clontz</u> Steven T. “Terry” Clontz	Director	August 4, 2023
<u>/s/ T. Michael Glenn</u> T. Michael Glenn	Director	August 4, 2023
<u>/s/ Hal Stanley Jones</u> Hal Stanley Jones	Director	August 4, 2023
<u>/s/ Michael Roberts</u> Michael Roberts	Director	August 4, 2023
<u>/s/ Laurie Siegel</u> Laurie Siegel	Director	August 4, 2023



August 4, 2023

Lumen Technologies, Inc.
100 CenturyLink Drive
Monroe, Louisiana 71203

Ladies and Gentlemen:

We have acted as counsel to Lumen Technologies, Inc., a Louisiana corporation (the “Company”), in connection with the Company’s preparation of its Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission with respect to registration under the Securities Act of 1933, as amended (the “Securities Act”), of up to 2,000,000 shares of common stock of the Company, \$1.00 par value per share (the “Common Stock”). The Common Stock is to be issued under the Second Amended and Restated Lumen Technologies, Inc. 2018 Equity Incentive Plan (the “Plan”).

We have examined instruments, documents, and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates we have reviewed.

Based upon the foregoing, we are of the opinion that the shares of Common Stock to be issued by the Company pursuant to the Plan after the filing of this Registration Statement are validly authorized shares of Common Stock and, when issued in accordance with the provisions of the Plan, will be legally issued, fully paid, and non-assessable.

We express no opinion as to the laws of any jurisdiction other than any published constitutions, treaties, laws, rules or regulations or judicial or administrative decisions (“Laws”) of the federal Laws of the United States or the applicable Laws of the State of Louisiana. The opinions set forth herein are made as of the date hereof and are subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of the same.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever it appears in the Registration Statement. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Sincerely,

/s/ Jones Walker LLP

Jones Walker LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 23, 2023, with respect to the consolidated financial statements of Lumen Technologies, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP
Denver, Colorado
August 4, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)Lumen Technologies, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$1.00 per share ("Common Stock")	Rules 457(c) and (h)	2,000,000	\$1.85	\$3,700,000	0.00011020	\$407.74
Total Offering Amounts					\$3,700,000		\$407.74
Total Fee Offsets							—
Net Fee Due							\$407.74

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the number of shares of the Registrant's Common Stock being registered hereunder includes such indeterminate number of additional shares of the Registrant's Common Stock as may become issuable pursuant to the Registrant's Second Amended and Restated 2018 Equity Incentive Plan by reason of any stock dividend, split, recapitalization or other similar transaction effected that results in an increase in the number of shares of outstanding Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, based upon the average of the high and low prices for the Registrant's Common Stock as reported by the New York Stock Exchange on July 31, 2023.