

CENTURYLINK, INC  
Form 424B3  
February 13, 2017  
Table of Contents

**Filed Pursuant to Rule 424(b)(3)**  
**Registration No. 333-215121**

## **COMBINATION PROPOSED YOUR VOTE IS VERY IMPORTANT**

The board of directors of CenturyLink, Inc. and the board of directors of Level 3 Communications, Inc. have agreed to an acquisition of Level 3 by CenturyLink, under the terms of the Agreement and Plan of Merger, dated as of October 31, 2016. The combined company will have the ability to offer CenturyLink's larger enterprise customer base the benefits of Level 3's global footprint with a combined presence in more than 60 countries. In addition, the combined company will be positioned to further enhance the scope and transmission speeds of its broadband infrastructure.

If the transaction is completed, Level 3 stockholders will have the right to receive \$26.50 in cash and 1.4286 shares of CenturyLink common stock for each share of Level 3 common stock they own at closing (which we refer to as the exchange ratio), with cash paid in lieu of fractional shares. The exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to closing of the combination. Based on the closing price of CenturyLink common stock on the New York Stock Exchange of \$28.25 on October 26, 2016, the last trading day before public reports of a possible transaction, the merger consideration represented approximately \$66.86 of aggregate value for each share of Level 3 common stock. Based on the CenturyLink closing price of \$24.43 on February 8, 2017, the latest practicable date before the date of this document, the merger consideration represented approximately \$61.40 of aggregate value for each share of Level 3 common stock. CenturyLink shareholders will continue to own their existing shares of CenturyLink common stock. We urge you to obtain current market quotations of CenturyLink common stock and Level 3 common stock before voting.

Upon completion of the combination, we estimate that current CenturyLink shareholders will own approximately 51% of the combined company and former Level 3 stockholders will own approximately 49% of the combined company. CenturyLink common stock and Level 3 common stock are both traded on the NYSE under the symbols **CTL** and **LVLT**, respectively.

At the special meeting of CenturyLink shareholders scheduled for March 16, 2017, CenturyLink shareholders will be asked to vote on the issuance of shares of CenturyLink common stock to Level 3 stockholders, which is necessary to complete the combination. At the special meeting of Level 3 stockholders scheduled on the same date, Level 3 stockholders will be asked to vote on the adoption of the merger agreement and to approve, on an advisory basis, the compensation that may become payable to Level 3's named executive officers in connection with the combination.

We cannot complete the combination unless the Level 3 stockholders and the CenturyLink shareholders approve the respective proposals related to the combination. **Your vote is very important, regardless of the number of shares**

you own. Whether or not you expect to attend your CenturyLink or Level 3 special meeting, as applicable, in person, please vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card, (2) calling the toll-free number specified on your proxy card, or (3) signing and returning all proxy cards that you receive in the postage-paid envelope provided, so that your shares may be represented and voted at the CenturyLink or the Level 3 special meeting, as applicable. If you are a Level 3 stockholder, please note that a failure to vote your shares is the equivalent of a vote against the combination. If you are a CenturyLink shareholder, please note that a failure to vote your shares may result in a failure to establish a quorum for the CenturyLink special meeting.

**The CenturyLink board of directors unanimously recommends that the CenturyLink shareholders vote FOR the proposal to issue shares of CenturyLink common stock in the combination. The Level 3 board of directors unanimously recommends that the Level 3 stockholders vote FOR the proposal to adopt the merger agreement.**

The obligations of CenturyLink and Level 3 to complete the combination are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. More information about CenturyLink, Level 3 and the combination is contained in this joint proxy statement/prospectus. CenturyLink and Level 3 encourage you to read this entire joint proxy statement/prospectus carefully, including the section entitled *Risk Factors* beginning on page 20.

We look forward to the successful combination of CenturyLink and Level 3.

Sincerely,

Sincerely,

Glen F. Post, III  
Chief Executive Officer and President  
CenturyLink, Inc.

Jeff K. Storey  
President and Chief Executive Officer  
Level 3 Communications, Inc.

**Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined that this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

**This joint proxy statement/prospectus is dated February 13, 2017 and is first being mailed to the shareholders of CenturyLink and stockholders of Level 3 on or about February 13, 2017.**

Table of Contents

**CenturyLink, Inc.**  
**100 CenturyLink Drive**  
**Monroe, LA 71203**  
**(318) 388-9000**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS To Be Held On March 16, 2017**

Dear CenturyLink shareholders:

We are pleased to invite you to attend the special meeting of CenturyLink shareholders, which will be held at 100 CenturyLink Drive, Monroe, Louisiana 71203, on March 16, 2017, at 10:00 a.m., local time, which we refer to as the CenturyLink special meeting, for the following purposes:

to vote on a proposal to approve the issuance of CenturyLink common stock to Level 3 stockholders in connection with the combination, as contemplated by the merger agreement, dated October 31, 2016, among CenturyLink, Inc., Wildcat Merger Sub 1 LLC, WWG Merger Sub LLC and Level 3 Communications, Inc., which we refer to as the merger agreement, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice, as such agreement may be amended from time to time (we refer to this proposal as the CenturyLink stock issuance proposal); and

to vote on an adjournment of the CenturyLink special meeting, if necessary, to solicit additional proxies if there are not sufficient votes for the proposal to issue CenturyLink common stock in connection with the combination (we refer to this proposal as the CenturyLink adjournment proposal).

CenturyLink will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment or postponement thereof. Please refer to the attached joint proxy statement/prospectus for further information with respect to the business to be transacted at the CenturyLink special meeting.

**The CenturyLink board of directors (which we refer to as the CenturyLink Board) unanimously recommends that CenturyLink shareholders vote FOR the CenturyLink stock issuance proposal and FOR the CenturyLink adjournment proposal.**

Holders of record of shares of CenturyLink common stock or CenturyLink Series L preferred stock, which we refer to as the CenturyLink voting preferred stock, at the close of business on January 25, 2017, which we refer to as the record date, are entitled to notice of, and may vote at, the special meeting and any adjournment of the special meeting. Beginning two business days after the date of this notice and continuing through the date of the special meeting, a list of these shareholders will be available for inspection at CenturyLink's principal office by any CenturyLink shareholder for any purpose germane to such meeting.

Approval of the CenturyLink stock issuance proposal requires the affirmative vote of a majority of the votes cast on such matter at the CenturyLink special meeting by holders of the CenturyLink common stock and voting preferred

stock, voting as a single class (provided that a quorum is present).

**Your vote is important. Whether or not you expect to attend the CenturyLink special meeting in person, we urge you to vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card; (2) calling the toll-free number specified on your proxy card; or (3) signing**

**Table of Contents**

**and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the CenturyLink special meeting.** If your shares are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished by the record holder. In lieu of receiving a proxy card, participants in certain benefit plans of CenturyLink and its subsidiaries have been furnished with voting instruction cards, which are described in greater detail in the accompanying joint proxy statement/prospectus.

By Order of the Board of Directors,

Stacey W. Goff

*Secretary*

Monroe, Louisiana

February 13, 2017

**Table of Contents**

**Level 3 Communications, Inc.**

**1025 Eldorado Boulevard**

**Broomfield, Colorado 80021**

**(720) 888-1000**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held On March 16, 2017**

To the Stockholders of Level 3 Communications, Inc.:

We are pleased to invite you to attend the special meeting of stockholders of Level 3 Communications, Inc. (which we refer to as Level 3), which will be held at Level 3's headquarters, located at 1025 Eldorado Boulevard, Broomfield, Colorado 80021, on March 16, 2017, at 9:00 a.m., local time, to consider and vote on the following:

a proposal to approve and adopt the Agreement and Plan of Merger, dated as of October 31, 2016 (which we refer to as the merger agreement), among CenturyLink, Inc., a Louisiana corporation (which we refer to as CenturyLink), Wildcat Merger Sub 1 LLC, a Delaware limited liability company and indirect wholly owned subsidiary of CenturyLink (which we refer to as merger sub 1), WWG Merger Sub LLC, a Delaware limited liability company and indirect wholly owned subsidiary of CenturyLink (which we refer to as merger sub 2) and Level 3, which we have attached as Annex A to the joint proxy statement/prospectus accompanying this notice. Pursuant to the merger agreement, merger sub 1 will merge with and into Level 3 (which we refer to as the merger), with each outstanding share of common stock of Level 3 (excluding shares as to which appraisal rights have been properly exercised pursuant to Delaware law) being converted into the right to receive (i) \$26.50 in cash and (ii) 1.4286 shares of common stock of CenturyLink (which we refer to as the merger proposal);

a non-binding advisory proposal to approve the compensation that may become payable to Level 3's named executive officers in connection with the completion of the combination (which we refer to as the compensation proposal); and

a proposal to adjourn the Level 3 special meeting, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the merger proposal (which we refer to as the Level 3 adjournment proposal).

