

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

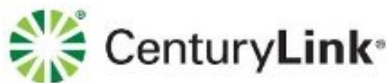
FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported):

May 6, 2020



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.)

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	CTL	New York Stock Exchange
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 (§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 2.02. Results of Operations and Financial Condition.

On May 6, 2020, CenturyLink, Inc. ("CenturyLink" or "we" or "us" or "our") issued a press release announcing operating results for the first quarter of 2020. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference. More complete information about our operating results will be included in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, which we expect to file in the near term with the U.S. Securities and Exchange Commission.

Forward-Looking Statements

Except for historical and factual information, the matters set forth in Exhibit 99.1 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. Factors that could cause our actual results to differ materially from the expectations expressed in our forward-looking statements are described in Exhibit 99.1. 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) The following exhibits are furnished with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press release dated May 6, 2020, reporting first quarter of 2020 operating results.
Exhibit 104	Cover page formatted as Inline XBRL and contained in Exhibit 101.

SIGNATURES

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

CenturyLink, Inc.

Dated: May 6, 2020

By: /s/ Eric J. Mortensen

Eric J. Mortensen

Senior Vice President - Controller



CenturyLink Reports First Quarter 2020 Results

Highlights

- Reported Net Income of \$314 million for the first quarter 2020, excluding Integration and Transformation Costs and Special Items, reported Net Income of \$399 million
- Generated Adjusted EBITDA of \$2.243 billion for the first quarter 2020, excluding \$34 million of Integration and Transformation Costs
- Expanded Adjusted EBITDA margin, excluding Integration and Transformation Costs, to 42.9% in the first quarter 2020, from 41.7% in the first quarter 2019
- Generated Net Cash Provided by Operating Activities of \$1.299 billion for the first quarter 2020
- Generated Free Cash Flow of \$407 million for the first quarter 2020, excluding \$82 million of cash paid for Integration and Transformation Costs and Special Items
- Achieved approximately \$510 million of annualized run-rate Adjusted EBITDA cost transformation savings against the three-year goal of \$800 million to \$1 billion
- Due to the impact of COVID-19 and economic uncertainty, the Company withdraws full year 2020 financial outlook for Adjusted EBITDA, Free Cash Flow and Capital Expenditures
- Prior capital allocation decisions and refinancing activity lead to strong liquidity position; Company reaffirms deleveraging target and dividend policy

MONROE, La., May 6, 2020 — CenturyLink Inc. (NYSE: CTL) reported results for the first quarter ended March 31, 2020.

“The COVID-19 pandemic has highlighted both the importance of connectivity to how we live and work in today’s economy, and how capable CenturyLink’s fiber and IP-based network is in delivering those needs quickly, reliably, and at scale. The relevance and capability of our network, together with our financial strength, positions us well to support our customers and deliver long-term shareholder value,” said Jeff Storey, president and CEO of CenturyLink. “I would also like to express how extraordinarily proud I am of our employees’ dedication, determination, and resiliency in delivering for our customers and our communities while adapting to a very challenging environment.”

For more information on CenturyLink’s COVID-19 response, visit: <https://news.centurylink.com/covid-19>.

Total revenue was \$5.228 billion for the first quarter 2020, compared to \$5.427 billion for the first quarter 2019.

Diluted earnings per share was \$0.29 for the first quarter 2020, compared to (\$5.77) for first quarter 2019. Diluted earnings per share for the first quarter 2020 was \$0.37, compared to \$0.34 per share for the first quarter in 2019, excluding the aggregate effects of Integration and Transformation Costs and Special Items of \$85 million and \$6.525 billion, respectively.

