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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 4, 2025**

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**LUMEN®**

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

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**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)

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**Level 3 Parent, LLC**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35134**  
(Commission  
File Number)

**47-0210602**  
(IRS Employer  
Identification No.)

**931 14<sup>th</sup> Street**  
**Denver, Colorado**  
(Address of registrant's principal executive offices)

**80202**  
(Zip Code)

**Registrants' telephone number, including area code: (720) 888-1000**

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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:**

Registrant	Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
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Lumen Technologies, Inc.	Common Stock, no-par value per share	LUMN	New York Stock Exchange
Lumen Technologies, Inc.	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. ☐

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## Item 7.01 Regulation FD Disclosure

Lumen expects to enter into an amendment (the “Amendment”) to the New Credit Agreement dated March 22, 2024 (the “New Credit Agreement”) that is expected to (i) establish a new tranche of B-4 term loans, (ii) adjust the SOFR (as defined therein) floor to 0.00%, (iii) reset the prepayment premium for the New Credit Agreement in connection with a repricing transaction prior to the date that is six months after the effective date of the Amendment, and (iv) make other changes and updates, including revisions to certain negative covenants. The Amendment is subject to market conditions and there is no assurance that it will be consummated on the terms similar to the existing New Credit Agreement or at all.

The information contained in Item 7.01 of this Current Report on Form 8-K shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing, and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

### 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.*

## Item 8.01 Other Events.

On September 4, 2025, Lumen Technologies, Inc. (“Lumen,” “us,” “we” or “our”) issued a press release announcing that its indirect wholly-owned subsidiary, Level 3 Financing, Inc. (“Level 3 Financing”), planned to offer an additional \$425,000,000 aggregate principal amount of its 7.000% First Lien Notes due 2034 (the “Additional First Lien Notes”) in a proposed private offering that would not be registered under the Securities Act of 1933, as amended (the “Securities Act”). The Additional First Lien Notes are being offered as a further issuance of Level 3 Financing’s 7.000% First Lien Notes due 2034, of which \$2,000,000,000 aggregate principal amount was originally issued on August 18, 2025 (the “Initial First Lien Notes”), subject to customary closing conditions. The Additional First Lien Notes will form a single series with, and have the same terms (other than issue date and issue price) as, the Initial First Lien Notes. 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 September 4, 2025, Lumen issued a subsequent press release announcing the pricing of the Additional First Lien Notes in a private offering that would not be registered under the Securities Act. Level 3 Financing intends to use the net proceeds from this offering, together with cash on hand, to redeem all \$373,000,000 aggregate principal amount of Level 3 Financing’s 10.750% First Lien Notes due 2030, including payment of redemption premium, and to pay related fees and expenses. 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. The offering is expected to be completed on September 8, 2025, subject to the satisfaction or waiver of customary closing conditions.

This Current Report on Form 8-K does not constitute a notice of redemption with respect to any of Level 3 Financing’s outstanding senior notes.

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**Item 9.01      Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#"><u>Press Release dated September 4, 2025, relating to the proposed private offering of its 7.000% First Lien Notes due 2034.</u></a>
99.2	<a href="#"><u>Press Release dated September 4, 2025, relating to the pricing of its 7.000% First Lien Notes due 2034.</u></a>
104	Cover Page Interactive Data File (formatted in iXBRL in Exhibit 101).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Lumen Technologies, Inc. and Level 3 Parent, LLC have duly caused this Current Report to be signed on their behalf by the undersigned officer hereunto duly authorized.

### **LUMEN TECHNOLOGIES, INC.**

By: /s/ Chris Stansbury  
Chris Stansbury  
Executive Vice President and Chief Financial Officer

### **LEVEL 3 PARENT, LLC**

By: /s/ Chris Stansbury  
Chris Stansbury  
Executive Vice President and Chief Financial Officer

Dated: September 4, 2025

**Lumen Technologies, Inc. Announces Offering of its Additional 7.000% First Lien Notes Due 2034**

**DENVER, September 4, 2025** — Lumen Technologies, Inc. (“Lumen”, “us,” “we” or “our”) (NYSE: LUMN) today announced that its wholly-owned subsidiary, Level 3 Financing, Inc. (“Level 3 Financing”), plans to offer an additional \$425 million aggregate principal amount of its 7.000% First Lien Notes due 2034 (the “Additional First Lien Notes”). The Additional First Lien Notes are being offered as a further issuance of Level 3 Financing’s 7.000% First Lien Notes due 2034, of which \$2 billion aggregate principal amount was originally issued on Aug. 18, 2025 (the “Initial First Lien Notes” and, together with the Additional First Lien Notes, the “First Lien Notes”). The Additional First Lien Notes will form a single series with, and have the same terms (other than issue date and issue price) as, the Initial First Lien Notes.