Level 3 will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment or postponement thereof and will not be making any presentation or holding a question and answer session. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the special meeting.

**The Level 3 board of directors (which we refer to as the Level 3 Board) has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby are in the best interests of Level 3 and its stockholders. The Level 3 Board unanimously recommends that Level 3 stockholders vote FOR the proposal to approve and adopt the merger agreement, FOR the proposal to approve, on an advisory basis, the compensation payable in connection with the combination and FOR the proposal to adjourn the Level 3 special meeting, if necessary, to solicit additional proxies.**

The Level 3 Board has fixed the close of business on January 25, 2017 as the record date for determination of Level 3 stockholders entitled to receive notice of, and to vote at, the Level 3 special meeting or any

**Table of Contents**

adjournments or postponements thereof. Only Level 3 stockholders of record at the close of business on the record date are entitled to receive notice of, and to vote at, the Level 3 special meeting. Approval of the merger proposal requires the affirmative vote of holders of a majority of the issued and outstanding shares of Level 3 common stock. Approval of the Level 3 adjournment proposal and the compensation proposal each requires the affirmative vote of holders of a majority of the issued and outstanding shares of Level 3 common stock present in person or represented by proxy at the Level 3 special meeting. A list of the names of Level 3 stockholders of record will be available for ten days prior to the Level 3 special meeting for any purpose germane to the special meeting between the hours of 9:00 a.m. and 5:00 p.m., local time, at Level 3's headquarters, 1025 Eldorado Blvd., Broomfield, Colorado 80021. The Level 3 stockholder list will also be available at the Level 3 special meeting for examination by any stockholder present at such meeting.

**Your vote is very important. For your convenience, in addition to submitting a proxy to vote your shares by signing and returning the enclosed proxy card in the postage-paid envelope provided, we have also made telephone and internet voting available to you. Simply follow the instructions on the enclosed proxy. If your shares are held in a 401(k) plan or in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished by the plan trustee or administrator, or record holder, as appropriate.**

The enclosed joint proxy statement/prospectus provides a detailed description of the combination and the merger agreement as well as, among other things, a description of the Level 3 common stock and CenturyLink common stock. We urge you to read this joint proxy statement/prospectus, including any documents incorporated by reference and the annexes, carefully and in their entirety. If you have any questions concerning the combination or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Level 3 common stock, please contact Level 3 Investor Relations:

**Level 3 Communications, Inc.**

1025 Eldorado Blvd.

Broomfield, Colorado 80021

(720) 888-2518

Attn: Investor Relations

By Order of the Board of Directors of

Level 3 Communications, Inc.

John M. Ryan

Executive Vice President,

Chief Legal Officer and



Secretary  
Broomfield, Colorado

February 13, 2017

**Table of Contents**

**ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates important business and financial information about CenturyLink and Level 3 from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

<b>CenturyLink, Inc.</b>	<b>Level 3 Communications, Inc.</b>
100 CenturyLink Drive	1025 Eldorado Boulevard
Monroe, LA 71203	Broomfield, CO 80021
(318) 388-9000	(720) 888-2518
Attn: Investor Relations or Innisfree M&A Incorporated	Attn: Investor Relations or MacKenzie Partners, Inc.
501 Madison Avenue	105 Madison Avenue
New York, NY 10022	New York, NY 10016
(877) 825-8621 for shareholder inquiries	Toll Free: (800) 322-2885
(212) 750-5833 for banks and brokers	Collect: (212) 929-5500

Email: [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)

Investors may also consult CenturyLink's or Level 3's website for more information concerning the combination described in this joint proxy statement/prospectus. CenturyLink's website is [www.CenturyLink.com](http://www.CenturyLink.com). Level 3's website is [www.Level3.com](http://www.Level3.com). Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

Between the date of this joint proxy statement/prospectus and the date of the special meetings, CenturyLink and Level 3 each intend to file with the SEC an annual report on Form 10-K which will be incorporated by reference herein.

**If you would like to request any documents, please do so by March 9, 2017 in order to receive them before the special meetings.**

*For more information, see "Where You Can Find More Information" beginning on page 186.*

**ABOUT THIS DOCUMENT**

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the Securities and Exchange Commission, which we refer to as the SEC, by CenturyLink (File No. 333-215121),

constitutes a prospectus of CenturyLink under Section 5 of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of CenturyLink common stock proposed to be issued to Level 3 stockholders under the merger agreement. This document also constitutes a joint proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. It also includes a notice of meeting with respect to the special meeting of CenturyLink shareholders, at which CenturyLink shareholders will be asked to vote upon the CenturyLink stock issuance proposal, and a notice of meeting with respect to the special meeting of Level 3 stockholders, at which Level 3 stockholders will be asked to vote upon a proposal to adopt the merger agreement.

Before casting your vote, you should carefully review all the information contained or incorporated by reference into this joint proxy statement/prospectus, including SEC reports filed after the date hereof that are incorporated by reference herein. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated February 13, 2017. You should not assume that the information contained in, or incorporated by reference into, this joint proxy statement/prospectus is accurate as of any date other than the date on the front cover of those documents. Neither our mailing of this joint proxy statement/prospectus to CenturyLink shareholders or Level 3 stockholders nor the issuance by CenturyLink of common stock in connection with the combination will create any implication to the contrary.

**Table of Contents**

In deciding how to vote with respect to any of the proposals discussed herein, you must make your own independent examination of the merits and risks of the proposal. You should not construe anything included in this joint proxy statement/prospectus as investment, legal, business or tax advice, and should consult with your own advisors if you have questions concerning any of the matters described herein.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint proxy statement/prospectus regarding CenturyLink has been provided by CenturyLink and information contained in this joint proxy statement/prospectus regarding Level 3 has been provided by Level 3.

All references in this joint proxy statement/prospectus to *Level 3* refer to Level 3 Communications, Inc. a Delaware corporation (except that in connection with the description of its operations or business under the headings *Cautionary Statement Regarding Forward-Looking Statements* and *Risk Factors*, such term refers to the consolidated operations of Level 3 Communications, Inc. and its subsidiaries); all references in this joint proxy statement/prospectus to *CenturyLink* refer to CenturyLink, Inc., a Louisiana corporation (except that in connection with the description of its operations or business under the headings *Cautionary Statement Regarding Forward-Looking Statements* and *Risk Factors*, such term refers to the consolidated operations of CenturyLink, Inc. and its subsidiaries); all references to *merger sub 1* refer to Wildcat Merger Sub 1 LLC, a Delaware limited liability company and an indirect wholly owned subsidiary of CenturyLink, formed for the purpose of effecting the combination; and all references to *merger sub 2* refer to WWG Merger Sub LLC, a Delaware limited liability company and an indirect wholly owned subsidiary of CenturyLink formed for the purpose of effecting the combination. Unless otherwise indicated or as the context requires, all references to the *merger agreement* refer to the Agreement and Plan of Merger, dated as of October 31, 2016, among Level 3, CenturyLink, merger sub 1 and merger sub 2, a copy of which is included as Annex A to this joint proxy statement/prospectus, all references to the *initial merger* refer to the merger of merger sub 1 into Level 3, with Level 3 continuing as the surviving corporation, and all references to the *subsequent merger* refer to the merger of the surviving corporation into merger sub 2, with merger sub 2 continuing as the surviving company, and all references to the *combination* or the *mergers* refer collectively to the initial merger and the subsequent merger.

Table of Contents

## TABLE OF CONTENTS

	<b>Page</b>
<u>QUESTIONS AND ANSWERS</u>	iv
<u>SUMMARY</u>	1
<u>The Companies</u>	1
<u>Risk Factors</u>	2
<u>Risks Related to the Combination</u>	2
<u>Risks Related to CenturyLink Following the Combination</u>	3
<u>The Combination and the Merger Agreement</u>	3
<u>Opinions of CenturyLink's Financial Advisors</u>	5
<u>Opinions of Level 3's Financial Advisors</u>	6
<u>The CenturyLink Special Meeting</u>	11
<u>The Level 3 Special Meeting</u>	11
<u>Selected Historical Financial Data of CenturyLink</u>	13
<u>Selected Historical Financial Data of Level 3</u>	14
<u>Summary Unaudited Pro Forma Condensed Combined Financial Information</u>	15
<u>Unaudited Equivalent and Comparative Per Share Data</u>	17
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	18
<u>Prospective Financial Information</u>	19
<u>RISK FACTORS</u>	20
<u>Risk Factors Relating to the Combination</u>	20
<u>Risk Factors Relating to CenturyLink Following the Combination</u>	24
<u>THE COMPANIES</u>	38
<u>CenturyLink</u>	38
<u>Level 3</u>	38
<u>Wildcat Merger Sub 1 LLC</u>	39
<u>WWG Merger Sub LLC</u>	39
<u>THE CENTURYLINK SPECIAL MEETING</u>	40
<u>Date, Time and Place</u>	40
<u>Matters to be Considered</u>	40
<u>Recommendation of the CenturyLink Board</u>	40
<u>Record Date; Stock Entitled to Vote</u>	40
<u>Solicitation of Proxies; Revocability of Proxies</u>	40
<u>Quorum</u>	41
<u>Vote Required</u>	41
<u>Abstentions and Broker Non-Votes</u>	42
<u>Voting Power of CenturyLink's Directors and Executive Officers</u>	42
<u>Attending the CenturyLink Special Meeting</u>	42
<u>Voting of Proxies by Record Shareholders</u>	42
<u>Participants in Benefit Plans</u>	43
<u>Shares Held in Street Name</u>	43
<u>THE LEVEL 3 SPECIAL MEETING</u>	44
<u>Matters to Be Considered</u>	44
<u>Proxies</u>	44
<u>Solicitation of Proxies</u>	45

