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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 5, 2026

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**LUMEN<sup>®</sup>**

**Lumen Technologies, Inc.**

(Exact name of registrant as specified in its charter)

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**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**  
(Telephone number, including area code)

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**Level 3 Parent, LLC**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35134**  
(Commission  
File Number)

**47-0210602**  
(IRS Employer  
Identification No.)

**931 14<sup>th</sup> Street**  
**Denver, Colorado**  
(Address of registrant's principal executive offices)

**80202**  
(Zip Code)

**Registrants' telephone number, including area code: (720) 888-1000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the 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(s)	Name of Each Exchange on Which Registered
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Lumen Technologies, Inc.	Common Stock, no-par value per share	LUMN	New York Stock Exchange
Lumen Technologies, Inc.	Preferred Stock Purchase Rights	N/A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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### Item 8.01 Other Events.

On January 5, 2026, Lumen Technologies, Inc. (“Lumen,” “us,” “we” or “our”) issued a press release announcing that its indirect wholly-owned subsidiary, Level 3 Financing, Inc. (“Level 3 Financing”), planned to offer an additional \$600 million aggregate principal amount of its 8.500% Senior Notes due 2036 (the “Additional Notes”) in a proposed private offering that would not be registered under the Securities Act of 1933, as amended (the “Securities Act”). The Additional Notes are being offered as a further issuance of Level 3 Financing’s 8.500% Senior Notes due 2036, of which \$1.25 billion aggregate principal amount was originally issued on December 23, 2025 (the “Initial Notes” and, together with the Additional Notes, the “Notes”). The Additional Notes will form a single series with, and have the same terms (other than issue date and issue price) as, the Initial Notes. That press release is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference as if set forth in full.

On January 5, 2026, Lumen issued a subsequent press release announcing the pricing of \$650 million of the Additional Notes in a private offering that would not be registered under the Securities Act, which represents a \$50 million increase from the previously announced size of the offering. Level 3 Financing intends to use the net proceeds from this offering, together with cash on hand or other available liquidity, if necessary, to fund the purchase of any of its (1) 4.000% Second Lien Notes due 2031, (2) 3.875% Second Lien Notes due 2030, (3) 4.500% Second Lien Notes due 2030, and (4) 4.875% Second Lien Notes due 2029 (collectively, the “Existing Second Lien Notes”) in connection with the cash tender offers launched on December 8, 2025 (each, a “Tender Offer”) that were not purchased at early settlement of the Tender Offers and are validly tendered and not validly withdrawn prior to the withdrawal deadline of the Tender Offers, and the payment of accrued and unpaid interest, fees and expenses in connection therewith. To the extent not applied in connection with the Tender Offers, Level 3 Financing intends to use the net proceeds from this offering to pay fees and expenses relating to this offering and for general corporate purposes. That press release is filed as Exhibit 99.2 to this Current Report and is incorporated herein by reference as if set forth in full.

The Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, the Notes, nor will there be any sale of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Current Report on Form 8-K does not constitute an offer to buy or the solicitation of an offer to sell any Existing Second Lien Notes, nor will there be any purchase of Existing Second Lien Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful.

#### Forward-Looking Statements

*Except for historical and factual information, the matters set forth in this Current Report on Form 8-K identified by words such as “will,” “should,” “expects,” “anticipates,” “believes,” “plans,” “intends,” and similar expressions are forward-looking statements as defined by the federal securities laws, and 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, and are subject to various uncertainties. Actual events and results may differ materially from those anticipated by us in those statements for several reasons, including those discussed in Exhibits 99.1 and 99.2. We may change our intentions or plans discussed in our forward-looking statements without notice at any time and for any reason.*

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#"><u>Press Release dated January 5, 2026, relating to the proposed private offering of Additional 8.500% Senior Notes due 2036.</u></a>
99.2	<a href="#"><u>Press Release dated January 5, 2026, relating to the pricing of its Additional 8.500% Senior Notes due 2036.</u></a>
104	Cover Page Interactive Data File (formatted in iXBRL in Exhibit 101).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Lumen Technologies, Inc. and Level 3 Parent, LLC have duly caused this Current Report to be signed on their behalf by the undersigned officer hereunto duly authorized.