Financial Results

Metric	First Quarter 2020	First Quarter 2019⁽¹⁾
<i>(\$ in millions, except per share data)</i>		
International and Global Accounts	\$ 865	863
Enterprise	1,420	1,425
Small and Medium Business	658	700
Wholesale	958	1,030
Consumer	1,327	1,409
Total Revenue	\$ 5,228	5,427
Cost of Services and Products	2,235	2,300
Selling, General and Administrative Expenses	853	932
Share-based Compensation Expenses	69	33
Adjusted EBITDA ⁽²⁾	2,209	2,228
Adjusted EBITDA, Excluding Integration and Transformation Costs ^{(2), (3)}	2,243	2,262
Adjusted EBITDA Margin ⁽²⁾	42.3%	41.1%
Adjusted EBITDA Margin, Excluding Integration and Transformation Costs ^{(2), (3)}	42.9%	41.7%
Net Cash Provided by Operating Activities	1,299	1,182
Capital Expenditures	974	931
Unlevered Cash Flow ⁽²⁾	706	729
Unlevered Cash Flow, Excluding Cash Integration and Transformation Costs and Special Items ^{(2), (4)}	788	793
Free Cash Flow ⁽²⁾	325	251
Free Cash Flow, Excluding Cash Integration and Transformation Costs & Special Items ^{(2), (4)}	407	315
Net Income (loss)	314	(6,165)
Net Income, Excluding Integration and Transformation Costs and Special Items ⁽⁵⁾	399	360
Net Income (loss) per Common Share - Diluted	0.29	(5.77)
Net Income per Common Share - Diluted, Excluding Integration and Transformation Costs and Special Items ⁽⁵⁾	0.37	0.34
Weighted Average Shares Outstanding (in millions) - Diluted	1,081.8	1,068.9

⁽¹⁾ Reflects certain reclassifications due to accounting changes made in the first quarter of 2020, which were announced in the Company's 8-K report filed with the SEC on April 30, 2020.

⁽²⁾ See the attached schedules for definitions of non-GAAP metrics, reconciliation to GAAP figures and further explanations of the adjustments referred to in notes 3, 4 and 5.

⁽³⁾ Excludes (i) \$34 million of Integration and Transformation Costs for the first quarter of 2020 and (ii) \$34 million of Integration and Transformation Costs for the first quarter of 2019.

⁽⁴⁾ Excludes cash paid (i) for Integration and Transformation Costs and Special Items of \$82 million for the first quarter of 2020 and (ii) for Integration and Transformation Costs of \$64 million for the first quarter of 2019.

⁽⁵⁾ Excludes (i) \$85 million of Integration and Transformation Costs and Special Items for the first quarter of 2020 and (ii) \$6.525 billion of Integration and Transformation Costs and Special Items for the first quarter of 2019.

Revenue (\$ in millions)	First Quarter 2020	Fourth Quarter 2019	QoQ Percent Change	First Quarter 2019	YoY Percent Change
By Business Segment					
International and Global Accounts	\$ 865	870	(1)%	863	—%
Enterprise	1,420	1,434	(1)%	1,425	—%
Small and Medium Business	658	665	(1)%	700	(6)%
Wholesale	958	983	(3)%	1,030	(7)%
Consumer	1,327	1,354	(2)%	1,409	(6)%
Total Revenue	\$ 5,228	5,306	(1)%	5,427	(4)%

Cash Flow

Free Cash Flow, excluding Integration and Transformation Costs and Special Items, was \$407 million in the first quarter 2020, compared to \$315 million in the first quarter 2019.

As of March 31, 2020, CenturyLink had cash and cash equivalents of \$1.564 billion, a portion of which was used to pay approximately \$1.0 billion of the 5.625% senior notes at maturity on April 1, 2020.

2020 Business Outlook

“As we exit the first quarter 2020, we are in a strong financial position as a result of our capital allocation decisions and refinancing activity in 2019,” said Neel Dev, CenturyLink’s executive vice president and chief financial officer. “Given the uncertainty caused by COVID-19 and timing related to an economic recovery, we are withdrawing our full year 2020 financial outlook for Adjusted EBITDA, Free Cash Flow and Capital Expenditures. With a strong liquidity position, we are supporting and investing in our customers, our employees and our business.”

Metric ^{(1), (2)}	Revised Outlook	2020 Outlook ⁽³⁾
Adjusted EBITDA	Withdrawn	\$9.0 billion to \$9.2 billion
Free Cash Flow	Withdrawn	\$3.1 billion to \$3.4 billion
Dividends ⁽⁴⁾	Unchanged	\$1.1 billion
GAAP Interest Expense	Unchanged	\$1.8 billion
Net Cash Interest	Unchanged	\$1.75 billion to \$1.80 billion
Capital Expenditures	Withdrawn	\$3.6 billion to \$3.9 billion
Depreciation and Amortization	Unchanged	\$4.7 billion to \$4.9 billion
Share-based Compensation Expenses	Unchanged	\$200 million
Cash Income Taxes	Unchanged	\$100 million
Full Year Effective Income Tax Rate	Unchanged	~28%

⁽¹⁾ See the attached schedules for definitions of non-GAAP metrics and reconciliation to GAAP figures.