<u>Record Date</u>	45
<u>Quorum</u>	45
<u>Vote Required</u>	45
<u>Voting Power of Level 3 s Directors and Executive Officers</u>	46
<u>Recommendation of the Level 3 Board</u>	46
<u>Attending the Level 3 Special Meeting</u>	47

**Table of Contents**

	<b>Page</b>
<b><u>THE COMBINATION AND THE STOCK ISSUANCE</u></b>	48
<u>Effects of the Combination</u>	48
<u>Background of the Combination</u>	48
<u>CenturyLink's Reasons for the Combination; Recommendation of the Stock Issuance by the CenturyLink Board</u>	59
<u>Level 3's Reasons for the Combination; Recommendation of the Combination by the Level 3 Board</u>	62
<u>Opinions of CenturyLink's Financial Advisors</u>	66
<u>Opinions of Level 3's Financial Advisors</u>	88
<u>Financial Interests of CenturyLink Directors and Executive Officers in the Combination</u>	106
<u>Financial Interests of Level 3 Directors and Executive Officers in the Combination</u>	107
<u>Certain Forecasts Prepared by CenturyLink</u>	113
<u>Certain Forecasts Prepared by Level 3</u>	116
<u>Regulatory Approvals</u>	117
<u>Exchange of Shares in the Mergers</u>	119
<u>Treatment of Level 3 Equity Awards</u>	120
<u>Dividend Policy</u>	120
<u>Listing of CenturyLink Common Stock</u>	120
<u>Financing Related to the Combination</u>	120
<u>Delisting and Deregistration of Level 3 Shares</u>	122
<u>Litigation Related to the Combination</u>	122
<u>Appraisal Rights</u>	122
<b><u>THE MERGER AGREEMENT</u></b>	124
<u>Terms of the Combination; Merger Consideration</u>	124
<u>Completion of the Combination</u>	125
<u>Representations and Warranties</u>	125
<u>Conduct of Business</u>	128
<u>No Solicitation of Alternative Proposals</u>	131
<u>Changes in Board Recommendations</u>	132
<u>Efforts to Obtain Required Shareholder Votes</u>	133
<u>Efforts to Complete the Combination</u>	133
<u>Governance Matters After the Combination</u>	134
<u>Level 3 Employee Benefits Matters</u>	135
<u>Indemnification and Insurance</u>	136
<u>Treatment of Level 3 Equity Awards</u>	137
<u>Other Covenants and Agreements</u>	137
<u>Conditions to Completion of the Combination</u>	140
<u>Termination of the Merger Agreement</u>	142
<u>Termination Fees and Expenses; Liability for Breach</u>	143
<u>Amendments, Extensions and Waivers</u>	145
<u>Specific Performance</u>	145
<b><u>STT CROSSING VOTING AGREEMENT AND SHAREHOLDER RIGHTS AGREEMENT</u></b>	146
<b><u>ADVISORY VOTE ON COMBINATION-RELATED COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF LEVEL 3</u></b>	148
<b><u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u></b>	149
<b><u>ACCOUNTING TREATMENT</u></b>	152
<b><u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u></b>	153
<b><u>NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u></b>	159

<u>COMPARATIVE STOCK PRICE DATA AND DIVIDENDS</u>	168
<u>Market Prices and Dividend Data</u>	168
<u>DIRECTORS AND OFFICERS OF CENTURYLINK FOLLOWING THE COMBINATION</u>	170



**Table of Contents**

	<b>Page</b>
<u>COMPARISON OF RIGHTS OF LEVEL 3 STOCKHOLDERS AND CENTURYLINK SHAREHOLDERS</u>	171
<u>APPRAISAL RIGHTS</u>	180
<u>LEGAL MATTERS</u>	184
<u>EXPERTS</u>	184
<u>CenturyLink</u>	184
<u>Level 3</u>	184
<u>FUTURE SHAREHOLDER PROPOSALS</u>	184
<u>CenturyLink</u>	184
<u>Level 3</u>	184
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	186
<u>OTHER MATTERS</u>	188
<u>Annex A Merger Agreement</u>	A-1
<u>Annex B STT Crossing Voting Agreement</u>	B-1
<u>Annex C Opinion of Citi</u>	C-1
<u>Annex D Opinion of Lazard</u>	D-1
<u>Annex E Opinion of BofA Merrill Lynch</u>	E-1
<u>Annex F Opinion of Morgan Stanley</u>	F-1
<u>Annex G Opinion of Evercore</u>	G-1
<u>Annex H DGCL Section 262</u>	H-1

**Table of Contents**

**QUESTIONS AND ANSWERS**

*The following are answers to some questions that you, as a shareholder of CenturyLink or stockholder of Level 3, may have regarding the combination and the other matters being considered at the CenturyLink special meeting and at the Level 3 special meeting. CenturyLink and Level 3 urge you to read carefully the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the combination and the other matters being considered at the special meetings. Additional important information is also contained in the annexes to and the documents incorporated by reference into this joint proxy statement/prospectus.*

**Q: Why am I receiving this joint proxy statement/prospectus?**

A: CenturyLink, Inc., which we refer to as CenturyLink, and Level 3 Communications, Inc., which we refer to as Level 3, have agreed to an acquisition of Level 3 by CenturyLink under the terms of a merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A.

In order to complete the combination, among other things:

CenturyLink shareholders must vote to approve the issuance of shares of CenturyLink common stock to holders of shares of Level 3 common stock (which holders we refer to as Level 3 stockholders) in connection with the combination, and

Level 3 stockholders must vote to adopt the merger agreement.

CenturyLink and Level 3 will hold separate special meetings to obtain these approvals. In addition, Level 3 will solicit stockholder approval, on an advisory (non-binding) basis, of the existing compensatory arrangements between Level 3 and its named executive officers for compensation in connection with the combination (which we refer to as the compensation proposal). The separate vote, on an advisory (non-binding) basis, of the compensation proposal, is not a condition to the completion of the combination. This joint proxy statement/prospectus contains important information about the combination, the CenturyLink special meeting and the Level 3 special meeting, and you should read it carefully. The enclosed voting materials allow you to vote your shares without attending your respective meeting.

Your vote is important. We encourage you to vote as soon as possible.

**Q: When and where will the meetings be held?**

A: The CenturyLink special meeting will be held at 100 CenturyLink Drive, Monroe, Louisiana 71203 on March 16, 2017, at 10:00 a.m., local time. The Level 3 special meeting will be held at 1025 Eldorado Boulevard, Broomfield, Colorado 80021, on March 16, 2017, at 9:00 a.m., local time.

**Q: What will happen at the closing of the transaction?**

A: Pursuant to the merger agreement, Wildcat Merger Sub 1 LLC, an indirect wholly owned subsidiary of CenturyLink, which we refer to as merger sub 1, will be merged with and into Level 3, and Level 3 will become an indirect wholly owned subsidiary of CenturyLink. Immediately thereafter, Level 3 will be merged with and into WWG Merger Sub LLC, an indirect wholly owned subsidiary of CenturyLink, which we refer to as merger sub 2, with merger sub 2 surviving the merger. We refer to these mergers as the initial merger and the subsequent merger, and collectively as the mergers or the combination.

If the combination is completed, Level 3 stockholders (excluding shares as to which appraisal rights have been properly exercised pursuant to Delaware law) will have the right to receive \$26.50 in cash and 1.4286 shares of CenturyLink common stock for each share of Level 3 common stock they own at closing, which

**Table of Contents**

we refer to as the exchange ratio, with cash paid in lieu of fractional shares. We refer to the components of the merger consideration as the cash consideration and the share consideration. The exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to closing of the combination.

CenturyLink shareholders will not receive any merger consideration and will continue to hold their shares of CenturyLink common stock.

**Q: What is the value of the merger consideration?**

A: Because CenturyLink has agreed to issue 1.4286 shares of CenturyLink common stock and deliver \$26.50 in cash in exchange for each share of Level 3 common stock, the value of the merger consideration that Level 3 stockholders receive will depend on the price per share of CenturyLink common stock at the effective time of the initial merger. That price will not be known at the time of the special meetings and may be more or less than the current price or the price at the time of the special meetings. This exchange ratio will not be adjusted for changes in the market price of either CenturyLink common stock or Level 3 common stock between the date of signing the merger agreement and completion of the combination.

