

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

**CENTURYLINK, INC**

CIK: **18926** | IRS No.: **720651161** | State of Incorporation: **LA** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-07784** | Film No.: **13699611**  
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address  
100 CENTURYLINK DR  
P O BOX 4065  
MONROE LA 71203

Business Address  
P O BOX 4065  
100 CENTURYLINK DR  
MONROE LA 71203  
3183889000

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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): March 18, 2013**

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**CenturyLink, Inc.**

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

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

**1-7784**  
**(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**  
**(Registrant' s telephone number, including area code)**

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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))
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**Item 8.01 Other Events**

On March 18, 2013, CenturyLink, Inc. issued a press release announcing that it agreed to sell \$1.0 billion of newly-issued unsecured senior notes due 2020. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The exhibit to this current report on Form 8-K is listed in the Exhibit Index, which appears at the end of this report and is incorporated by reference herein.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this current 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,  
General Counsel and Secretary

Dated: March 19, 2013

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## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated March 18, 2013 announcing pricing of debt offering.



News Release

**FOR IMMEDIATE RELEASE:**

March 18, 2013

**FOR MORE INFORMATION CONTACT:**

Tony Davis 318.388.9525

tony.davis@centurylink.com

**CENTURYLINK PRICES \$1.0 BILLION OF DEBT SECURITIES**

**MONROE, La. . . . CenturyLink, Inc. (NYSE: CTL)** announced today that it agreed to sell \$1.0 billion of newly-issued unsecured seven-year senior notes. The senior notes due 2020 were priced at par with a coupon of 5.625%. The closing of this offering is expected to occur on March 21, 2013.

CenturyLink expects to use the net proceeds from this offering to repay a portion of the indebtedness outstanding under its \$2 billion revolving credit facility, to repay its senior notes maturing on April 1, 2013 and for other general corporate purposes.

J.P. Morgan Securities LLC and Barclays Capital Inc. are the joint physical book-running managers for this offering. The senior notes are being offered pursuant to CenturyLink's existing shelf registration statement. CenturyLink intends to file with the Securities and Exchange Commission a definitive prospectus supplement and accompanying prospectus describing the terms of this offering. When available, copies of the definitive prospectus supplement and accompanying prospectus for this offering may be obtained by calling J.P. Morgan Securities LLC collect at 212-834-4533 or Barclays Capital Inc. toll free at 888-603-5847.

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities, and this offering will not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

***About CenturyLink***

CenturyLink is the third largest telecommunications company in the United States and is recognized as a leader in the network services market by technology industry analyst firms. The company is a global leader in cloud infrastructure and hosted IT solutions for enterprise customers. CenturyLink provides data, voice and managed services in local, national and select international markets through its high-quality advanced fiber optic network and multiple data centers for businesses and consumers. The company also offers advanced entertainment services under the CenturyLink® Prism™ TV and DIRECTV brands. Headquartered in Monroe, La., CenturyLink is an S&P 500 company and is included among the Fortune 500 list of America's largest corporations. For more information, visit [www.centurylink.com](http://www.centurylink.com).

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## **Forward Looking Statements**

*This press release includes certain forward-looking statements, estimates and projections that are based on current expectations only, and are subject to a number of risks, uncertainties and assumptions, many of which are beyond the control of CenturyLink. Actual events and results may differ materially from those anticipated, estimated or projected 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: CenturyLink's failure to satisfy the conditions to the underwriters' obligation to consummate the offering; corporate developments that could preclude, impair or delay the above-described offering due to restrictions under the federal securities laws; changes in CenturyLink's credit ratings; changes in CenturyLink's cash requirements or financial position; changes in general market, economic, tax, regulatory or industry conditions; and other risks referenced from time to time in CenturyLink's filings with the Securities and Exchange Commission. There can be no assurances that the above-described offering will be consummated on the terms described above or at all. You should be aware that new factors may emerge from time to time and it is not possible for CenturyLink to identify all such factors, nor can CenturyLink predict the impact of each such factor on its plans, or the extent to which any one or more factors may cause actual results to differ from those reflected in any forward-looking statements. You are further cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. CenturyLink does not undertake any obligation to update any of its forward-looking statements for any reason.*