**LUMEN TECHNOLOGIES, INC.**

By: /s/ Chris Stansbury

Chris Stansbury

Executive Vice President and Chief Financial Officer

**LEVEL 3 PARENT, LLC**

By: /s/ Chris Stansbury

Chris Stansbury

Executive Vice President and Chief Financial Officer

Dated: January 5, 2026

## Lumen Technologies, Inc. Announces Offering of Additional 8.500% Senior Notes Due 2036

**DENVER, Jan. 5 2026** — Lumen Technologies, Inc. (“Lumen,” “us,” “we” or “our”) (NYSE: LUMN) today announced that its wholly-owned subsidiary, Level 3 Financing, Inc. (“Level 3 Financing”), plans to offer an additional \$600 million aggregate principal amount of its 8.500% Senior Notes due 2036 (the “Additional Notes”). The Additional Notes are being offered as a further issuance of Level 3 Financing’s 8.500% Senior Notes due 2036, of which \$1.25 billion aggregate principal amount was originally issued on Dec. 23, 2025 (the “Initial Notes” and, together with the Additional Notes, the “Notes”). The Additional Notes will form a single series with, and have the same terms (other than issue date and issue price) as, the Initial Notes.

Level 3 Financing intends to use the net proceeds from this offering and, if necessary, cash on hand or other available liquidity, to fund the purchase of any Existing Second Lien Notes (as defined below) that were not purchased at Early Settlement (as defined below) and are validly tendered and not validly withdrawn prior to the Withdrawal Deadline (as defined below), and the payment of accrued and unpaid interest, fees and expenses in connection therewith. To the extent not applied in connection with the Tender Offers, Level 3 Financing intends to use the net proceeds from this offering to pay fees and expenses relating to this offering and for general corporate purposes.

On Dec. 8, 2025, Level 3 Financing launched cash tender offers (the “Tender Offers” and each, a “Tender Offer”) to purchase Level 3 Financing’s (1) 4.000% Second Lien Notes due 2031, (2) 3.875% Second Lien Notes due 2030, (3) 4.500% Second Lien Notes due 2030, and (4) 4.875% Second Lien Notes due 2029 (collectively, the “Existing Second Lien Notes”), and the solicitations of consents to amend the indentures governing the Existing Second Lien Notes (the “Solicitations of Consents”) pursuant to and on the terms and subject to the conditions set forth in an Offer to Purchase and Solicitations of Consents, dated Dec. 8, 2025, as amended and supplemented (the “Statement”). On Dec. 23, 2025, in connection with the early results of the Tender Offers and the Solicitation of Consents as set forth in the Statement, Level 3 Financing purchased an aggregate amount of \$1,568,804,800 of the Existing Second Lien Notes that were validly tendered and not withdrawn as of 5 p.m. EST on Dec. 19, 2025 (the “Early Settlement”). The Tender Offers and Consent Solicitations are scheduled to expire at 5 p.m. EST on Jan. 7, 2026 (the “Withdrawal Deadline”), unless extended, earlier expired or terminated by Level 3 Financing in its sole discretion.

The Notes will not be registered under the Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold in the United States absent registration or an exemption from the applicable registration requirements. Accordingly, the Notes are being offered and sold only to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A promulgated under the Securities Act and to non-U.S. persons outside the United States in accordance with Regulation S promulgated under the Securities Act. The Notes will not have registration rights.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, the Notes, nor will there be any sale of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. This press release does not constitute an offer to buy or the solicitation of an offer to sell any Existing Second Lien Notes, nor will there be any purchase of Existing Second Lien Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### About Lumen Technologies

Lumen is unleashing the world’s digital potential. We ignite business growth by connecting people, data, and applications – quickly, securely, and effortlessly. As the trusted network for AI, Lumen uses the scale of our network to help companies realize AI’s full potential. From metro connectivity to long-haul data transport to our edge cloud, security, managed service, and digital platform capabilities, we meet our customers’ needs today and as they build for tomorrow.

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Lumen and Lumen Technologies are registered trademarks of Lumen Technologies, Inc. in the United States. Level 3 Financing, Inc. is a wholly owned affiliate of Lumen Technologies, Inc.

### **Forward-Looking Statements**

*Except for historical and factual information, the matters set forth in this release and other of our oral or written statements identified by words such as “estimates,” “expects,” “anticipates,” “believes,” “plans,” “intends,” and similar expressions are forward-looking statements. 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 assumptions, risks and 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 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: failure of the conditions set forth in the Statement to be satisfied or waived; the possibility that potential debt investors will not be receptive to the offering on the terms described above or at all; corporate developments that could preclude, impair or delay the above-described transactions due to restrictions under the federal securities laws; changes in Level 3 Financing’s credit ratings; changes in the cash requirements, financial position, financing plans or investment plans of Level 3 Financing or its affiliates; changes in general market, economic, tax, regulatory or industry conditions that impact the ability or willingness of Level 3 Financing or its affiliates to consummate the above-described transactions on the terms described above or at all; and other risks referenced from time to time in the filings of Lumen or Level 3 Parent, LLC with the Securities and Exchange Commission. We undertake no obligation to publicly update or revise any forward-looking statements for any reason, whether as a result of new information, future events or developments, changed circumstances, or otherwise. We may change our intentions, strategies or plans (including our plans expressed herein) without notice at any time and for any reason.*