⁽²⁾ Outlook measures in this release and the accompanying schedules (i) exclude Integration and Transformation Costs, (ii) exclude the effects of Special Items, future changes in our operating or capital allocation plans, unforeseen changes in regulation, laws or litigation, and other unforeseen events or circumstances impacting our financial performance and (iii) speak only as of May 6, 2020. See "Forward Looking Statements" below.

⁽³⁾ Refers to initial full-year 2020 financial outlook provided on Feb. 12, 2020

⁽⁴⁾ Dividends is defined as dividends paid as disclosed in the Consolidated Statements of Cash Flows. Assumes payment of dividends at the rate of \$1.00 per share per year, based on the number of shares outstanding on March 31, 2019. Payments of all dividends are at the discretion of the board of directors.

Investor Call

CenturyLink's management will host a conference call at 5 p.m. ET today, May 6, 2020. The conference call will be streamed live over CenturyLink's website at ir.centurylink.com. Additional information regarding first quarter 2020 results, including the presentation materials management will review during the conference call, will be available on the Investor Relations website prior to the call. If you are unable to join the call via the web, the call can be accessed live at +1 877-283-5643 (U.S. Domestic) or +1 312-281-1201 (International).

A telephone replay of the call will be available beginning at 7 p.m. ET on May 6, 2020, and ending Aug. 4, 2020, at 6 p.m. ET. The replay can be accessed by dialing +1 800-633-8284 (U.S. Domestic) or +1 402-977-9140 (International), reservation code 21955730. A webcast replay of the call will also be available on our website beginning at 7 p.m. ET on May 6, 2020, and ending Aug. 4, 2020, at 6 p.m. ET.

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About CenturyLink

CenturyLink (NYSE: CTL) is a technology leader delivering hybrid networking, cloud connectivity, and security solutions to customers around the world. Through its extensive global fiber network, CenturyLink provides secure and reliable services to meet the growing digital demands of businesses and consumers. CenturyLink strives to be the trusted connection to the networked world and is focused on delivering technology that enhances the customer experience.

Learn more at <http://news.centurylink.com/>.

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 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, 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: uncertainties due to events outside of our control regarding the impact that COVID-19 health and economic disruptions will have on our business, operations, employees, customers, suppliers, distribution channels, controls, regulatory environment, access to capital, operating or capital plans and corporate initiatives, and ultimately on our financial performance, financial position and cash flows; the effects of competition from a wide variety of competitive providers, including decreased demand for our more mature service offerings and increased pricing pressures; the effects of new, emerging or competing technologies, including those that could make our products less desirable or obsolete; our ability to attain our key operating imperatives, including simplifying and consolidating our network, simplifying and automating our service support systems, strengthening our relationships with customers and attaining projected cost savings; our ability to safeguard our network, and to avoid the adverse impact on our business from possible security breaches, service outages, system failures, equipment breakage, or similar events impacting our network or the availability and quality of our services; the effects of ongoing changes in the regulation of the communications industry, including the outcome of regulatory or judicial proceedings relating to intercarrier compensation, interconnection obligations, special access, universal service, broadband deployment, data protection, privacy and net neutrality; our ability to effectively adjust to changes in the communications industry, and changes in the composition of our markets and product mix; possible changes in the demand for our products and services, including increased demand for high-speed data transmission services over the past few years and more recent changes that could result from disruptions caused by the COVID-19 pandemic; our ability to successfully maintain the quality and profitability of our existing product and service offerings and to introduce profitable new offerings on a timely and cost-effective basis; our ability to generate cash flows sufficient to fund our financial commitments and objectives, including our capital expenditures, operating costs, debt repayments, dividends, pension contributions and other benefits payments; our ability to implement our operating plans and corporate strategies, including our delevering strategy; changes in our operating plans, corporate strategies, dividend payment plans or other capital allocation plans, whether based upon COVID-19 disruptions, changes in our cash flows, cash requirements, financial performance, financial position, market conditions or otherwise; our ability to effectively retain and hire key personnel and to successfully negotiate collective bargaining agreements on reasonable terms without work stoppages; the negative impact of increases in the costs of our pension, health, post-employment or other benefits, including those caused by changes in markets, interest rates, mortality rates, demographics, regulations or disruptions caused by the COVID-19 pandemic; the potential negative impact of customer complaints, government investigations, security breaches or service outages impacting us or our industry; adverse changes in our access to credit markets on favorable terms, whether caused by changes in our financial position, lower debt credit ratings, unstable markets or otherwise; our ability to meet the terms and conditions of our debt obligations and covenants, including our ability to make transfers of cash in compliance therewith; our ability to maintain favorable relations with our key business partners, suppliers, vendors, landlords and financial institutions; our ability to collect our receivables from, or continue to do business with, financially-troubled customers, including those adversely impacted by the economic dislocations caused by the COVID-19 pandemic; our ability to use our net operating loss carryforwards in the amounts projected; any adverse developments in legal or regulatory proceedings involving us; changes in tax, communications, pension, healthcare or other laws or regulations, in governmental support programs, or in general government funding levels; the effects of changes in accounting policies, practices or assumptions, including changes that could potentially require additional future impairment charges; the effects of adverse weather, terrorism, epidemics, pandemics or other natural or man-made disasters; the potential adverse effects if our internal controls over financial reporting have weaknesses or deficiencies, or otherwise fail to operate as intended; the effects of more general factors such as changes in interest rates, in exchange rates, in operating costs, in public policy, in the views of financial analysts, or in general market, labor, economic or geo-political conditions; and other risks set forth or referenced in our filings with the U.S. Securities and Exchange Commission (the “SEC”). For all the reasons set forth above and in our SEC filings, you are cautioned not to unduly rely upon our forward-looking statements, which speak only as of the date made. 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. Furthermore, any information about our intentions contained in any of our forward-looking statements reflects our intentions as of the date of such forward-looking statement, and is based upon, among other things, existing regulatory, technological, industry, competitive, economic and market conditions, and our assumptions as of such date. We may change our intentions, strategies or plans without notice at any time and for any reason.

