
**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): **March 16, 2017**

Level 3 Communications, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other
jurisdiction of incorporation)

1-35134
(Commission File
Number)

47-0210602
(IRS employer
Identification No.)

1025 Eldorado Blvd., Broomfield, Colorado
(Address of principal executive offices)

80021
(Zip code)

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

Not applicable
(Former name and 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 5.07. Submission of Matters to a Vote of Security Holders.

Level 3 Communications, Inc. (the “Company”), held its special meeting of stockholders on March 16, 2017 (the “Special Meeting”) to consider the matters relating to the proposed acquisition of the Company by CenturyLink, Inc. At the meeting, stockholders present in person or by proxy voted on the matters described below. The votes noted below are the final voting results.

There were 360,078,836 of our common stock entitled to vote at the Special Meeting and a total of 295,681,304 shares (approximately 82.12% of the outstanding common stock) were represented at the meeting in person or by proxy.

- 1) To approve the proposal to adopt the Agreement and Plan of Merger, dated as of October 31, 2016, among Level 3 Communications, Inc. (“Level 3”), CenturyLink, Inc. (“CenturyLink”), Wildcat Merger Sub 1 LLC (“Merger Sub 1”) and WWG Merger Sub LLC, pursuant to which Merger Sub 1, a wholly owned subsidiary of CenturyLink, will merge with and into Level 3, with Level 3 surviving the merger as a wholly owned subsidiary of CenturyLink; and to approve the merger:

For	Against	Abstain
292,255,451	1,969,598	1,456,255

- 2) To approve the proposal to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to Level 3’s named executive officers in connection with the merger, and the agreements and understandings pursuant to which such compensation may be paid or become payable:

For	Against	Abstain
284,982,877	8,050,764	2,647,663

- 3) To approve the proposal to approve the adjournment or postponement of the special meeting, if necessary or appropriate to solicit proxies if there are not sufficient votes at the time of the special meeting to approve the merger proposal:

For	Against	Abstain
278,516,760	15,309,794	1,854,750

Item 8.01. Other Events.

On March 16, 2017, the Company and CenturyLink, Inc. issued a joint press release announcing the results of the Special Meeting and the results of the special meeting of the shareholders of CenturyLink, Inc., a copy of which is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed herewith:

Exhibit Number	Description
99.1	Joint Press Release of Level 3 Communications, Inc. and CenturyLink, Inc. dated March 16, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Level 3 Communications, Inc.

By: /s/ Neil J. Eckstein
Neil J. Eckstein, Senior Vice President

Date: March 17, 2017

Exhibit Index

Exhibit	Description
99.1	Joint Press Release of Level 3 Communications, Inc. and CenturyLink, Inc., dated March 16, 2017.

**FOR IMMEDIATE RELEASE:**

March 16, 2017

FOR MORE INFORMATION CONTACT:Debra Peterson, 913-353-7569 debra.d.peterson@centurylink.com**CenturyLink and Level 3 shareholders approve merger**

MONROE, La. and BROOMFIELD, Colo. - CenturyLink, Inc. (NYSE: CTL) and Level 3 Communications, Inc. (NYSE: LVLT) today announce that shareholders of both companies overwhelmingly approved all proposals related to the companies' merger.

At a special meeting of CenturyLink's shareholders held today in Monroe, approximately 96.3 percent of the votes cast supported the proposal to issue CenturyLink common stock to Level 3 stockholders in connection with the proposed merger.

At a special meeting of Level 3's stockholders held today in Broomfield, approximately 81.2 percent of Level 3's outstanding shares of common stock, and more than 98.8 percent of the votes cast, were voted in favor of approving the merger agreement.

"The combination of CenturyLink and Level 3 will significantly improve our global network capabilities, creating a company with one of the most robust fiber networks in the world," said Glen F. Post, III, chief executive officer and president of CenturyLink. "This expanded network should allow us to bring substantial operational and service benefits to our enterprise customers, as well as an enhanced customer experience."

In addition to approvals by CenturyLink and Level 3 shareholders and previously announced state regulatory approvals and clearances in Ohio, Utah and Nevada, the companies also recently received approvals in Georgia and West Virginia and clearances in Connecticut, Indiana and Louisiana. The two companies continue to expect to receive the remaining state, federal and international approvals in time to complete the merger by Sept. 30, 2017.

"We appreciate the strong support from our shareholders for the merger and their recognition of the benefits the combined company will bring. We're making solid progress with our regulatory approvals and remain optimistic that the process will continue smoothly with the remaining reviews," Post said.

Upon closing of the transaction, Level 3 stockholders will receive \$26.50 per share in cash and 1.4286 shares of CenturyLink stock for each Level 3 share they own. Upon closing of the transaction, CenturyLink shareholders will own approximately 51 percent, and Level 3 stockholders will own approximately 49 percent, of the combined company. The combined company will be headquartered in Monroe, La., and will maintain a key operational presence in Colorado and the Denver metropolitan area.

For more information about the merger, visit www.connectingtheneweconomy.com.