### **Media Contact:**

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### **Investor Contact:**

Jim Breen, CFA  
Investor.relations@lumen.com  
+1 603-404-7003

**Lumen Technologies, Inc. Announces Upsize and Pricing of Additional 8.500% Senior Notes Due 2036**

**DENVER, Jan. 5, 2026** — Lumen Technologies, Inc. (“Lumen,” “us,” “we” or “our”) (NYSE: LUMN) today announced that its wholly-owned subsidiary, Level 3 Financing, Inc. (“Level 3 Financing”), has agreed to sell \$650 million aggregate principal amount of its 8.500% Senior Notes due 2036 (the “Additional Notes”), which represents a \$50 million increase from the previously announced size of the offering. The Additional Notes are being offered as a further issuance of Level 3 Financing’s 8.500% Senior Notes due 2036, of which \$1.25 billion aggregate principal amount was originally issued on Dec. 23, 2025 (the “Initial Notes” and, together with the Additional Notes, the “Notes”). The Additional Notes will form a single series with, and have the same terms (other than issue date and issue price) as, the Initial Notes.

The Additional Notes were priced to investors at a price of 101.750% of their aggregate principal amount and will mature on Jan. 15, 2036. Upon issuance, the Additional Notes will be fully and unconditionally guaranteed, jointly and severally, on an unsubordinated and unsecured basis by Level 3 Parent, LLC, the direct parent of Level 3 Financing, and certain unregulated subsidiaries of Level 3 Financing.

Level 3 Financing intends to use the net proceeds from this offering and, if necessary, cash on hand or other available liquidity, to fund the purchase of any Existing Second Lien Notes (as defined below) that were not purchased at early settlement of the Tender Offers (as defined below), are validly tendered and not validly withdrawn prior to the withdrawal deadline of the Tender Offers, and the payment of accrued and unpaid interest, fees and expenses in connection therewith. To the extent not applied in connection with the Tender Offers, Level 3 Financing intends to use the net proceeds from this offering to pay fees and expenses relating to this offering and for general corporate purposes.

On Dec. 8, 2025, Level 3 Financing launched cash tender offers (the “Tender Offers” and each, a “Tender Offer”) to purchase Level 3 Financing’s (1) 4.000% Second Lien Notes due 2031, (2) 3.875% Second Lien Notes due 2030, (3) 4.500% Second Lien Notes due 2030, and (4) 4.875% Second Lien Notes due 2029 (collectively, the “Existing Second Lien Notes”), and the solicitations of consents to amend the indentures governing the Existing Second Lien Notes pursuant to and on the terms and subject to the conditions set forth in an Offer to Purchase and Solicitations of Consents, dated Dec. 8, 2025, as amended and supplemented.

The Notes will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws in the United States and may not be offered or sold in the United States absent registration or an exemption from the applicable registration requirements. Accordingly, the Notes are being offered and sold only to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A promulgated under the Securities Act and to non-U.S. persons outside the United States in accordance with Regulation S promulgated under the Securities Act. The Notes will not have registration rights.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, the Notes, nor will there be any sale of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. This press release does not constitute an offer to buy or the solicitation of an offer to sell any Existing Second Lien Notes, nor will there be any purchase of Existing Second Lien Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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## **About Lumen Technologies**

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## **Forward-Looking Statements**

*Except for historical and factual information, the matters set forth in this release and other of our oral or written statements identified by words such as "estimates," "expects," "anticipates," "believes," "plans," "intends," and similar expressions are forward-looking statements. 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 assumptions, risks and 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 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: failure to satisfy or waive the conditions to consummation of the Notes offering or the conditions set forth in the Statement; corporate developments that could preclude, impair or delay the above-described transactions due to restrictions under the federal securities laws; changes in Level 3 Financing's credit ratings; changes in the cash requirements, financial position, financing plans or investment plans of Level 3 Financing or its affiliates; changes in general market, economic, tax, regulatory or industry conditions that impact the ability or willingness of Level 3 Financing to consummate the above-described transactions on the terms described above or at all; and other risks referenced from time to time in the filings of Lumen or Level 3 Parent, LLC with the Securities and Exchange Commission. We undertake no obligation to publicly update or revise any forward-looking statements for any reason, whether as a result of new information, future events or developments, changed circumstances, or otherwise. We may change our intentions, strategies or plans (including our plans expressed herein) without notice at any time and for any reason.*

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