Reconciliation to GAAP

This release includes certain non-GAAP historical and forward-looking financial measures, including but not limited to Adjusted EBITDA, free cash flow, unlevered cash flow, and adjustments to GAAP and non-GAAP measures to exclude the effect of Integration and Transformation Costs and Special Items. In addition to providing key metrics for management to evaluate the company's performance, we believe these measurements assist investors in their understanding of period-to-period operating performance and in identifying historical and prospective trends.

Reconciliations of non-GAAP financial measures to the most comparable GAAP measures are included in the attached financial schedules. Reconciliation of additional non-GAAP historical financial measures that may be discussed during the call described above, along with further descriptions of non-GAAP financial measures, will be available in the Investor Relations portion of the company's website at ir.centurylink.com. Non-GAAP measures are not presented to be replacements or alternatives to the GAAP measures, and investors are urged to consider these non-GAAP measures in addition to, and not in substitution for, measures prepared in accordance with GAAP. CenturyLink may present or calculate its non-GAAP measures differently from other companies.

CenturyLink, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS THREE MONTHS ENDED MARCH 31, 2020 AND 2019 (UNAUDITED)

(\$ in millions, except per share amounts; shares in thousands)

	Three months ended March 31,		Increase / (decrease)
	2020	2019 ⁽¹⁾	
OPERATING REVENUE	\$ 5,228	5,427	(4)%
OPERATING EXPENSES			
Cost of services and products	2,235	2,300	(3)%
Selling, general and administrative	853	932	(8)%
Depreciation and amortization	1,160	1,188	(2)%
Goodwill impairment	—	6,506	nm
Total operating expenses	4,248	10,926	(61)%
OPERATING INCOME (LOSS)	980	(5,499)	(118)%
OTHER (EXPENSE) INCOME			
Interest expense	(449)	(523)	(14)%
Other (expense) income, net	(98)	(5)	nm
Income tax expense	(119)	(138)	(14)%
NET INCOME (LOSS)	\$ 314	(6,165)	(105)%
BASIC EARNINGS (LOSS) PER SHARE	\$ 0.29	(5.77)	(105)%
DILUTED EARNINGS (LOSS) PER SHARE	\$ 0.29	(5.77)	(105)%
WEIGHTED AVERAGE SHARES OUTSTANDING			
Basic	1,075,459	1,068,878	1 %
Diluted	1,081,754	1,068,878	1 %

DIVIDENDS PER COMMON SHARE	\$	0.25	0.25	— %
Exclude: Integration and Transformation Costs and Special Items ⁽²⁾		85	6,525	(99)%
NET INCOME EXCLUDING INTEGRATION AND TRANSFORMATION COSTS AND SPECIAL ITEMS	\$	399	360	11 %
DILUTED EARNINGS PER SHARE EXCLUDING INTEGRATION AND TRANSFORMATION COSTS AND SPECIAL ITEMS	\$	0.37	0.34	9 %

⁽¹⁾ Reflects certain reclassifications due to accounting changes made in the first quarter of 2020, which were announced in the Company's 8-K report filed with the SEC on April 30, 2020.

