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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): **April 7, 2009**

**QWEST COMMUNICATIONS INTERNATIONAL INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-15577**  
(Commission File Number)

**84-1339282**  
(IRS Employer Identification No.)

**1801 California Street, Denver, Colorado**  
(Address of Principal Executive Offices)

**80202**  
(Zip Code)

**(303) 992-1400**  
(Registrant's Telephone Number, Including Area Code)

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

**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.)

**1801 California Street, Denver, Colorado**  
(Address of Principal Executive Offices)

**80202**  
(Zip Code)

**(303) 992-1400**  
(Registrant's Telephone Number, Including Area Code)

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( *see* General Instruction A.2. below):

- ☐ 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))
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## Item 8.01. Other Events .

On April 7, 2009, Qwest Communications International Inc. (“QCII”) and its wholly owned subsidiary, Qwest Corporation (“QC” and together with QCII, “Qwest,” “we,” “us” or “our”), issued a press release announcing that QC was offering \$300 million aggregate principal amount of debt securities in a private placement to be conducted pursuant to Rule 144A under the Securities Act of 1933, as amended. Also on April 7, 2009, Qwest issued a press release announcing that QC had priced the offering and had increased the size of the offering to \$810.5 million aggregate principal amount. The sale of the securities is expected to close on April 13, 2009, subject to customary closing conditions.

Copies of the press releases announcing the offering and the pricing and upsizing of the offering are filed as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K and are incorporated herein by reference in their entirety.

## Item 9.01. Financial Statements and Exhibits.

### (d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated April 7, 2009
99.2	Press Release, dated April 7, 2009

## Forward Looking Statements Warning

This filing may contain projections and other forward-looking statements that involve risks and uncertainties. These statements may differ materially from actual future events or results. Readers are referred to the documents filed by us with the Securities and Exchange Commission, specifically the most recent reports which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements, including but not limited to: access line losses due to increased competition, including from technology substitution of our access lines with wireless and cable alternatives, among others; our substantial indebtedness, and our inability to complete any efforts to further de-lever our balance sheet; adverse results of increased review and scrutiny by media and others (including any internal analyses) of financial reporting issues and practices or otherwise; rapid and significant changes in technology and markets; any adverse developments in commercial disputes or legal proceedings; potential fluctuations in quarterly results; volatility of our stock price; intense competition in the markets in which we compete including the effects of consolidation in our industry; changes in demand for our products and services; acceleration of the deployment of advanced new services, such as broadband data, wireless and video services, which could require substantial expenditure of financial and other resources in excess of contemplated levels; higher than anticipated employee levels, capital expenditures and operating expenses; adverse changes in the regulatory or legislative environment affecting our business; changes in the outcome of future events from the assumed outcome included in our significant accounting policies; our ability to utilize net operating losses in projected amounts ; and continued unfavorable general economic conditions, including the current financial crisis .

The information contained in this filing is a statement of Qwest’s present intention, belief or expectation and is based upon, among other things, the existing regulatory environment, industry conditions, market conditions and prices, the economy in general and Qwest’s assumptions. Qwest may change its intention, belief or expectation, at any time and without notice, based upon any changes in such factors, in Qwest’s assumptions or otherwise. The cautionary statements contained or referred to in this filing should be considered in connection with any subsequent written or oral forward-looking statements that Qwest or persons acting on its behalf may issue. This filing may include analysts’ estimates and other information prepared by third parties for which Qwest assumes no responsibility.

Qwest undertakes no obligation to review or confirm analysts’ expectations or estimates or to release publicly any revisions to any forward-looking statements and other statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

By including any information in this filing, Qwest does not necessarily acknowledge that disclosure of such information is required by applicable law or that the information is material.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, QCII and QC have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

### QWEST COMMUNICATIONS INTERNATIONAL INC.

DATE: April 8, 2009

By: /s/ STEPHEN E. BRILZ

Name: Stephen E. Brilz

Title: Assistant Secretary

### QWEST CORPORATION

DATE: April 8, 2009

By: /s/ STEPHEN E. BRILZ

Name: Stephen E. Brilz

Title: Secretary

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 7, 2009
99.2	Press Release dated April 7, 2009



NEWS

**QWEST CORPORATION ANNOUNCES OFFERING OF \$300 MILLION OF DEBT SECURITIES**

**DENVER, April 7, 2009** — Qwest Corporation, a subsidiary of Qwest Communications International Inc. (NYSE:Q), today announced that it is offering \$300 million aggregate principal amount of debt securities in a private placement to be conducted pursuant to Rule 144A under the Securities Act of 1933, as amended. The net proceeds of the offering will be used for general corporate purposes, including repayment of Qwest Corporation's indebtedness, and funding and refinancing investments in the company's telecommunications assets.

