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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**SCHEDULE 13D**

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO §240.13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO §240.13d-2(a)**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 7)\***

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**Level 3 Communications, Inc.**

(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

52729N308  
(CUSIP Number)

Chan Jen Keet  
c/o Singapore Technologies Telemedia Pte Ltd  
1 Temasek Avenue #33-01  
Millenia Tower  
Singapore 039192  
Telephone: (65) 6723 8633  
Facsimile: (65) 6720 7220

Copy to

Michael W. Sturrock, Esq.  
Latham & Watkins LLP  
9 Raffles Place #42-02  
Singapore 048619  
Telephone: (65) 6536 1161  
Facsimile: (65) 6536 1171

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 1, 2017  
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

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*Note* : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

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1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only)  Temasek Holdings (Private) Limited	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source Of Funds  AF	
5	Check If Disclosure Of Legal Proceedings Is Required Pursuant To Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship Or Place Of Organization  Singapore	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power  0
	8	Shared Voting Power  0
	9	Sole Dispositive Power  0
	10	Shared Dispositive Power  0
11	Aggregate Amount Beneficially Owned By Each Reporting Person  0	
12	Check if the Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent Of Class Represented By Amount In Row (11)  0%	
14	Type OF Reporting Person  CO	

1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only)  Singapore Technologies Telemedia Pte Ltd	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source Of Funds  AF	
5	Check If Disclosure Of Legal Proceedings Is Required Pursuant To Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship Or Place Of Organization  Singapore	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power  0
	8	Shared Voting Power  0
	9	Sole Dispositive Power  0
	10	Shared Dispositive Power  0
11	Aggregate Amount Beneficially Owned By Each Reporting Person  0	
12	Check if the Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent Of Class Represented By Amount In Row (11)  0%	
14	Type OF Reporting Person  CO	

1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only)  STT Communications Ltd	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source Of Funds  AF ; WC	
5	Check If Disclosure Of Legal Proceedings Is Required Pursuant To Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship Or Place Of Organization  Singapore	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power  0
	8	Shared Voting Power  0
	9	Sole Dispositive Power  0
	10	Shared Dispositive Power  0
11	Aggregate Amount Beneficially Owned By Each Reporting Person  0	
12	Check if the Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent Of Class Represented By Amount In Row (11)  0%	
14	Type OF Reporting Person  CO	

1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only)  STT Crossing Ltd	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source Of Funds  OO ; AF	
5	Check If Disclosure Of Legal Proceedings Is Required Pursuant To Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship Or Place Of Organization  Mauritius	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power  0
	8	Shared Voting Power  0
	9	Sole Dispositive Power  0
	10	Shared Dispositive Power  0
11	Aggregate Amount Beneficially Owned By Each Reporting Person  0	
12	Check if the Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent Of Class Represented By Amount In Row (11)  0%	
14	Type OF Reporting Person  CO	

**Preamble**

This Amendment No. 7 amends the Schedule 13D previously filed with the SEC on October 5, 2011 and amended on December 2, 2011, May 21, 2012, June 17, 2014, November 12, 2014, March 2, 2015 and November 1, 2016 (as amended, the “Statement”) by Temasek Holdings (Private) Limited (“Temasek”), Singapore Technologies Telemedia Pte Ltd, a subsidiary of Temasek (“STT”), STT Communications Ltd, a subsidiary of STT (“STT Comm”), and STT Crossing Ltd, a subsidiary of STT Comm (“STT Crossing”), with respect to the common stock, par value \$0.01 per share (the “Common Stock”), of Level 3 Communications, Inc., a company organized under the laws of Delaware (the “Issuer”). Capitalized terms used but not defined herein have the meanings given to them in the Statement.

**Item 4. Purpose of Transaction**

Item 4 is hereby amended and supplemented by adding the following:

On November 1, 2017, the Issuer consummated the Combination contemplated by the Merger Agreement. Pursuant to the Merger Agreement, upon consummation of the Combination, STT Crossing received approximately \$1,723.3 million in cash and 92,904,239 shares of common stock of the Company in exchange for 65,031,667 shares of Common Stock.

**Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended as follows:

- (a) — (b) The Reporting Persons do not beneficially own any shares of the Common Stock.
- (e) The Reporting Persons ceased to be the beneficial owners of more than 5.0% of the Common Stock on November 1, 2017.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 3, 2017

**TEMASEK HOLDINGS (PRIVATE) LIMITED**

By: /s/ Christina Choo Soo Shen

Name: Christina Choo Soo Shen

Title: Authorized Signatory

**SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD**

By: /s/ Chan Jen Keet

Name: Chan Jen Keet

Title: Company Secretary

**STT COMMUNICATIONS LTD**

By: /s/ Chan Jen Keet

Name: Chan Jen Keet

Title: Company Secretary

**STT CROSSING LTD**

By: /s/ Johnny Ong Seng Huat

Name: Johnny Ong Seng Huat

Title: Director