

CENTURYLINK, INC
Form S-4
September 02, 2015
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As filed with the Securities and Exchange Commission on September 2, 2015.

Registration No. 333-

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

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CenturyLink, Inc.
(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction of
incorporation or organization)

72-0651161
(I.R.S. Employer
Identification No.)

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100 CenturyLink Drive

Monroe, Louisiana 71203

(318) 388-9000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Stacey W. Goff

Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

CenturyLink, Inc.

100 CenturyLink Drive

Monroe, Louisiana 71203

(318) 388-9000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Kenneth J. Najder

Jones Walker L.L.P.

201 St. Charles Avenue, 51st Floor

New Orleans, Louisiana 70170-5100

(504) 582-8000

Approximate date of commencement of proposed sale of securities to the public: As soon as practicable after this registration statement becomes effective.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount Registered (1) to be	Proposed Maximum Offering Price per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
5.625% Senior Notes, Series X. due 2025	\$500,000,000	100%	\$500,000,000	\$58,100

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting any offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 2, 2015

PROSPECTUS

Offer to Exchange

Up to \$500,000,000 Registered 5.625% Senior Notes, Series X, due 2025 for

All Outstanding Unregistered 5.625% Senior Notes, Series X, due 2025

We are offering to exchange up to \$500,000,000 aggregate principal amount of 5.625% Senior Notes, Series X, due 2025 that we have registered under the Securities Act of 1933 (the Registered Notes) for all \$500,000,000 aggregate principal amount of our outstanding 5.625% Senior Notes, Series X, due 2025 that we initially sold to Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC on March 19, 2015 in a private offering (the Unregistered Notes). In this prospectus we refer to the Registered Notes and the Unregistered Notes collectively as the Notes.

The Exchange Offer

We hereby offer to exchange all Unregistered Notes that are validly tendered and not withdrawn for an equal principal amount of Registered Notes.

The exchange offer will expire at 5:00 p.m. New York City time, on _____, 2015, unless extended.

You may withdraw any tender of your Unregistered Notes at any time before the exchange offer expires.

The Registered Notes are substantially identical to the Unregistered Notes, except that the transfer restrictions and registration rights relating to the Unregistered Notes will not apply to the Registered Notes.

We believe that the exchange of Unregistered Notes will not be a taxable event for federal income tax purposes, but you should read [Material United States Federal Income Tax Considerations](#) for more information.