

CENTURYTEL INC

FORM POS AM

(Post-Effective Amendment to Registration Statement)

Filed 1/8/1998

Address	P O BOX 4065 100 CENTURYTEL DR MONROE, Louisiana 71203
Telephone	318-388-9000
CIK	0000018926
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1
to

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Century Telephone Enterprises, 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 Number)

100 Century Park Drive
Monroe, Louisiana 71203
(318) 388-9500

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Copy to: Harvey P. Perry Copy to:
Kenneth J. Najder Senior Vice President, David P. Falck
Jones, Walker, Waechter, General Counsel and Secretary Winthrop, Stimson,

Poitevent, Carrere
& Denegre, L.L.P.
201 St. Charles Avenue,
51st Floor
New Orleans, Louisiana
70170-5100
(504) 582-8000

Century Telephone
Enterprises, Inc.
100 Century Park Drive
Monroe, Louisiana 71203
(318) 388-9500

Putnam & Roberts
One Battery Park Plaza
New York, New York 10004
(504) 858-1000

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

From time to time after the effective date of this registration statement

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box. X

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. X

This Amendment is being filed pursuant to Rule 462(d) under the Securities Act of 1933 and shall become effective immediately upon filing.

EXPLANATORY NOTE:

This Post-Effective Amendment No. 1 (this "Amendment") is being filed pursuant to Rule 462(d) under the Securities Act of 1933 (the "Act") for the sole purpose of filing an additional exhibit to Registration Statement No. 333-42013 (the "Registration Statement"), and, accordingly, shall become effective immediately upon filing with the Securities and Exchange Commission (the "Commission"). After giving effect to this Amendment, the Registration Statement will consist of the Registration Statement as filed with the Commission at the time it became effective on December 29, 1997, as supplemented and modified by

(i) Registrant's Prospectus dated December 29, 1997 and the Preliminary Prospectus Supplement thereto dated December 30, 1997, each of which were filed with the Commission on December 31, 1997 pursuant to Rule 424(b)(5) under the Act and (ii) this Amendment and the exhibit identified below and filed herewith.

Exhibit No. -----	Exhibit -----
23.2	Consent of Deloitte & Touche LLP.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monroe, State of Louisiana, on January 8, 1998.

CENTURY TELEPHONE ENTERPRISES, INC.

By: /s/ Harvey P. Perry

Harvey P. Perry
Senior Vice President, Secretary,
General Counsel and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to this Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* ----- Clarke M. Williams	Chairman of the Board of Directors	January 8, 1998
* ----- Glen F. Post, III	President, Chief Executive Officer and Vice Chairman of the Board of Directors	January 8, 1998
* ----- R. Stewart Ewing, Jr.	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	January 8, 1998
* ----- Murray H. Greer	Controller (Principal Accounting Officer)	January 8, 1998

<p style="text-align: center;">* ----- W. Bruce Hanks</p>	<p style="text-align: center;">Senior Vice President- Corporate Development and Strategy and Director</p>	<p>January 8, 1998</p>
<p style="text-align: center;">/s/ Harvey P. Perry ----- Harvey P. Perry</p>	<p style="text-align: center;">Senior Vice President, Secretary, General Counsel and Director</p>	<p>January 8, 1998</p>
<p style="text-align: center;">* ----- Jim D. Reppond</p>	<p style="text-align: center;">Director</p>	<p>January 8, 1998</p>
<p style="text-align: center;">* ----- William R. Boles, Jr.</p>	<p style="text-align: center;">Director</p>	<p>January 8, 1998</p>
<p style="text-align: center;">* ----- Ernest Butler, Jr.</p>	<p style="text-align: center;">Director</p>	<p>January 8, 1998</p>
<p style="text-align: center;">* ----- Calvin Czeschin</p>	<p style="text-align: center;">Director</p>	<p>January 8, 1998</p>
<p style="text-align: center;">* ----- James B. Gardner</p>	<p style="text-align: center;">Director</p>	<p>January 8, 199</p>
<p style="text-align: center;">* ----- R. L. Hargrove, Jr.</p>	<p style="text-align: center;">Director</p>	<p>January 8, 1998</p>
<p style="text-align: center;">* ----- Johnny Hebert</p>	<p style="text-align: center;">Director</p>	<p>January 8, 1998</p>
<p style="text-align: center;">* ----- F. Earl Hogan</p>	<p style="text-align: center;">Director</p>	<p>January 8, 1998</p>
<p style="text-align: center;">* ----- C. G. Melville, Jr.</p>	<p style="text-align: center;">Director</p>	<p>January 8, 1998</p>
<p style="text-align: center;">* ----- Virginia Boulet</p>	<p style="text-align: center;">Director</p>	<p>January 8, 1998</p>
<p>*By: /s/ Harvey P. Perry ----- Harvey P. Perry Attorney-in-Fact</p>		