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, securities. Any offers of the securities will be made only by means of a private offering memorandum. The securities have not been registered under the Securities Act of 1933, as amended, or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Forward-Looking Statement Note**

This release may contain projections and other forward-looking statements that involve risks and uncertainties. These statements may differ materially from actual future events or results. Readers are referred to the documents filed by us with the Securities and Exchange Commission, specifically the most recent reports which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements, including but not limited to: access line losses due to increased competition, including from technology substitution of our access lines with wireless and cable alternatives, among others; our substantial indebtedness, and our inability to complete any efforts to further de-lever our balance sheet; adverse results of increased review and scrutiny by media and others (including any internal analyses) of financial reporting issues and practices or otherwise; rapid and significant changes in technology and markets; any adverse developments in commercial disputes or legal proceedings; potential fluctuations in quarterly results; volatility of our stock price; intense competition in the markets in which we compete including the effects of consolidation in our industry; changes in demand for our products and services; acceleration of the deployment of advanced new services, such as broadband data, wireless and video services, which could require substantial expenditure of financial and other resources in excess of contemplated levels; higher than anticipated employee levels, capital expenditures and operating expenses; adverse changes in the regulatory or legislative environment affecting our business; changes in the outcome of future events from the assumed outcome included in our significant accounting policies; our ability to utilize net operating losses in projected amounts; and continued unfavorable general economic conditions, including the current financial crisis.

The information contained in this release is a statement of Qwest's present intention, belief or expectation and is based upon, among other things, the existing regulatory environment, industry conditions, market conditions and prices, the economy in general and Qwest's assumptions. Qwest may change its intention, belief or expectation, at any time and without notice, based upon any changes in such factors, in Qwest's

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assumptions or otherwise. The cautionary statements contained or referred to in this release should be considered in connection with any subsequent written or oral forward-looking statements that Qwest or persons acting on its behalf may issue. This release may include analysts' estimates and other information prepared by third parties for which Qwest assumes no responsibility.

Qwest undertakes no obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements and other statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

By including any information in this release, Qwest does not necessarily acknowledge that disclosure of such information is required by applicable law or that the information is material.

The marks that comprise the Qwest logo are registered trademarks of Qwest Communications International Inc. in the U.S. and certain other countries.

Contacts:

**Media Contact:**

Diane Reberger  
303-992-1662  
diane.reberger@qwest.com

**Investor Contact:**

Rahn Porter  
303-896-0263  
rahn.porter@qwest.com

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NEWS

**QWEST CORPORATION PLACES \$810.5 MILLION IN NOTES**

**DENVER, Apr. 7, 2009** — Qwest Corporation, a subsidiary of Qwest Communications International Inc. (NYSE: Q), today announced that it has concluded an offering of \$810.5 million aggregate principal amount of debt securities due May 1, 2016, which was upsized from the previously announced amount of \$300 million. The notes bear an interest rate of 8.375 percent per annum, payable semi-annually on May 1 and Nov. 1, and the first interest payment date will be Nov. 1, 2009.

“We’re pleased with the strong demand and success of this offer,” said Joseph J. Euteneuer, Qwest executive vice president and chief financial officer.

The 7-year notes were priced at 92.498 percent of par. The net proceeds of the offering will be used for general corporate purposes, including repayment of Qwest Corporation’s indebtedness, and funding and refinancing investments in the company’s telecommunications assets.

The sale of the notes is expected to close on April 13, 2009.

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, securities. Any offers of the securities will be made only by means of a private offering memorandum. The securities have not been registered under the Securities Act of 1933, as amended, or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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expenditures and operating expenses; adverse changes in the regulatory or legislative environment affecting our business; changes in the outcome of future events from the assumed outcome included in our significant accounting policies; our ability to utilize net operating losses in projected amounts ; and continued unfavorable general economic conditions, including the current financial crisis .

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