
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, 2024 (May 1, 2024)

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
(Registrant's telephone number, including area code)

Level 3 Parent, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35134
(Commission
File Number)

47-0210602
(IRS Employer
Identification No.)

931 14th Street
Denver, Colorado
(Address of principal executive offices)

80202-2994
(Zip Code)

(720) 888-1000
(Registrant's telephone number, including area code)

Qwest Corporation

(Exact name of registrant as specified in its charter)

Colorado

001-03040

84-0273800

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

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

71203
(Zip Code)

(318) 388-9000
(Registrant's 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:

Registrant	Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Lumen Technologies, Inc.	Common Stock, \$1.00 par value per share	LUMN	New York Stock Exchange
Lumen Technologies, Inc.	Preferred Stock Purchase Rights	N/A	New York Stock Exchange
Qwest Corporation	6.5% Notes Due 2056	CTBB	New York Stock Exchange
Qwest Corporation	6.75% Notes Due 2057	CTDD	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.

On May 6, 2024, Lumen Technologies, Inc. (the “Company”) announced that Mr. Stacey Goff, the general counsel and secretary of the Company and its principal subsidiaries, will be leaving the Company and that Mr. Chad Ho will succeed Mr. Goff as chief legal officer. Mr. Ho will join the Company in June 2024. Commencing with Mr. Ho’s start date, Mr. Goff will cease serving in his current executive role, although he is expected to remain an employee of the Company for a few weeks to assist with the transition.

In connection with Mr. Goff’s separation from the Company and its subsidiaries, the Human Resources and Compensation Committee (the “Committee”) of the Company’s board of directors approved (i) accelerated vesting of Mr. Goff’s time-based restricted stock awards granted in 2022 and 2023 and (ii) Mr. Goff’s continued right to hold a prorated portion of his performance-based restricted stock awards granted in 2022 and 2023 subject to their original performance conditions and vesting dates, in each case effective as of his last day of employment. Mr. Goff will forfeit all other equity grants. Mr. Goff will also receive certain cash severance and bonus payments under previously-existing compensation arrangements, which arrangements are described in the Company’s definitive proxy statement for its 2024 annual meeting of shareholders, as filed with the U.S. Securities and Exchange Commission on April 5, 2024.

Forward Looking Statements

Except for the historical and factual information contained herein, the matters set forth in this Current Report on Form 8-K, including statements regarding the termination and compensation arrangements of Mr. Goff and other statements identified by words such as “will,” “estimates,” “expects,” “projects,” “plans,” and similar expressions, are forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, many of which are beyond our control, including the completion of transitioning and the documentation of the above-described arrangements. Actual events and results may differ materially from those anticipated, estimated or projected if one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect. You should not place undue reliance on these forward looking statements, which speak only as of the date of this Current Report on Form 8-K. Unless legally required, we undertake no obligation and expressly disclaims any such obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 8.01 Other Events.

The Company issued a press release dated May 6, 2024, announcing the appointment of Mr. Chad Ho as its new chief legal officer. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

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

Exhibit No.	Description
99.1	<u>Press release dated May 6, 2024, titled “Lumen Appoints Chad Ho as Executive Vice President and Chief Legal Officer.”</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., Level 3 Parent, LLC, and Qwest Corporation have duly caused this Current Report on Form 8-K to be signed on their behalf by the undersigned officer hereunto duly authorized.

LUMEN TECHNOLOGIES, INC.

Dated: May 6, 2024

By: /s/ Stacey W. Goff
Stacey W. Goff
Executive Vice President, General Counsel and Secretary

LEVEL 3 PARENT, LLC

Dated: May 6, 2024

By: /s/ Stacey W. Goff
Stacey W. Goff
Executive Vice President, General Counsel and Secretary

QWEST CORPORATION

Dated: May 6, 2024

By: /s/ Stacey W. Goff
Stacey W. Goff
Executive Vice President, General Counsel and Secretary

Lumen Appoints Chad Ho as Executive Vice President and Chief Legal Officer

Ho to Succeed Veteran Executive Stacey Goff

DENVER, May 6, 2024 — Lumen Technologies (NYSE: LUMN) today announced it has appointed Chad Ho as executive vice president and chief legal officer. His appointment will begin in June. He succeeds Stacey Goff, whose legacy includes a distinguished 26-year career with Lumen and its predecessors. We anticipate that Mr. Goff will remain with the company for a few weeks after Mr. Ho's appointment to ensure a smooth transition.

Ho is an experienced chief legal officer with a unique track record of success. He has extensive expertise advising market-leading publicly traded companies as well as emerging high-growth organizations. Ho served as the long-time general counsel of Hulu where, as part of the original management team, he helped grow the company from pre-revenue to a multibillion-dollar business. After Hulu's sale and integration into Disney, he oversaw Legal for the global business operations across Disney's TV networks and streaming services. Most recently, Ho was chief legal officer for Sabre, a travel technology company with the largest global distribution system in the U.S. He holds a J.D. from Harvard Law School and a B.A. from Stanford University.

"Chad's innovative and proven experience with large public companies and his ability to fuel growth in the technology sector makes him the perfect person to guide Lumen through its ongoing transformation," said Kate Johnson, president and CEO of Lumen. "I am confident in Chad's ability to bring unique insights and drive results. In addition, his ability to motivate is a great cultural fit for this company."

"I'm excited to be joining Lumen at such a pivotal time," said Ho. "With its world-class team and unique technology capabilities, the opportunity is enormous."

"I want to thank Stacey for his contributions, leadership and commitment through many important moments in Lumen's history. Stacey built a significant legacy, having led with care and empathy during challenging times. He leaves Lumen with a stronger foundation," said Johnson.

"It has been a privilege to serve at Lumen," said Goff. "Through the years, I have seen this company transform from a small telecommunications firm into a powerful technology company. I have loved the many great people I have worked with here, am proud of all that we have achieved together and of the transformational journey that began so many years ago. I know Lumen has the right strategy in place to deliver revenue growth. I look forward to watching the company's success."

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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 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. We undertake no obligation to publicly update or revise any forward-looking statements, which speak only as of the date made.

About Lumen Technologies:

Lumen connects the world. We are igniting business growth 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**](https://news.lumen.com), LinkedIn: /lumentechologies, Twitter: @lumentechco, Facebook: /lumentechologies, Instagram: @lumentechologies, and YouTube: /lumentechologies.