

**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):
August 7, 2023**

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.)

100 CenturyLink Drive
Monroe, Louisiana
(Address of principal executive offices)

71203
(Zip Code)

(318) 388-9000
(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:

Title of Each Class	Trading Symbol	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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective August 7, 2023, the board of directors (the “Board”) of Lumen Technologies, Inc. (the “Company”), on the recommendation of its nominating and corporate governance committee, voted to increase its size from 10 members to 11 members and to appoint James “Jim” Fowler to fill the newly-created vacancy. Mr. Fowler’s appointment is effective immediately and, assuming his renomination by the Board, he will stand for reelection at the Company’s 2024 annual meeting of shareholders. The Board also appointed Mr. Fowler to the audit committee and risk and security committee of the Board.

The Board has determined that Mr. Fowler qualifies as an independent director under the independence standards of the NYSE listing rules and the Company’s Corporate Governance Guidelines, and that he meets the additional requirements for service on the Company’s audit committee.

Mr. Fowler will receive compensation for his Board and committee service in accordance with the Company’s outside director compensation program as previously described in the Company’s filings with the Securities and Exchange Commission (the “SEC”). With respect to the equity-based component of the program, on the date of his appointment, Mr. Fowler received a prorated grant of restricted stock with a target grant date value of \$150,000, vesting on the first anniversary of the grant date and otherwise subject to the same terms as the equity awards received by the Company’s other outside directors on May 17, 2023. In addition, Mr. Fowler will receive the benefit of the Company’s standard form of indemnification agreement for directors, a copy of which has been filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K that was filed with the SEC on February 29, 2016.

On August 7, 2023, the Company issued a press release announcing Mr. Fowler’s appointment. That press release is filed as Exhibit 99.1 to, and is incorporated by reference into, this Current Report on Form 8-K.

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 “expects,” “believes,” “will” 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 uncertainties, including the completion of documentation or the adoption of resolutions regarding the above-described arrangements. Actual events and results may differ materially from those anticipated by us in those statements. We may change our intentions or plans discussed in our forward-looking statements without notice at any time and for any reason.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press release dated August 7, 2023, announcing the appointment of Mr. Fowler.</u>
104	Cover page formatted as Inline XBRL and contained in Exhibit 101.

SIGNATURES

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

LUMEN TECHNOLOGIES, INC.

Dated: August 7, 2023

By: /s/ Stacey W. Goff

Stacey W. Goff

Executive Vice President, General Counsel and Secretary



Lumen fortifies telecom disruptor stance with latest board appointment
Nationwide executive James 'Jim' Fowler brings digital transformation expertise to the Board

DENVER, Aug. 7, 2023 – Lumen Technologies (NYSE: LUMN) today announced the appointment of James 'Jim' Fowler to its board of directors, effective immediately.

Jim is an advocate for innovation and digital transformation with more than 25 years of experience in technology leadership roles for Fortune 100 companies. Currently, he is the Executive Vice President and Chief Technology Officer of Nationwide Insurance, chartered with modernizing core technology capabilities, digitally transforming business capabilities, and intelligently automating operations.

"On top of being a skilled technologist, Jim is an accomplished transformation leader with a passion for winning," said Kate Johnson, President and CEO of Lumen. "His excitement and perspective are incredibly valuable, especially as we start to disrupt the telecommunications industry with the launch of our Network-as-a-service platform. I'm thrilled to have his expertise as we build on our legacy of innovation to drive towards revenue growth."

His extensive leadership experience includes 18 years at General Electric (GE) where he served as the Global Chief Information Officer. Prior to being named Global Chief Information Officer, he held Chief Information Officer roles for GE Capital, GE Power and Water, GE Intelligent Platforms, and GE Aviation, amongst other roles. While at GE he delivered digital transformation across the enterprise. Jim sees himself as a catalyst, enabler, and futurist ready to challenge business models with technology.

"It's the people at Lumen who are driving transformation," said Fowler. "Kate has built an incredibly talented team—the opportunity ahead of us is tremendous. I'm both honored and excited to take on this role at such an important time for the company."

The appointment brings the company's board count from 10 to 11.

A full breakdown of the company's board of directors is available [online](#).

About Lumen Technologies

Lumen connects the world. We are dedicated to furthering human progress through technology by connecting people, data, and applications – quickly, securely, and effortlessly. Everything we do at Lumen takes advantage of our network strength. From metro connectivity to long-haul data transport to our edge cloud, security, and managed service capabilities, we meet our customers' needs today and as they build for tomorrow. For news and insights visit news.lumen.com, LinkedIn: [/lumentechologies](https://www.linkedin.com/company/lumentech), Twitter: [@lumentechco](https://twitter.com/lumentechco), Facebook: [/lumentechologies](https://www.facebook.com/lumentechologies), Instagram: [@lumentechologies](https://www.instagram.com/lumentechologies), and YouTube: [/lumentechologies](https://www.youtube.com/lumentechologies).

Forward-Looking Statements

This release includes forward-looking statements (as defined by the federal securities laws), which 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, 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. Factors that could affect actual results include, but are not limited to, each of the matters and risks referenced from time to time in our filings with the U.S. Securities and Exchange Commission. We undertake no obligation to publicly update or revise any forward-looking statements for any reason, which speak only as of the date made.

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