EXHIBIT INDEX

Exhibit No. Exhibit

<p>-----</p> <p>1</p>	<p>-----</p> <p>Form of Underwriting Agreement to be used in connection with sales of Senior Debt Securities.**</p>
<p>2.1</p>	<p>Stock Purchase Agreement dated June 11, 1997 by and between, among others, Century and PacifiCorp Holdings, Inc. (incorporated by reference to Exhibit 2.1 of Century's Current Report on Form 8-K dated June 11, 1997), as amended by an instrument dated as of November 5, 1997 (incorporated by reference to Exhibit 2.2 to Century's Current Report on Form 8-K dated December 11, 1997).</p>
<p>3.1</p>	<p>Amended and Restated Articles of Incorporation of Century (incorporated by reference to Exhibit 3(i) to Century's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996).</p>
<p>3.2</p>	<p>By-laws of Century as amended through November 21, 1996 (incorporated by reference to Exhibit 3.2 of Century's Registration Statement on Form S-4, Registration No. 333-17015).</p>

- 4.1 Rights Agreement dated as of August 27, 1996 between Century and Harris Trust and Savings Bank (successor-in-interest to Society National Bank), as Rights Agent (incorporated by reference to Exhibit 1 to Century's Current Report on Form 8-K filed August 30, 1996).
 - 4.2 Indenture dated as of March 31, 1994 between Century and Regions Bank (successor-in-interest to Regions Bank of Louisiana and First American Bank & Trust of Louisiana), as Trustee (incorporated by reference to Exhibit 25 to Century's Registration Statement on Form S-3, Registration No. 33-59215).
 - 4.3 Form of Board Resolution to be used in designating and authorizing the terms and conditions of any series of Senior Debt Securities offered hereunder.**
 - 4.4 Form of Senior Debt Security (included within Exhibit 4.3)**
 - 4.5 Form of Preferred Stock.***
 - 4.6 Form of Articles of Amendment to Century's Amended and Restated Articles of Incorporation to be used in connection with issuances of Preferred Stock.***
 - 4.7 Form of Common Stock (incorporated by reference to Exhibit 4.1 of Century's Quarterly Report on Form 10-Q for the quarter ended June 30, 1993).
 - 4.8 Form of Warrant Agreement to purchase Senior Debt Securities.***
 - 4.9 Form of Senior Debt Security Warrant Certificate (included in Exhibit 4.8).
 - 4.10 Form of Warrant Agreement to purchase Preferred Stock.***
 - 4.11 Form of Preferred Stock Warrant Certificate (included in Exhibit 4.10).
 - 4.12 Form of Warrant Agreement to purchase Common Stock.***
 - 4.13 Form of Common Stock Warrant Certificate (included in Exhibit 4.12).
 - 5 Opinion of Jones, Walker, Waechter, Poitevent, Carrere & Denegre, L.L.P.**
 - 12 Statement regarding computation of ratio of earnings to fixed charges.**
 - 23.1 Consent of KPMG Peat Marwick LLP.**
 - 23.2 Consent of Deloitte & Touche LLP.*
 - 23.3 Consent of Jones Walker, Waechter, Poitevent, Carrere & Denegre, L.L.P.**
 - 24 Power of Attorney.**
 - 25 Statement of Eligibility of Trustee on Form T-1.**
 - 99.1 Annual Report on Form 10-K of PTI for the year ended December 31, 1996, not including the exhibits thereto.**
 - 99.2 Quarterly Report on Form 10-Q of PTI for the quarter ended March 31, 1997, not including the exhibits thereto.**
 - 99.3 Quarterly Report on Form 10-Q of PTI for the quarter ended June 30, 1997, not including the exhibits thereto.**
 - 99.4 Quarterly Report on Form 10-Q of PTI for the quarter ended September 30, 1997, not including the exhibits thereto.**
 - 99.5 Current Report on Form 8-K of PTI dated April 11, 1997, not including the exhibits thereto.**
 - 99.6 Current Report on Form 8-K of PTI dated September 30, 1997, not including the exhibits thereto.**
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* Filed herewith. ** Previously filed. *** To be filed by one or more post-effective amendments to this registration statement pursuant to Rule 462(d) if the Company determines that such securities are to be sold.

Exhibit 23.2

INDEPENDENT AUDITORS' CONSENT

Pacific Telecom, Inc.
Century Telephone Enterprises, Inc.:

We consent to the use of our report dated January 27, 1997, related to the consolidated financial statements of Pacific Telecom, Inc. as of December 31, 1995 and 1996, and for each of the years in the three-year period ended December 31, 1996, appearing in Pacific Telecom, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1996 and Century Telephone Enterprises, Inc.'s Current Report on Form 8-K dated December 1, 1997, included in or incorporated by reference into, and the reference to our firm under the heading "Experts" in Registration Statement No. 333-42013 of Century Telephone Enterprises, Inc. on Form S-3 and the related Prospectus.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP

*Portland, Oregon
January 6, 1998*

End of Filing

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