⁽²⁾ Excludes the Integration and Transformation Costs and Special Items described in the Non-GAAP Integration and Transformation Costs and Special Items table, net of the income tax effect thereof.

nm - Percentages greater than 200% and comparisons between positive and negative values are considered not meaningful.

CenturyLink, Inc.

CONDENSED CONSOLIDATED BALANCE SHEETS AS OF MARCH 31, 2020 AND DECEMBER 31, 2019 (UNAUDITED) (\$ in millions)

	March 31, 2020	December 31, 2019
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,564	1,690
Restricted cash	3	3
Other current assets	3,123	3,075
Total current assets	4,690	4,768
PROPERTY, PLANT AND EQUIPMENT, Net of accumulated depreciation of \$29,814 and \$29,346		
	25,956	26,079
GOODWILL AND OTHER ASSETS		
Goodwill	21,473	21,534
Operating lease assets	1,667	1,686
Restricted cash	24	24
Other, net	10,246	10,651
Total goodwill and other assets	33,410	33,895
TOTAL ASSETS	\$ 64,056	64,742
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Current maturities of long-term debt	\$ 1,129	2,300
Other current liabilities	4,574	4,958
Total current liabilities	5,703	7,258
LONG-TERM DEBT	33,481	32,394
DEFERRED CREDITS AND OTHER LIABILITIES	11,581	11,620
STOCKHOLDERS' EQUITY	13,291	13,470
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 64,056	64,742

CenturyLink, Inc.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

THREE MONTHS ENDED MARCH 31, 2020 AND 2019

(UNAUDITED)

(\$ in millions)

	Three months ended	
	March 31, 2020	March 31, 2019
OPERATING ACTIVITIES		
Net Income (Loss)	\$ 314	(6,165)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	1,160	1,188
Impairment of goodwill and other assets	2	6,508
Deferred income taxes	78	126
Provision for uncollectible accounts	35	46
Net loss (gain) on early retirement and modification of debt	79	(9)
Share-based compensation	69	33
Changes in current assets and liabilities, net	(437)	(525)
Retirement benefits	(25)	(14)
Changes in other noncurrent assets and liabilities, net	27	(4)
Other, net	(3)	(2)
Net cash provided by operating activities	1,299	1,182
INVESTING ACTIVITIES		
Capital expenditures	(974)	(931)
Proceeds from sale of property, plant and equipment and other assets	35	25
Net cash used in investing activities	(939)	(906)
FINANCING ACTIVITIES		
Net proceeds from issuance of long-term debt	1,237	—
Payments of long-term debt	(2,488)	(153)
Net proceeds on revolving line of credit	1,125	145
Dividends paid	(291)	(285)
Other, net	(69)	(27)
Net cash used in financing activities	(486)	(320)
Net decrease in cash, cash equivalents and restricted cash	(126)	(44)
Cash, cash equivalents and restricted cash at beginning of period	1,717	518
Cash, cash equivalents and restricted cash at end of period	\$ 1,591	474

CenturyLink, Inc.

OPERATING METRICS

(UNAUDITED)

(In thousands)

	<u>March 31, 2020</u>	<u>December 31, 2019</u>	<u>March 31, 2019</u>
Operating Metrics			
Consumer broadband subscribers	4,667	4,678	4,806

Consumer broadband subscribers are customers that purchase broadband connection service through their existing telephone lines, stand-alone telephone lines, or fiber-optic cables. Our methodology for counting our consumer broadband subscribers includes only those lines that we use to provide services to external customers and excludes lines used solely by us and our affiliates. It also excludes unbundled loops and includes stand-alone consumer broadband subscribers. We count lines when we install the service.

Description of Non-GAAP Metrics

Pursuant to Regulation G, the company is hereby providing definitions of non-GAAP financial metrics and reconciliations to the most directly comparable GAAP measures.