Based on the closing price of CenturyLink common stock on the New York Stock Exchange (which we refer to as the NYSE) of \$28.25 on October 26, 2016, the last trading day before public reports of a possible transaction, the merger consideration represented approximately \$66.86 of aggregate value for each share of Level 3 common stock. Based on the CenturyLink closing price of \$24.43 on February 8, 2017, the latest practicable date before the date of this joint proxy statement/prospectus, the merger consideration represented approximately \$61.40 of aggregate value for each share of Level 3 common stock.

CenturyLink stockholders will continue to own their existing CenturyLink shares. CenturyLink common stock is currently traded on the NYSE under the symbol CTL, and Level 3 common stock is currently traded on the NYSE under the symbol LVLT.

We urge you to obtain current market quotations of CenturyLink common stock and Level 3 common stock before voting.

**Q: How do I vote?**

A: If you are a shareholder of record of CenturyLink as of the record date for the CenturyLink special meeting or a stockholder of record of Level 3 as of the record date for the Level 3 special meeting, you may vote in person by attending your special meeting or, to ensure your shares are represented at the meeting, you may vote by:

accessing the Internet website specified on your proxy card;

calling the toll-free number specified on your proxy card; or

signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you hold shares of CenturyLink common stock or voting preferred stock or shares of Level 3 common stock in the name of a broker or nominee, please follow the voting instructions provided by your broker or nominee to ensure that your shares are represented at your special meeting. If you received voting instruction cards from a trustee of any retirement plan of CenturyLink, Level 3 or their subsidiaries in which you are a participant, please follow the instructions on those cards to ensure that shares of stock allocated to your plan account are represented at your special meeting.

If you are an employee who participates in the Level 3 Communications, Inc. 401(k) Plan (the Plan ), by signing your proxy card you will direct the trustee for the Plan to vote all shares of Level 3 common stock allocated to your account in the Plan. You must mail the proxy card, or vote by phone or by using the internet as described on the proxy card. If you do not vote your proxy (or submit it with an unclear voting designation or with no voting designation at all), then the Plan trustee will vote the shares in your account in accordance with the terms of the Plan document.

- v -

**Table of Contents**

**Q: What vote is required to approve each proposal?**

A: *CenturyLink*. Approval of the CenturyLink stock issuance proposal requires the affirmative vote of a majority of the votes cast on such matter at the CenturyLink special meeting by holders of the CenturyLink common stock and voting preferred stock, voting as a single class (provided that a quorum is present).

Approval of the CenturyLink adjournment proposal, if necessary, requires the affirmative vote of a majority of the votes cast on such matter at such meeting by holders of the CenturyLink common stock and voting preferred stock, voting as a single class (provided that a quorum is present).

*Level 3*. The proposal at the Level 3 special meeting to adopt the merger agreement requires the affirmative vote of holders of a majority of the issued and outstanding shares of Level 3 common stock.

The Level 3 adjournment proposal requires the affirmative vote of holders of a majority of the shares of Level 3 common stock present or represented by proxy at the Level 3 special meeting. The Level 3 compensation proposal requires the affirmative vote of holders of a majority of the issued and outstanding shares of Level 3 common stock present in person or represented by proxy at the Level 3 special meeting.

One of Level 3's stockholders, STT Crossing Ltd. (which we refer to as STT Crossing), which owns approximately 18.1% of the outstanding Level 3 shares as of the record date, has entered into a voting agreement with CenturyLink and, solely with respect to certain covenants contained therein, Level 3 (which we refer to as the voting agreement) under which STT Crossing has agreed, among other things, to vote its Level 3 common stock in favor of the merger proposal. STT Crossing is expected to own approximately 8.8% of the CenturyLink common stock outstanding after the completion of the combination. See the section below entitled *STT Crossing Voting Agreement and Shareholder Rights Agreement*.

**Q: How does the Level 3 Board recommend that Level 3 stockholders vote?**

A: The Level 3 Board has unanimously determined that the merger agreement and the transactions contemplated by the merger agreement are in the best interests of Level 3 and its stockholders. The Level 3 Board unanimously recommends that Level 3 stockholders vote **FOR** the proposal to approve and adopt the merger agreement and the mergers, **FOR** the Level 3 compensation proposal, and **FOR** the proposal to adjourn the Level 3 special meeting, if necessary, to solicit additional proxies.

**Q: How does the CenturyLink Board recommend that CenturyLink shareholders vote?**

A: The CenturyLink Board has unanimously determined that the merger agreement and the transactions contemplated by the merger agreement, including the issuance of CenturyLink common stock to the Level 3 stockholders in connection with the combination, are in the best interests of CenturyLink and its shareholders. The CenturyLink Board unanimously recommends that CenturyLink shareholders vote **FOR** the proposal to issue shares of CenturyLink common stock to Level 3 stockholders in connection with the combination and **FOR** the proposal to adjourn the CenturyLink special meeting, if necessary, to solicit additional proxies.

**Q: Will Level 3 be required to submit the merger agreement to its stockholders even if the Level 3 Board has withdrawn (or amended or modified in a manner adverse to CenturyLink) its recommendation?**

A: Yes, unless the merger agreement has been terminated by either party pursuant to the terms of the merger agreement. For more information regarding the ability of CenturyLink or Level 3 to terminate the merger agreement, see the sections entitled *The Merger Agreement Termination of the Merger Agreement* and *The Merger Agreement Termination Fees and Expenses; Liability for Breach*.

**Q: Will CenturyLink be required to submit the CenturyLink stock issuance to its shareholders even if the CenturyLink Board has withdrawn (or amended or modified in a manner adverse to Level 3) its recommendation?**

A: Yes, unless the merger agreement has been terminated by either party pursuant to the terms of the merger agreement. For more information regarding the ability of Level 3 or CenturyLink to terminate the merger

**Table of Contents**

agreement see the sections entitled *The Merger Agreement Termination of the Merger Agreement* and *The Merger Agreement Termination Fees and Expenses; Liability for Breach*.

**Q: How many votes do I have?**

A: *CenturyLink*. You are entitled to one vote for each CenturyLink common share and one vote for each CenturyLink voting preferred share that you owned as of the record date. As of the close of business on January 25, 2017, there were 546,558,823 outstanding shares of CenturyLink common stock and 7,018 outstanding shares of CenturyLink voting preferred stock. As of that date, less than 1.0% of the outstanding shares of CenturyLink common stock and none of the outstanding shares of CenturyLink voting preferred stock were beneficially owned by the directors and executive officers of CenturyLink.

*Level 3*. You are entitled to one vote for each share of Level 3 common stock that you owned as of the record date. As of the close of business on January 25, 2017, there were 360,078,836 outstanding shares of Level 3 common stock. As of that date, less than 1.0% of the outstanding shares of Level 3 common stock were beneficially owned by the directors and executive officers of Level 3.

**Q: What will happen if I fail to vote or I abstain from voting?**

A: *CenturyLink*. If you are a CenturyLink shareholder and fail to vote, fail to instruct your broker or nominee to vote, or abstain from voting, it will have no effect on the CenturyLink stock issuance proposal or, if necessary, the CenturyLink adjournment proposal, assuming a quorum is present. However, your failure to cast a vote will make it more difficult to meet the quorum requirement with respect to organizing the meeting and your failure to cast a vote or your abstention from voting will make it more difficult to meet the quorum requirement with respect to the CenturyLink stock issuance proposal.

*Level 3*. If you are a Level 3 stockholder and fail to vote, fail to instruct your broker or nominee to vote, or abstain from voting, it will have the same effect as a vote against the proposal to adopt the merger agreement.

For purposes of the Level 3 compensation proposal and the Level 3 adjournment proposal, a failure to vote will have no effect on the approval of the proposal (assuming a quorum is present) and an abstention will have the same effect as a vote against each of the compensation proposal and the adjournment proposal.

**Q: What constitutes a quorum?**

A: *CenturyLink*. Shareholders who hold a majority of the total number shares of CenturyLink common stock and voting preferred stock issued and outstanding on the record date must be present or represented by proxy to constitute a quorum to organize the CenturyLink special meeting, and shareholders holding a majority of the votes entitled to be cast with respect to the proposal to issue CenturyLink common stock in connection with the initial merger must be present or represented by proxy to constitute a quorum with respect to such proposal. All shares of CenturyLink common stock or voting preferred stock represented at the CenturyLink special meeting, including abstentions and broker non-votes (shares held by a broker or nominee that are represented at the



meeting, but with respect to which the broker or nominee is not instructed by the beneficial owner of such shares to vote on the particular proposal), will be treated as present for purposes of determining the presence or absence of a quorum to organize the CenturyLink special meeting, but abstentions and broker non-votes will be treated as not present for purposes of determining the presence or absence of a quorum with respect to the proposal to issue CenturyLink common stock in connection with the initial merger.