About CenturyLink

CenturyLink (NYSE: CTL) is a global communications, hosting, cloud and IT services company enabling millions of customers to transform their businesses and their lives through innovative technology solutions. CenturyLink offers network and data systems management, big data analytics and IT consulting, and operates more than 55 data centers in North America, Europe and Asia. The company provides broadband, voice, video, data and managed services over a robust 250,000-route-mile U.S. fiber network and a 300,000-route-mile international transport network. Visit CenturyLink for more information.

About Level 3 Communications

Level 3 Communications, Inc. (NYSE: LVT) is a Fortune 500 company that provides local, national and global communications services to enterprise, government and carrier customers. Level 3's comprehensive portfolio of secure, managed solutions includes fiber and infrastructure solutions; IP-based voice and data communications; wide-area Ethernet services; video and content distribution; data center and cloud-based solutions. Level 3 serves customers in more than 500 markets in over 60 countries across a global services platform anchored by owned fiber networks on three continents and connected by extensive undersea facilities. For more information, please visit www.level3.com or get to know us on Twitter, Facebook and LinkedIn.

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Forward Looking Statements

Except for the historical and factual information contained herein, the matters set forth in this communication, including statements regarding the expected timing and benefits of the proposed transaction, such as efficiencies, cost savings, enhanced revenues, growth potential, market profile and financial strength, and the competitive ability and position of the combined company, and other statements identified by words such as "will," "estimates," "anticipates," "believes," "expects," "projects," "plans," "intends," "may," "should," "could," "seeks" 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. These forward-looking statements, and the assumptions upon which they are based, (i) are not guarantees of future results, (ii) are inherently speculative and (iii) are subject to a number of risks and uncertainties. Actual events and results may differ materially from those anticipated, estimated, projected or implied 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: the ability of the parties to timely and successfully receive the required approvals for the combination from regulatory agencies free of conditions materially adverse to the parties; the possibility that the anticipated benefits from the proposed transaction cannot be fully realized or may take longer to realize than expected; the possibility that costs, difficulties or disruptions related to the integration of Level 3's operations with those of CenturyLink will be greater than expected; the ability of the combined company to retain and hire key personnel; the effects of competition from a wide variety of competitive providers, including lower demand for CenturyLink's legacy offerings; the effects of new, emerging or competing technologies, including those that could make the combined company's products less desirable or obsolete; 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, access charges, universal service, broadband deployment, data protection and net neutrality; adverse changes in CenturyLink's or the combined company's access to credit markets on favorable terms, whether caused by changes in its financial position, lower debt credit ratings, unstable markets or otherwise; the combined company's ability to effectively adjust to changes in the communications industry, and changes in the composition of its markets and product mix; possible changes in the demand for, or pricing of, the combined company's products and services, including the combined company's ability to effectively respond to increased demand for high-speed broadband service; changes in the operating plans, capital allocation plans or corporate strategies of the combined company, whether based on changes in market conditions, changes in the cash flows or financial position of the combined company, or otherwise; the combined company's ability to successfully maintain the quality and profitability of its existing product and service offerings and to introduce new offerings on a timely and cost-effective basis; the adverse impact on the combined company's business and network from possible equipment failures, service outages, security breaches or similar events impacting its network; the combined company's ability to maintain favorable relations with key business partners, suppliers, vendors, landlords and financial institutions; the ability of the combined company to utilize net operating losses in amounts projected; changes in the future cash requirements of the combined company; and other risk factors and cautionary statements as detailed from time to time in each of CenturyLink's and Level 3's reports filed with the U.S. Securities and Exchange Commission (the "SEC"). Due to these risks and uncertainties, there can be no assurance that the proposed combination or any other transaction described above will in fact be completed in the manner described or at all. You should be aware that new factors may emerge from time to time and it is not possible for us to identify all such factors nor can we predict the impact of each such factor on the proposed combination or the combined company. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this communication. Unless legally required, CenturyLink and Level 3 undertake no obligation and each expressly disclaim any such obligation, to update publicly any forward-looking statements, whether as a result of new information, future events, changed events or otherwise.

Additional Information

In connection with the proposed combination, CenturyLink filed a registration statement on Form S-4 with the SEC (Registration Statement No. 333-215121) which was declared effective by the SEC on February 13, 2017. CenturyLink and Level 3 have filed a joint proxy statement/prospectus and will file other relevant documents concerning the proposed transaction with the SEC. CenturyLink and Level 3 began mailing the definitive joint proxy statement/prospectus to their respective security holders on or about February 13, 2017. The definitive joint proxy statement/prospectus, dated as of February 13, 2017, contains important information about CenturyLink, Level 3, the proposed combination and related matters. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED COMBINATION OR INCORPORATED BY REFERENCE IN THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain the definitive joint proxy statement/prospectus and the filings that are incorporated by reference in the definitive joint proxy statement/prospectus, as well as other filings containing information about CenturyLink and Level 3, free of charge, at the website maintained by the SEC at www.sec.gov. Investors and security holders may also obtain these documents free of charge by directing a request to CenturyLink, 100 CenturyLink Drive, Monroe, Louisiana 71203, Attention: Corporate Secretary, or to Level 3, 1025 Eldorado Boulevard, Broomfield, Colorado 80021, Attention: Investor Relations.