The following describes and reconciles those financial measures as reported under accounting principles generally accepted in the United States (GAAP) with those financial measures as adjusted by the items detailed below and presented in the accompanying news release. These calculations are not prepared in accordance with GAAP and should not be viewed as alternatives to GAAP. In keeping with its historical financial reporting practices, the company believes that the supplemental presentation of these calculations provides meaningful non-GAAP financial measures to help investors understand and compare business trends among different reporting periods on a consistent basis.

We use the term *Special items* as a non-GAAP measure to describe items that impacted a period's statement of operations for which investors may want to give special consideration due to their magnitude, nature or both. We do not call these items *non-recurring* because, while some are infrequent, others may recur in future periods.

Adjusted EBITDA (\$) is defined as net income (loss) from the Statements of Operations before income tax (expense) benefit, total other income (expense), depreciation and amortization, share-based compensation expense and impairments.

Adjusted EBITDA Margin (%) is defined as Adjusted EBITDA divided by total revenue.

Management believes that Adjusted EBITDA and Adjusted EBITDA Margin are relevant and useful metrics to provide to investors, as they are an important part of CenturyLink's internal reporting and are key measures used by Management to evaluate profitability and operating performance of CenturyLink and to make resource allocation decisions. Management believes such measures are especially important in a capital-intensive industry such as telecommunications. Management also uses Adjusted EBITDA and Adjusted EBITDA Margin (and similarly uses these terms excluding Integration and Transformation Costs) to compare CenturyLink's performance to that of its competitors and to eliminate certain non-cash and non-operating items in order to consistently measure from period to period its ability to fund capital expenditures, fund growth, service debt and determine bonuses. Adjusted EBITDA excludes non-cash stock compensation expense and impairments because of the non-cash nature of these items. Adjusted EBITDA also excludes interest income, interest expense and income taxes, and in our view constitutes an accrual-based measure that has the effect of excluding period-to-period changes in working capital and shows profitability without regard to the effects of capital or tax structure. Adjusted EBITDA also excludes depreciation and amortization expense because these non-cash expenses primarily reflect the impact of historical capital investments, as opposed to the cash impacts of capital expenditures made in recent periods, which may be evaluated through cash flow measures. Adjusted EBITDA excludes the gain (or loss) on extinguishment and modification of debt and other, net, because these items are not related to the primary operations of CenturyLink.

There are material limitations to using Adjusted EBITDA as a financial measure, including the difficulty associated with comparing companies that use similar performance measures whose calculations may differ from CenturyLink's calculations. Additionally, this financial measure does not include certain significant items such as interest income, interest expense, income taxes, depreciation and amortization, non-cash stock compensation expense, the gain (or loss) on extinguishment and modification of debt and net other income (expense). Adjusted EBITDA and Adjusted EBITDA Margin (either with or without Integration and Transformation Costs adjustments and Special Items) should not be considered a substitute for other measures of financial performance reported in accordance with GAAP.

Unlevered Cash Flow is defined as net cash provided by (used in) operating activities less capital expenditures, plus cash interest paid and less interest income all as disclosed in the Statements of Cash Flows or the Statements of Operations. Management believes that Unlevered Cash Flow is a relevant metric to provide to investors, because it reflects the operational performance of CenturyLink and, measured over time, provides management and investors with a sense of the underlying business' growth pattern and ability to generate cash. Unlevered Cash Flow excludes cash used for acquisitions and debt service and the impact of exchange rate changes on cash and cash equivalents balances.

There are material limitations to using Unlevered Cash Flow to measure CenturyLink's cash performance as it excludes certain material items such as payments on and repurchases of long-term debt, interest income, cash interest expense and cash used to fund acquisitions. Comparisons of CenturyLink's Unlevered Cash Flow to that of some of its competitors may be of limited usefulness since CenturyLink does not currently pay a significant amount of income taxes due to net operating loss carryforwards, and therefore, currently generates higher cash flow than a comparable business that does pay income taxes. Additionally, this financial measure is subject to variability quarter over quarter as a result of the timing of payments related to accounts receivable, accounts payable, payroll and capital expenditures. Unlevered Cash Flow should not be used as a substitute for net change in cash and cash equivalents in the Consolidated Statements of Cash Flows.

Free Cash Flow is defined as net cash provided by (used in) operating activities less capital expenditures as disclosed in the Statements of Cash Flows. Management believes that Free Cash Flow is a relevant metric to provide to investors, as it is an indicator of CenturyLink's ability to generate cash to service its debt. Free Cash Flow excludes cash used for acquisitions, principal repayments and the impact of exchange rate changes on cash and cash equivalents balances.