*Level 3.* Stockholders who hold at least a majority of the issued and outstanding Level 3 common stock as of the close of business on the record date must be present or represented by proxy to constitute a quorum to conduct the Level 3 special meeting.

**Table of Contents**

**Q: What is the difference between a stockholder of record and a street name holder?**

A: If your shares are registered directly in your name, you are considered the stockholder of record with respect to those shares. If your shares are held in a stock brokerage account or by a bank, trust company or other nominee, then the broker, bank, trust company or other nominee is considered to be the stockholder of record with respect to those shares, while you are considered the beneficial owner of those shares. In the latter case, your shares are said to be held in street name.

**Q: If I am a beneficial owner of shares held in street name, how do I vote?**

A: If you hold your shares in a stock brokerage account or if your shares are held by a bank, trust company or other nominee (that is, in street name), you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker or nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to CenturyLink or Level 3 or by voting in person at your special meeting. Further, brokers who hold shares of CenturyLink common stock or voting preferred stock or Level 3 common stock on behalf of their customers may not give a proxy to CenturyLink or Level 3 to vote those shares without specific instructions from their customers.

If you are a CenturyLink shareholder and you do not instruct your broker on how to vote your shares, your broker may not vote your shares on the CenturyLink stock issuance proposal, which will have no effect on the vote on this proposal, assuming a quorum is present.

If you are a Level 3 stockholder and you do not instruct your broker on how to vote your shares, your broker may not vote your shares, which will have the same effect as a vote against the proposal to adopt the merger agreement and, assuming a quorum is present, will have no effect on the compensation proposal or the Level 3 adjournment proposal.

**Q: What will happen if I return my proxy card without indicating how to vote?**

A: If you are a stockholder of record and you sign and return your proxy card without indicating how to vote on any particular proposal, the CenturyLink common stock or voting preferred stock or Level 3 common stock represented by your proxy will be voted in favor of that proposal.

**Q: Can I change my vote after I have returned a proxy or voting instruction card?**

A: Yes. You can change your vote at any time before your proxy is voted at your special meeting. You can do this in one of three ways:

you can send a signed notice of revocation;

you can grant a new, valid proxy bearing a later date; or

if you are a holder of record, you can attend your special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, you must submit your notice of revocation or your new proxy to the Secretary of CenturyLink or Secretary of Level 3, as appropriate, no later than the beginning of the applicable special meeting. If your shares are held in street name by your broker or nominee, you should contact them to change your vote. If your shares are held through a CenturyLink or Level 3 retirement plan, you should contact the trustee for the plan to change your vote.

**Q: What happens if I am a Level 3 stockholder who sells my shares of Level 3 common stock before the Level 3 special meeting?**

A: The record date for the Level 3 special meeting is earlier than the Level 3 special meeting. If you transfer your shares of Level 3 common stock after the Level 3 record date but before the Level 3 special meeting,

- viii -

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**Table of Contents**

you will retain your right to vote at the Level 3 special meeting, but will have transferred the right to receive the merger consideration in the combination. In order to receive the merger consideration, you must hold your shares through the effective time of the combination.

**Q: What will happen to my Level 3 restricted stock unit awards at the time of the combination?**

**A:** Upon the completion of the initial merger, each outstanding Level 3 restricted stock unit award, including any performance restricted stock unit award (a Level 3 RSU award), granted prior to April 1, 2014 and each Level 3 RSU award granted to a non-employee member of the Level 3 Board will be cancelled in exchange for \$26.50 in cash and 1.4286 shares of CenturyLink common stock per share of Level 3 common stock covered by the award, less applicable withholding taxes.

Upon the completion of the initial merger, each outstanding Level 3 RSU award granted on or after April 1, 2014 (other than those granted to non-employee members of the Level 3 Board), will be converted into a restricted stock unit award relating to a number of shares of CenturyLink common stock equal to the product of (a) the equity award exchange ratio (described below) multiplied by (b) the number of shares of Level 3 common stock subject to the award immediately prior to the effective time of the initial merger. Following the effective time of the initial merger, the converted RSU awards will remain subject to the same terms and conditions (including vesting terms) applicable to such awards immediately prior to the effective time, except that any performance-based vesting conditions will be deemed satisfied based on the actual performance of Level 3 through the latest practicable date prior to the closing date of the combination (as determined by the compensation committee of the Level 3 Board) and the award will continue to vest based on continued service to CenturyLink. The equity award exchange ratio is equal to the sum of (1) 1.4286 plus (2) the quotient (rounded to four decimal places) of (a) \$26.50 divided by (b) the volume weighted average price of a share of CenturyLink common stock on the NYSE for the 30 trading days ending with the trading day immediately prior to the closing date of the combination.

**Q: What are the material U.S. federal income tax consequences of the combination to U.S. holders of Level 3 common stock?**

**A:** CenturyLink and Level 3 intend for the combination to be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (which we refer to as the Code). It is a condition to CenturyLink's obligation to complete the combination that CenturyLink receive an opinion from Wachtell, Lipton, Rosen & Katz, counsel to CenturyLink (or such other reputable tax counsel reasonably satisfactory to CenturyLink), to the effect that the combination will be treated as a reorganization within the meaning of Section 368(a) of the Code. It is a condition to Level 3's obligation to complete the combination that Level 3 receive an opinion from Willkie Farr & Gallagher LLP, counsel to Level 3 (or such other reputable tax counsel reasonably satisfactory to Level 3), to the effect that the combination will be treated as a reorganization within the meaning of Section 368(a) of the Code. Assuming the receipt and accuracy of these opinions, a holder of shares of Level 3 common stock will generally recognize gain (but not loss) for U.S. federal income tax purposes in an amount equal to the lesser of (i) the amount of gain realized (consisting of the excess, if any, of the sum of the amount of cash and the fair market value, as of the effective time of the merger, of the CenturyLink shares received in the combination over that stockholder's adjusted tax basis in its Level 3 common stock surrendered) and (ii) the aggregate amount of cash received in the combination.

You should read the section entitled *Material U.S. Federal Income Tax Consequences* beginning on page 149 for a more complete discussion of the U.S. federal income tax consequences of the combination. Tax matters can be complicated, and the tax consequences of the combination to you will depend on your particular situation. **You should consult your tax advisor to determine the tax consequences of the combination to you.**

**Table of Contents**

**Q: When do you expect the combination to be completed?**

A: Level 3 and CenturyLink intend to complete the combination as soon as reasonably practicable and currently anticipate the closing of the combination to occur by the end of the third quarter of 2017, following the satisfaction of all the conditions to closing. However, the combination is subject to various regulatory clearances and the satisfaction or waiver of other conditions and it is possible that factors outside the control of Level 3 and CenturyLink could result in the combination being completed at a later time or not at all. There can be no assurances as to when or if the combination will close. See *The Merger Agreement Conditions to Completion of the Combination*.

**Q: What do I need to do now?**

A: You should carefully read and consider the information contained in and incorporated by reference into this joint proxy statement/prospectus, including its annexes.

In order for your shares to be represented at your special meeting:

you can attend your special meeting in person;

you can vote through the Internet or by telephone by following the instructions included on your proxy or voting instruction card; or

you can indicate on the enclosed proxy or voting instruction card how you would like to vote and return the card in the accompanying pre-addressed postage paid envelope.

**Q: Do I need to do anything with my Level 3 common stock certificates now?**

A: No. After the combination is completed, if you held certificates representing shares of Level 3 common stock prior to the combination, CenturyLink's exchange agent will send you a letter of transmittal and instructions for exchanging your shares of Level 3 common stock for the merger consideration. Upon surrender of the certificates for cancellation along with the executed letter of transmittal and other required documents described in the instructions, a Level 3 stockholder will receive the merger consideration. The shares of CenturyLink common stock you receive in the combination will be issued in book-entry form.

If you are a CenturyLink shareholder, you are not required to take any action with respect to your CenturyLink stock certificates.

**Q: Do I need identification to attend the CenturyLink or Level 3 meeting in person?**

A: Yes. Please bring proper identification, together with proof that you are a record owner of CenturyLink or Level 3 stock. If your shares are held in street name or through a CenturyLink or Level 3 retirement plan, please bring acceptable proof of ownership, such as a letter from your broker or an account statement stating or showing that you beneficially owned shares of CenturyLink or Level 3 stock, as applicable, on the record date.

**Q: Why are Level 3 stockholders being asked to cast an advisory (non-binding) vote to approve the compensation proposal?**

A: The Exchange Act and applicable SEC rules thereunder require Level 3 to seek an advisory (non-binding) vote with respect to certain payments that could become payable to its named executive officers in connection with the combination.

