
**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 20, 2018



CenturyLink, 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
(Telephone number, including area code, of each Registrant)

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))

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. ☐

Item 8.01 Other Events.

On August 20, 2018, CenturyLink, Inc. issued a press release announcing the redemption by its indirect wholly-owned subsidiary Qwest Corporation of four outstanding series of senior notes. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press release dated August 20, 2018.</u>
99.2	<u>Indenture, dated as of October 15, 1999, by and between U S West Communications, Inc. (currently named Qwest Corporation) and Bank One Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4(b) of Qwest Corporation's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-03040) filed with the Securities and Exchange Commission on March 3, 2000).</u>
99.3	<u>Eighth Supplemental Indenture, dated as of September 21, 2011, by and between Qwest Corporation and U.S. Bank National Association (incorporated by reference to Exhibit 4.9 of Qwest Corporation's Form 8-A (File No. 001-03040) filed with the Securities and Exchange Commission on September 20, 2011).</u>
99.4	<u>Tenth Supplemental Indenture, dated as of April 2, 2012, by and between Qwest Corporation and U.S. Bank National Association (incorporated by reference to Exhibit 4.11 of Qwest Corporation's Form 8-A (File No. 001-03040) filed with the Securities and Exchange Commission on March 30, 2012).</u>
99.5	<u>Eleventh Supplemental Indenture, dated as of June 25, 2012, by and between Qwest Corporation and U.S. Bank National Association (incorporated by reference to Exhibit 4.12 of Qwest Corporation's Form 8-A (File No. 001-03040) filed with the Securities and Exchange Commission on June 22, 2012).</u>
99.6	<u>Indenture, dated as of April 15, 1990, by and between The Mountain States Telephone and Telegraph Company (currently named Qwest Corporation) and The First National Bank of Chicago (incorporated by reference to Exhibit 4.2 of Qwest Corporation's Annual Report on Form 10-K for the year ended December 31, 2002 (File No. 001-03040) filed with the Securities and Exchange Commission on January 13, 2004).</u>
99.7	<u>First Supplemental Indenture, dated as of April 16, 1991, by and between U S WEST Communications, Inc. (currently named Qwest Corporation) and The First National Bank of Chicago (incorporated by reference to Exhibit 4.3 of Qwest Corporation's Annual Report on Form 10-K for the year ended December 31, 2002 (File No. 001-03040) filed with the Securities and Exchange Commission on January 13, 2004).</u>
99.8	<u>Form of Qwest Corporation 7.50% Notes due 2051 (included in Exhibit 99.3).</u>
99.9	<u>Form of Qwest Corporation 7.00% Notes due 2052 (included in Exhibit 99.4).</u>
99.10	<u>Form of Qwest Corporation 7.00% Notes due 2052 (included in Exhibit 99.5).</u>
99.11	<u>Form of Qwest Corporation 7.25% Debentures due 2035 (incorporated by reference to Exhibit 4.1 of U S WEST Communications, Inc.'s (currently named Qwest Corporation) Current Report on Form 8-K (File No. 001-03040) filed with the Securities and Exchange Commission on October 13, 1995).</u>

SIGNATURES

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

CenturyLink, Inc.

By: /s/ Eric J. Mortensen
Eric J. Mortensen
Senior Vice President
and Controller

Qwest Corporation

By: /s/ Eric J. Mortensen
Eric J. Mortensen
Senior Vice President
and Controller

Dated: August 20, 2018



CenturyLink announces redemption of certain Qwest Corporation senior notes

MONROE, La. , Aug. 20, 2018 – CenturyLink, Inc. (NYSE: CTL) today announced that its indirect wholly owned subsidiary, Qwest Corporation (“Qwest”), has issued notices to call for redemption 100% of the aggregate principal amount of four outstanding series of debt (each an “Issuance” and together the “Issuances”) on the redemption dates set forth below.

<u>Issuance Name</u>	<u>Principal Amount</u>	<u>Trustee</u>	<u>Redemption Price</u>	<u>Redemption Date</u>
7.50% Notes due 2051	\$ 163,500,000	U.S. Bank	Par	September 4, 2018
7.00% Notes due 2052	\$ 525,000,000	U.S. Bank	Par	September 4, 2018
7.00% Notes due 2052	\$ 400,000,000	U.S. Bank	Par	September 4, 2018
7.25% Debentures due 2035	\$ 250,000,000	Bank of New York Mellon	101.55%	September 18, 2018
Total	\$1,338,500,000			

Pursuant to the terms of each Issuance to be redeemed, on the Redemption Date in addition to the payment of the Redemption Price noted above, accrued and unpaid interest to but excluding the Redemption Date with respect to each Issuance will also be paid.

An aggregate of \$1,338,500,000 will be redeemed pursuant to these redemptions. These redemptions will be funded using cash on hand along with borrowings under CenturyLink’s revolving credit facility. In the third quarter, the company estimates that it will record a primarily non-cash charge of approximately \$33 million in connection with these redemptions, related to net unamortized debt discount and issuance costs.

Additional information regarding the redemption is available from the respective Trustee for each Issuance.

About CenturyLink

CenturyLink (NYSE: CTL) is the second largest U.S. communications provider to global enterprise customers. With customers in more than 60 countries and an intense focus on the customer experience, CenturyLink strives to be the world's best networking company by solving customers' increased demand for reliable and secure connections. The company also serves as its customers' trusted partner, helping them manage increased network and IT complexity and providing managed network and cyber security solutions that help protect their business.

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," "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 various uncertainties. Actual events and results may differ materially from those anticipated by CenturyLink or Qwest in those statements. Factors that could affect actual results include but are not limited to changes in Qwest's cash requirements or financial position; unanticipated delays in redeeming our outstanding debt securities as described above; changes in general market, economic, tax, regulatory or industry conditions; and other risks referenced from time to time in CenturyLink's or Qwest's filings with the Securities and Exchange Commission. You should be aware that new factors may emerge from time to time and it is not possible for CenturyLink or Qwest to identify all such factors, nor can CenturyLink or Qwest predict the impact of each such factor on its plans, or the extent to which any one or more factors may cause actual results to differ from those reflected in any of their forward-looking statements. You are further cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Neither CenturyLink nor Qwest undertakes any obligation to publicly update any of its forward-looking statements for any reason.

###

Media Relations Contact:

D. Nikki Wheeler
Nikki.Wheeler@CenturyLink.com
+1 720-888-0560

Investor Relations Contact:

Mark Stoutenberg
Mark.Stoutenberg@CenturyLink.com
+1 720-888-1662