

LEVEL 3 COMMUNICATIONS INC

Form 425

February 09, 2017

**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): February 9, 2017**

**CenturyLink, Inc.**

**(Exact name of registrant as specified in its charter)**

**Louisiana**  
**(State or other jurisdiction)**

**001-7784**  
**(Commission)**

**72-0651161**  
**(IRS Employer)**

**of incorporation)**

**File Number)**

**Identification No.)**

**100 CenturyLink Drive**

**Monroe, Louisiana**  
**(Address of principal executive offices)**

**(318) 388-9000**

**71203**  
**(Zip Code)**

**(Registrants 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 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))

**Item 7.01 Regulation FD Disclosure.**

On February 9, 2017, the preliminary marketing term sheet attached as Exhibit 99.1 to this Current Report on Form 8-K (the Term Sheet ) was distributed to certain potential institutional loan investors in connection with the debt financing for CenturyLink, Inc. s previously announced acquisition of Level 3 Communications, Inc.

While the Term Sheet was distributed for marketing purposes, it does not represent the final terms of the senior credit facilities described therein, which will only be determined when definitive documentation for such facilities is entered into, and which terms will reflect the outcome of negotiations and market developments. Any changes to the terms set forth in the Term Sheet may be material.

The information contained in the Term Sheet has been prepared solely for informational purposes and is not an offer to sell or purchase or a solicitation of an offer to sell or purchase any securities.

The information in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that Section, nor shall it be deemed subject to the requirements of amended Item 10 of Regulation S-K, nor shall it be deemed incorporated by reference into any filing of CenturyLink, Inc. under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The furnishing of this information hereby shall not be deemed an admission as to the materiality of any such information.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Preliminary Marketing Term Sheet for Senior Credit Facilities, dated February 9, 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.

**CENTURYLINK, INC.**

By: /s/ Stacey W. Goff  
Stacey W. Goff

Executive Vice President,

Chief Administrative Officer,

General Counsel and Secretary

Dated: February 9, 2017