**Q: What will happen if the Level 3 stockholders do not approve the compensation proposal at the Level 3 special meeting?**

A: Approval of the compensation proposal is not a condition to the completion of the combination. The vote with respect to the compensation proposal is an advisory vote and will not be binding on either CenturyLink

- x -

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**Table of Contents**

or Level 3. Therefore, if the other requisite stockholder approvals are obtained and the combination is completed, the amounts payable under the compensation proposal will continue to be payable to Level 3's named executive officers in accordance with the terms and conditions of the applicable agreements.

**Q: Are stockholders entitled to appraisal rights?**

A: Under the General Corporation Law of the State of Delaware (which we refer to as the Delaware law), holders of Level 3 common stock who deliver to Level 3 a written demand for appraisal before the vote on the adoption of the merger agreement at the Level 3 special meeting and who do not vote for the merger proposal have the right to seek appraisal of the fair value of their shares as determined by the Delaware Court of Chancery if the combination is completed, but only if they comply with all requirements of Delaware law, as described under *Appraisal Rights* below, beginning on page 180. This appraisal amount could be more than, the same as, or less than the amount a Level 3 stockholder would be entitled to receive under the merger agreement. Any holder of Level 3 common stock intending to exercise appraisal rights must, among other things, submit a written demand for appraisal to Level 3 prior to the vote on the adoption and approval of the merger agreement and the transactions contemplated thereunder, not vote or otherwise submit a proxy in favor of adoption and approval of the merger agreement and the transactions contemplated thereunder and not submit a letter of transmittal. Failure to follow exactly the procedures specified under Delaware law will result in the loss of appraisal rights.

The CenturyLink shareholders are not entitled to appraisal rights in connection with the combination under Louisiana law.

**Q: Who can help answer my questions?**

A: CenturyLink shareholders or Level 3 stockholders who have questions about the combination or the other matters to be voted on at the special meetings or desire additional copies of this joint proxy statement/prospectus or additional proxy or voting instruction cards should contact:

**if you are a CenturyLink shareholder:**

Innisfree M&A Incorporated

501 Madison Avenue

New York, NY 10022

(877) 825-8621 for shareholder inquiries

(212) 750-5833 for banks and brokers

**if you are a Level 3 stockholder:**

MacKenzie Partners, Inc.

105 Madison Avenue

New York, NY 10016

Toll Free: (800) 322-2885

Collect: (212) 929-5500

Email: [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)



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**Table of Contents**

**SUMMARY**

*This summary highlights information contained elsewhere in this joint proxy statement/prospectus and may not contain all the information that is important to you. CenturyLink and Level 3 urge you to read carefully the remainder of this joint proxy statement/prospectus, including the attached annexes, and the other documents to which we have referred you because this section does not provide all the information that might be important to you with respect to the combination and the related matters being considered at the applicable special meeting. See also the section entitled *Where You Can Find More Information* on page 186. We have included page references to direct you to a more complete description of the topics presented in this summary.*

**The Companies**

***CenturyLink (See page 38)***

CenturyLink, Inc.

100 CenturyLink Drive

Monroe, LA 71203

Telephone: (318) 388-9000

CenturyLink, a Louisiana corporation, together with its subsidiaries, is an integrated communications company engaged primarily in providing an array of communications services, including local and long-distance voice, broadband, Multi-Protocol Label Switching, private line (including special access), Ethernet, hosting (including cloud hosting and managed hosting), data integration, video, network, public access, Voice over Internet Protocol, information technology and other ancillary services. CenturyLink strives to maintain its customer relationships by, among other things, bundling its service offerings to provide a complete offering of integrated communications services.

Based on its approximately 11.2 million total access lines at September 30, 2016, CenturyLink believes that it is the third largest wireline telecommunications company in the United States. CenturyLink operates 74% of its total access lines in portions of Colorado, Arizona, Washington, Minnesota, Florida, North Carolina, Oregon, Iowa, Utah, New Mexico, Missouri, and Nevada. CenturyLink also provides local service in portions of Idaho, Ohio, Wisconsin, Virginia, Texas, Nebraska, Pennsylvania, Montana, Alabama, Indiana, Arkansas, Wyoming, Tennessee, New Jersey, South Dakota, North Dakota, Kansas, Louisiana, South Carolina, Michigan, Illinois, Georgia, Mississippi, Oklahoma, and California. In the portion of these 37 states where CenturyLink has access lines, CenturyLink is the incumbent local telephone company.

At September 30, 2016, CenturyLink served approximately 6.0 million broadband subscribers and approximately 318,000 Prism TV subscribers. CenturyLink's methodology for counting access lines, broadband subscribers and Prism TV subscribers may not be comparable to those of other companies.

Additional information about CenturyLink and its subsidiaries is included in documents incorporated by reference in this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 186.

***Level 3 (See page 38)***

Level 3 Communications, Inc.

1025 Eldorado Boulevard

Broomfield, Colorado 80021

(720) 888-1000

- 1 -

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**Table of Contents**

Level 3, a Delaware corporation, through its subsidiaries, is a facilities-based provider (that is, a provider that owns or leases a substantial portion of the plant, property and equipment necessary to provide its services) of a broad range of integrated communications services. Level 3 created its communications network by constructing its own assets and through a combination of purchasing other companies and purchasing or leasing facilities from others. Level 3's network is an international, facilities-based communications network. Level 3 designed its network to provide communications services that employ and take advantage of rapidly improving underlying optical, Internet Protocol, computing and storage technologies. Level 3's comprehensive portfolio of secure, managed solutions includes fiber and infrastructure solutions, IP-based voice and data communications, wide-area Ethernet services, video and content distribution, and data center and cloud-based solutions. Level 3 serves customers in more than 500 markets in over 60 countries. Additional information about Level 3 and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* on page 186.

***Wildcat Merger Sub 1 LLC (See page 39)***

Wildcat Merger Sub 1 LLC, an indirect wholly owned subsidiary of CenturyLink, is a Delaware limited liability company formed on October 28, 2016 for the purpose of effecting the combination. Upon completion of the initial merger, Wildcat Merger Sub 1 LLC will be merged with and into Level 3 with Level 3 surviving as an indirect wholly owned subsidiary of CenturyLink.

Wildcat Merger Sub 1 LLC has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the combination.

***WWG Merger Sub LLC (See page 39)***

WWG Merger Sub LLC, an indirect wholly owned subsidiary of CenturyLink, is a Delaware limited liability company formed on October 28, 2016 for the purpose of effecting the combination. Upon completion of the subsequent merger, Level 3 will be merged with and into WWG Merger Sub LLC with WWG Merger Sub LLC surviving as a direct wholly owned subsidiary of a newly-created holding company, which in turn is a direct wholly owned subsidiary of CenturyLink.

WWG Merger Sub LLC has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the combination.

**Risk Factors**

Before voting at the CenturyLink special meeting or the Level 3 special meeting, you should carefully consider all of the information contained in or as incorporated by reference into this joint proxy statement/prospectus, as well as the specific factors under the heading *Risk Factors* beginning on page 20. Some of the most important risks are summarized below:

***Risks Related to the Combination (See page 20)***

The exchange ratio and the amount of cash consideration are fixed and will not be adjusted in the event of any change in either CenturyLink's or Level 3's stock price.

The completion of the combination is subject to receipt of consents and approvals, which may impose conditions that could have an adverse effect on CenturyLink or Level 3 and could cause the combination to be abandoned.

- 2 -

## **Table of Contents**

The failure to complete the combination could negatively affect the stock prices and the future business and financial results of Level 3 and CenturyLink.

### ***Risks Related to CenturyLink Following the Combination (See page 24)***

Although CenturyLink and Level 3 expect that CenturyLink's acquisition of Level 3 will benefit CenturyLink, CenturyLink may not realize the anticipated benefits because the combined company may be unable to integrate successfully the businesses of CenturyLink and Level 3.

The Level 3 and CenturyLink prospective financial information is inherently subject to uncertainties and the unaudited pro forma financial data for CenturyLink included in this joint proxy statement/prospectus is preliminary, and CenturyLink's actual financial position and operations after the combination may differ materially from these estimates and the unaudited pro forma financial data included in this joint proxy statement/prospectus.

### **The Combination and the Merger Agreement**

A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. CenturyLink and Level 3 encourage you to read the entire merger agreement carefully because it is the principal document governing the merger. For more information on the merger agreement, see the section entitled *The Merger Agreement* beginning on page 124.

### ***Effect of the Mergers (See page 124)***

Subject to the terms and conditions of the merger agreement, at the effective time of the initial merger, merger sub 1 will be merged with and into Level 3, with Level 3 continuing as the surviving company and an indirect wholly owned subsidiary of CenturyLink. Immediately after the effective time of the initial merger, Level 3 will merge with and into merger sub 2, with merger sub 2 continuing as the surviving company and an indirect wholly owned subsidiary of CenturyLink.