Level 3 Financing intends to use the net proceeds from this offering, together with cash on hand, to redeem all \$373 million aggregate principal amount of Level 3 Financing’s 10.750% First Lien Notes due 2030, including payment of redemption premium, and to pay related fees and expenses.

The First Lien Notes will not be registered under the Securities Act of 1933 (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 First Lien 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 First Lien 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 First Lien Notes, nor will there be any sale of the First Lien 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 Level 3 Financing’s outstanding senior notes.

**About Lumen**

Lumen is unleashing the world’s digital potential. We ignite business growth by connecting people, data, and applications – quickly, securely, and effortlessly. As the trusted network for AI, Lumen uses the scale of our network to help companies realize AI’s full potential. From metro connectivity to long-haul data transport to our edge cloud, security, managed service, and digital platform capabilities, we meet our customers’ needs today and as they build for tomorrow.

### **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 Level 3 Financing’s credit ratings; changes in the cash requirements, financial position, financing plans or investment plans of Level 3 Financing or its affiliates; changes in general market, economic, tax, regulatory or industry conditions that impact the ability or willingness of Level 3 Financing 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 the filings of Lumen or Level 3 Parent, LLC with the Securities and Exchange Commission. 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. We may change our intentions, strategies or plans (including our plans expressed herein) without notice at any time and for any reason.*

### **Media Contact:**

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### **Investor Contact:**

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+1 603-404-7003

## NEWS RELEASE

**Lumen Technologies, Inc. Announces Pricing of its Additional 7.000% First Lien Notes Due 2034**

**DENVER, September 4, 2025** — Lumen Technologies, Inc. (“Lumen”, “us,” “we” or “our”) (NYSE: LUMN) today announced that its wholly-owned subsidiary, Level 3 Financing, Inc. (“Level 3 Financing”), has agreed to sell \$425 million aggregate principal amount of its 7.000% First Lien Notes due 2034 (the “Additional First Lien Notes”). The Additional First Lien Notes are being offered as a further issuance of Level 3 Financing’s 7.000% First Lien Notes due 2034, of which \$2 billion aggregate principal amount was originally issued on Aug. 18, 2025 (the “Initial First Lien Notes” and, together with the Additional First Lien Notes, the “First Lien Notes”). The Additional First Lien Notes will form a single series with, and have the same terms (other than issue date and issue price) as, the Initial First Lien Notes.

The Additional First Lien Notes were priced to investors at a price of 100.000% of their aggregate principal amount and will mature on March 31, 2034. Upon issuance, the Additional First Lien Notes will be fully and unconditionally guaranteed, jointly and severally, on a first lien secured basis by Level 3 Parent, LLC, the direct parent of Level 3 Financing, and certain unregulated subsidiaries of the Issuer.

Level 3 Financing intends to use the net proceeds from this offering, together with cash on hand, to redeem all \$373 million aggregate principal amount of Level 3 Financing’s 10.750% First Lien Notes due 2030, including payment of redemption premium, and to pay related fees and expenses. The offering is expected to be completed on September 8, 2025, subject to the satisfaction or waiver of customary closing conditions.

The First Lien 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 First Lien 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. Holders of the First Lien 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 First Lien Notes, nor will there be any sale of the First Lien 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 Level 3 Financing’s outstanding senior notes.



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## About Lumen

Lumen is unleashing the world's digital potential. We ignite business growth by connecting people, data, and applications – quickly, securely, and effortlessly. As the trusted network for AI, Lumen uses the scale of our network to help companies realize AI's full potential. From metro connectivity to long-haul data transport to our edge cloud, security, managed service, and digital platform capabilities, we meet our customers' needs today and as they build for tomorrow.

Lumen and Lumen Technologies are registered trademarks of Lumen Technologies LLC in the United States.

## 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: Level 3 Financing's failure to satisfy the conditions to the initial purchasers' obligation to consummate the offering; corporate developments that could preclude, impair or delay the above-described transactions due to restrictions under the federal securities laws; changes in Level 3 Financing's credit ratings; changes in the cash requirements, financial position, financing plans or investment plans of Level 3 Financing or its affiliates; changes in general market, economic, tax, regulatory or industry conditions that impact the ability or willingness of Level 3 Financing to consummate the above-described transactions on the terms described above or at all; and other risks referenced from time to time in the filings of Lumen or Level 3 Parent, LLC with the Securities and Exchange Commission. 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. 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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