There are material limitations to using Free Cash Flow to measure CenturyLink's performance as it excludes certain material items such as principal payments on and repurchases of long-term debt and cash used to fund acquisitions. Comparisons of CenturyLink's Free Cash Flow to that of some of its competitors may be of limited usefulness since CenturyLink does not currently pay a significant amount of income taxes due to net operating loss carryforwards, and therefore, generates higher cash flow than a comparable business that does pay income taxes. Additionally, this financial measure is subject to variability quarter over quarter as a result of the timing of payments related to interest expense, accounts receivable, accounts payable, payroll and capital expenditures. Free Cash Flow should not be used as a substitute for net change in cash and cash equivalents on the Consolidated Statements of Cash Flows.

CenturyLink, Inc.
Non-GAAP Integration and Transformation Costs and Special Items
(UNAUDITED)
(\$ in millions)

	Actual QTD	
	1Q20	1Q19
Integration and Transformation Costs⁽¹⁾ and Special Items Impacting Adjusted EBITDA		
Plus: Integration and Transformation Costs	\$ 34	34
Total Integration and Transformation Costs and Special Items impacting adjusted EBITDA	\$ 34	34
	Actual QTD	
	1Q20	1Q19
Integration and Transformation Costs and Special Items Impacting Net Income (Loss)		
Impairment of goodwill	\$ —	6,506
Loss (gain) on early debt retirement	79	(9)
Total Special Items impacting net income (loss)	79	6,497
Plus: Integration and Transformation Costs	34	34
Total Integration and Transformation Costs and Special Items impacting net income (loss)	113	6,531
Income tax effect of Integration and Transformation Costs and Special Items ⁽²⁾	(28)	(6)
Total Integration and Transformation Costs and Special Items impacting net income (loss), net of tax	\$ 85	6,525

⁽¹⁾ Represents the cost of obtaining the synergy and transformations savings over 2019-2021 that the Company discussed in its Feb. 13, 2019 earnings release.

⁽²⁾ Tax effect calculated using the annualized effective statutory tax rate, excluding any non-recurring discrete items, which was 24.3% and 24.4% for the three months ended 2019 and 2020, respectively.

CenturyLink, Inc.
Non-GAAP Cash Flow Reconciliation
(UNAUDITED)
(\$ in millions)

	1Q20	1Q19
Net cash provided by operating activities	\$ 1,299	1,182
Capital expenditures	(974)	(931)
Free cash flow	325	251
Cash interest paid	383	480
Interest income	(2)	(2)
Unlevered cash flow	\$ 706	729
Free cash flow	\$ 325	251
Add back: cash Integration and Transformation Costs ⁽¹⁾	56	64
Add back: Special Items ⁽¹⁾	26	—
Free cash flow excluding cash Integration and Transformation Costs and Special Items	\$ 407	315
Unlevered cash flow	\$ 706	729
Add back: cash Integration and Transformation Costs	56	64
Add back: Special Items	26	—
Unlevered cash flow excluding cash Integration and Transformation Costs and Special Items	\$ 788	793
⁽¹⁾ Refer to <i>Non-GAAP Integration and Transformation Costs and Special Items</i> table for details of the Integration and Transformation Costs and Special Items included above.		

CenturyLink, Inc.
Adjusted EBITDA Non-GAAP Reconciliation
(UNAUDITED)
(\$ in millions)

	1Q20	1Q19
Net income (loss)	\$ 314	(6,165)
Income tax expense	119	138
Total other expense, net	547	528
Depreciation and amortization expense	1,160	1,188
Share-based compensation expense	69	33
Goodwill impairment	—	6,506
Adjusted EBITDA	\$ 2,209	2,228
Add back: Integration and Transformation Costs ⁽¹⁾	\$ 34	34
Adjusted EBITDA excluding Integration and Transformation Costs and Special Items	\$ 2,243	2,262
Total revenue	\$ 5,228	5,427
Adjusted EBITDA margin	42.3%	41.1%
Adjusted EBITDA margin excluding Integration and Transformation Costs and Special Items	42.9%	41.7%

⁽¹⁾ Refer to *Non-GAAP Integration and Transformation Costs and Special Items* table for details of the Integration and Transformation Costs and Special Items included above.