### ***Merger Consideration; Treatment of Level 3 Equity Awards (See page 137)***

Upon completion of the combination, Level 3 stockholders (excluding shares as to which appraisal rights have been properly exercised pursuant to Delaware law) will have the right to receive \$26.50 in cash and 1.4286 shares of CenturyLink common stock for each share of Level 3 common stock they own at closing, with cash paid in lieu of fractional shares. The exchange ratio is fixed and will not be adjusted for changes in the market value of the common stock of Level 3 or CenturyLink. Because of this, the implied value of the consideration to Level 3 stockholders will fluctuate until the completion of the combination. Based on the closing price of CenturyLink common stock on the NYSE of \$28.25 on October 26, 2016, the last trading day before public reports of a possible transaction, the merger consideration represented approximately \$66.86 of aggregate value for each share of Level 3 common stock. Based on the CenturyLink closing price of \$24.43 on February 8, 2017, the latest practicable date before the date of this document, the merger consideration represented approximately \$61.40 of aggregate value for each share of Level 3 common stock. See *Comparative Stock Price Data and Dividends* on page 168.

Upon the completion of the initial merger, each outstanding Level 3 RSU award granted prior to April 1, 2014 and each Level 3 RSU award granted to a non-employee member of the Level 3 Board will be cancelled in exchange for \$26.50 in cash and 1.4286 shares of CenturyLink common stock per share of Level 3 common stock covered by the

award, less applicable withholding taxes.

- 3 -

**Table of Contents**

Upon the completion of the initial merger, each outstanding Level 3 RSU award granted on or after April 1, 2014 (other than those granted to non-employee members of the Level 3 Board), will be converted into a restricted stock unit award relating to a number of shares of CenturyLink common stock equal to the product of (a) the equity award exchange ratio (described below) multiplied by (b) the number of shares of Level 3 common stock subject to the award immediately prior to the effective time of the initial merger. Following the effective time of the initial merger, the converted RSU awards will remain subject to the same terms and conditions (including vesting terms) applicable to such awards immediately prior to the effective time, except that any performance-based vesting conditions will be deemed satisfied based on the actual performance of Level 3 through the latest practicable date prior to the closing date of the combination (as determined by the compensation committee of the Level 3 Board) and the award will continue to vest based on continued service to CenturyLink. The equity award exchange ratio is equal to the sum of (1) 1.4286 plus (2) the quotient (rounded to four decimal places) of (a) \$26.50 divided by (b) the volume weighted average price of a share of CenturyLink common stock on the NYSE for the 30 trading days ending with the trading day immediately prior to the closing date of the combination.

***Material U.S. Federal Income Tax Consequences of the Merger (See page 149)***

CenturyLink and Level 3 intend for the combination to be treated as a reorganization within the meaning of Section 368(a). It is a condition to CenturyLink's obligation to complete the combination that CenturyLink receive an opinion from Wachtell, Lipton, Rosen & Katz, counsel to CenturyLink (or such other reputable tax counsel reasonably satisfactory to CenturyLink), to the effect that the combination will be treated as a reorganization within the meaning of Section 368(a) of the Code. It is a condition to Level 3's obligation to complete the combination that Level 3 receive an opinion from Willkie Farr & Gallagher LLP, counsel to Level 3, (or such other reputable tax counsel reasonably satisfactory to Level 3), to the effect that the combination will be treated as a reorganization within the meaning of Section 368(a) of the Code. Assuming the receipt and accuracy of these opinions, a holder of shares of Level 3 common stock will generally recognize gain (but not loss) for U.S. federal income tax purposes in an amount equal to the lesser of (i) the amount of gain realized (consisting of the excess, if any, of the sum of the amount of cash and the fair market value, as of the effective time of the merger, of the CenturyLink shares received in the combination over that stockholder's adjusted tax basis in its Level 3 common stock surrendered) and (ii) the aggregate amount of cash received in the combination.

You should read the section entitled *Material U.S. Federal Income Tax Consequences* beginning on page 149 for a more complete discussion of the U.S. federal income tax consequences of the combination. Tax matters can be complicated, and the tax consequences of the combination to you will depend on your particular situation. **You should consult your tax advisor to determine the tax consequences of the combination to you.**

***Recommendation of the CenturyLink Board (See page 40)***

After careful consideration, the CenturyLink Board, on October 30, 2016, unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the CenturyLink stock issuance, are in the best interests of CenturyLink and its shareholders. For the factors considered by the CenturyLink Board in reaching its decision to approve the merger agreement, see the section entitled *The Combination and the Stock Issuance CenturyLink's Reasons for the Combination; Recommendation of the Stock Issuance by the CenturyLink Board* beginning on page 59. **The CenturyLink Board unanimously recommends that the CenturyLink shareholders vote FOR the proposal to issue shares of CenturyLink common stock in connection with the combination.**





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**Table of Contents**

***Recommendation of the Level 3 Board (See page 46)***

After careful consideration, the Level 3 Board, on October 30, 2016, unanimously approved and adopted the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the combination, are advisable and in the best interests of Level 3 and its stockholders. For the factors considered by the Level 3 Board in reaching its decision to approve and adopt the merger agreement, see the section entitled *The Combination and the Stock Issuance Level 3's Reasons for the Combination; Recommendation of the Combination by the Level 3 Board* beginning on page 62. **The Level 3 Board unanimously recommends that the Level 3 stockholders vote FOR the proposal to adopt the merger agreement.**

**Opinions of CenturyLink's Financial Advisors**

***Opinion of BofA Merrill Lynch (See page 66)***

In connection with the combination, Merrill Lynch, Pierce, Fenner & Smith Incorporated, which we refer to as BofA Merrill Lynch, financial advisor to CenturyLink, delivered to the CenturyLink Board an oral opinion, which was confirmed by delivery of a written opinion, dated October 30, 2016, to the effect that, as of the date of the opinion and based on and subject to various assumptions and limitations described in its opinion, the merger consideration to be paid by CenturyLink was fair, from a financial point of view, to CenturyLink.

The full text of the written opinion, dated October 30, 2016, of BofA Merrill Lynch, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex E to this document. The summary of BofA Merrill Lynch's opinion contained in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. **BofA Merrill Lynch provided its opinion to the CenturyLink Board (in its capacity as such) for the benefit and use of the CenturyLink Board in connection with and for purposes of its evaluation of the merger consideration from a financial point of view. BofA Merrill Lynch's opinion does not address any other aspect of the combination and no opinion or view was expressed as to the relative merits of the combination in comparison to other strategies or transactions that might be available to CenturyLink or in which CenturyLink might engage or as to the underlying business decision of CenturyLink to proceed with or effect the combination. BofA Merrill Lynch's opinion does not address any other aspect of the combination and does not constitute a recommendation to any stockholder as to how to vote or act in connection with the proposed combination or any related matter.**

***Opinion of Morgan Stanley (See page 69)***

Morgan Stanley & Co. LLC, which we refer to as Morgan Stanley, was retained by the CenturyLink Board to act as financial advisor in connection with the combination. On October 30, 2016, Morgan Stanley rendered its oral opinion, which was subsequently confirmed in writing, to the CenturyLink Board to the effect that, as of that date and based upon and subject to the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in its written opinion, the merger consideration to be paid by CenturyLink pursuant to the merger agreement was fair from a financial point of view to CenturyLink.

The full text of the written opinion, dated October 30, 2016, of Morgan Stanley, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex F to this document. The summary of Morgan Stanley's opinion contained in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. **Morgan Stanley provided its opinion to the CenturyLink Board (in its capacity as such) for the benefit and use of the CenturyLink Board in connection with and for purposes of its evaluation of the merger**



**Table of Contents**

**consideration from a financial point of view. Morgan Stanley's opinion does not address any other aspect of the combination and no opinion or view was expressed as to the relative merits of the combination in comparison to other strategies or transactions that might be available to CenturyLink or in which CenturyLink might engage or as to the underlying business decision of CenturyLink to proceed with or effect the combination. Morgan Stanley's opinion does not address any other aspect of the combination and does not constitute a recommendation to any stockholder as to how to vote or act in connection with the proposed combination or any related matter.**

***Opinion of Evercore (See page 78)***

In connection with the combination, CenturyLink retained Evercore Group L.L.C., which we refer to as Evercore, to act as a financial advisor to CenturyLink and the CenturyLink Board. On October 30, 2016, at a meeting of the CenturyLink Board, Evercore rendered its oral opinion, subsequently confirmed by delivery of a written opinion that, based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, as of such date, the merger consideration was fair, from a financial point of view, to CenturyLink.

The full text of the written opinion, dated October 30, 2016, of Evercore, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex G to this document. The summary of Evercore's opinion contained in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. **Evercore provided its opinion to the CenturyLink Board (in its capacity as such) for the benefit and use of the CenturyLink Board in connection with and for purposes of its evaluation of the merger consideration from a financial point of view. Evercore's opinion does not address any other aspect of the combination and no opinion or view was expressed as to the relative merits of the combination in comparison to other strategies or transactions that might be available to CenturyLink or in which CenturyLink might engage or as to the underlying business decision of CenturyLink to proceed with or effect the combination. Evercore's opinion does not address any other aspect of the combination and does not constitute a recommendation to any stockholder as to how to vote or act in connection with the proposed combination or any related matter.**

**Opinions of Level 3's Financial Advisors**

***Opinion of Citi (See page 88)***

On October 30, 2016, Citigroup Global Markets Inc., which we refer to as Citi, financial advisor to Level 3, rendered its oral opinion to the Level 3 Board, which was confirmed by delivery of a written opinion dated October 31, 2016, to the effect that, as of such date and based on and subject to factors, procedures, assumptions, qualifications and limitations contained therein, Citi's experience as investment bankers, the work described in Citi's opinion and other factors deemed relevant by Citi, each as described in greater detail in the section entitled *The Combination and the Stock Issuance Opinions of Level 3's Financial Advisors Opinion of Citigroup Global Markets Inc.*, the merger consideration to be received by the Level 3 stockholders, other than with respect to shares of Level 3 common stock held by stockholders that have properly perfected their rights of appraisal within the meaning of Section 262 of the Delaware law (such shares, the "excluded shares"), in the initial merger was fair, from a financial point of view, to such holders. Citi's opinion, the issuance of which was authorized by Citi's fairness opinion committee, was provided to the Level 3 Board in connection with its evaluation of the combination and was limited to the fairness, from a financial point of view, as of the date of Citi's opinion, to the Level 3 stockholders (other than with respect to excluded shares) of the merger consideration to be received by such holders in connection with the combination.

**Citi's opinion does not address any other aspects or implications of the combination and does not constitute a recommendation to any stockholder as to how such stockholder should vote or act on any**

- 6 -

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**Table of Contents**

**matters relating to the transactions contemplated by the merger agreement, including the initial merger. The summary of Citi's opinion contained in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. We encourage you to read the full text of Citi's written opinion, which is attached to this joint proxy statement/prospectus as Annex C and sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations and qualifications on the scope of review undertaken.**

For a description of the opinion that the Level 3 Board received from Citi, see the section entitled *The Combination and the Stock Issuance Opinions of Level 3's Financial Advisors Opinion of Citigroup Global Markets Inc.* beginning on page 88.

***Opinion of Lazard (See page 96)***

On October 30, 2016, Lazard Frères & Co. LLC, which we refer to as Lazard, financial advisor to Level 3, rendered its oral opinion, subsequently confirmed in writing by delivery of a written opinion, dated October 30, 2016, to the Level 3 Board, that, as of such date, and based upon and subject to the assumptions, procedures, factors, qualifications and limitations set forth therein, the per share merger consideration of \$26.50 in cash and 1.4286 shares of CenturyLink common stock to be paid to Level 3 stockholders, other than the holders of shares of Level 3 common stock that have properly perfected their rights of appraisal within the meaning of Section 262 of the Delaware law, in the combination was fair, from a financial point of view, to such holders of Level 3 common stock.

**The full text of Lazard's written opinion, dated October 30, 2016, which sets forth the assumptions made, procedures followed, factors considered and qualifications and limitations on the scope of review undertaken by Lazard in connection with its opinion, is attached to this joint proxy statement/prospectus as Annex D and is incorporated into this joint proxy statement/prospectus by reference. The description of Lazard's opinion set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of Lazard's written opinion attached as Annex D. You are encouraged to read Lazard's opinion carefully and in its entirety.**

Lazard's opinion was for the benefit of the Level 3 Board (in its capacity as such) and Lazard's opinion was rendered to the Level 3 Board in connection with its evaluation of the transactions. Lazard's opinion was not intended to and does not constitute a recommendation to any shareholder as to how such shareholder should vote or act with respect to the transactions or any matter relating thereto. For a description of the opinion that the Level 3 Board received from Lazard, see the section entitled *The Combination and the Stock Issuance Opinions of Level 3's Financial Advisors Opinion of Lazard Frères & Co. LLC* beginning on page 96.

***CenturyLink's Executive Officers and Directors Have Financial Interests in the Combination That Differ from the Interests of CenturyLink Shareholders (See page 106)***

Some of CenturyLink's executive officers and directors have financial interests in the combination that are different from, or in addition to, the interests of CenturyLink shareholders generally. The CenturyLink Board was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the combination, in approving the merger agreement, and in recommending that the shareholders approve the issuance of CenturyLink common stock to Level 3 stockholders in connection with the combination.

Following the consummation of the combination, all members of the CenturyLink Board are expected to continue as directors of the combined company. Except as otherwise described in this joint proxy statement/prospectus, the executive officers of CenturyLink are currently expected to continue as executive officers of the combined company. Decisions on executive officers are subject to change as the parties complete integration



**Table of Contents**

planning and as decisions are made concerning the management structure of the combined company. In addition, in connection with the combination, CenturyLink plans to establish and grant awards under a retention program in which executive officers of CenturyLink may be eligible to participate.

Please see *The Combination and the Stock Issuance Financial Interests of CenturyLink Directors and Executive Officers in the Combination* beginning on page 105 for additional information about these financial interests.

***Level 3 s Executive Officers and Directors Have Financial Interests in the Combination That Differ from the Interests of Level 3 Stockholders (See page 107)***

Certain members of the Level 3 Board and certain executive officers of Level 3 may be deemed to have financial interests in the combination that are in addition to, or different from, the interests of other Level 3 stockholders generally. The Level 3 Board was aware of these interests and considered them, among other matters, in approving the combination and the merger agreement and in making the recommendations that Level 3 stockholders approve and adopt the merger agreement and approve the combination and the other transactions contemplated by the merger agreement. These interests include:

outstanding Level 3 RSU awards held by the members of the Level 3 Board and Level 3 s executive officers, which will either be cancelled in exchange for the per share merger consideration or assumed by CenturyLink;

the terms of outstanding Level 3 RSU awards that will be assumed provide for the accelerated vesting of all or a portion of the awards upon certain qualifying terminations of employment following the effective time of the combination;

each Level 3 executive officer participates in the Key Executive Severance Plan, which provides the executive officer with cash severance and other benefits in the case of a qualifying termination of employment following the completion of the combination;

in connection with the execution of the merger agreement, Level 3 may adopt a retention program in which Level 3 s executive officers are eligible to participate; and

Level 3 directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement.

***Governance Matters After the Combination (See page 134)***

CenturyLink has agreed to appoint to the CenturyLink Board on or prior to the effective time of the initial merger, (i) three members of Level 3 s Board, to be selected by CenturyLink and who are not affiliated with STT Crossing, and (ii) in accordance with the terms of the shareholder rights agreement, one member of Level 3 s Board to be designated by STT Crossing. If any of the Level 3 directors selected by CenturyLink to serve on the CenturyLink Board are unwilling or unable to serve on CenturyLink s Board, then CenturyLink shall select another candidate from Level 3 s Board not affiliated with or designated by STT Crossing. CenturyLink has further agreed to cause all such appointed

directors to be nominated for election to the CenturyLink Board at the first annual meeting following the closing of the combination. In addition, in accordance with the terms of the shareholder rights agreement, CenturyLink has also agreed to nominate the STT Crossing designee to the CenturyLink Board for the first three annual meetings of CenturyLink following the completion of the combination, unless STT Crossing and its affiliates do not beneficially own at least 85% of the CenturyLink common stock to be received by them at the completion of the combination. STT Crossing is expected to own approximately 8.8% of the CenturyLink common stock outstanding after the completion of the combination.

CenturyLink expects Jeff K. Storey, Level 3's president and chief executive officer, and Steven T. Clontz, senior executive vice president of Singapore Technologies Telemedia Pte. Ltd., to join the CenturyLink Board



**Table of Contents**

upon completion of the combination, with Mr. Clontz serving as the designee of STT Crossing. Prior to the CenturyLink special meeting, CenturyLink intends to publicly announce the names of the other two Level 3 directors to be appointed to the CenturyLink Board upon completion of the combination.

***Regulatory Approvals Required for the Combination (See page 117)***

As more fully described in this joint proxy statement/prospectus, the completion of the combination is subject to the receipt of the following regulatory approvals, among others:

the expiration or earlier termination of the waiting period (and any extension thereof) applicable to the combination under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which we refer to as the HSR Act;

the receipt of the authorizations required to be obtained from the Federal Communications Commission, which we refer to as the FCC, and certain state regulatory agencies; and

completion of the Committee on Foreign Investment in the United States, which we refer to as CFIUS, process, if a notice of merger is provided to CFIUS.

***Conditions to Completion of the Combination (See page 140)***

As more fully described in this joint proxy statement/prospectus and in the merger agreement, the completion of the combination depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, receipt of the requisite approvals of CenturyLink shareholders and Level 3 stockholders, the expiration or early termination of the waiting period under the HSR Act, the receipt of all required regulatory approvals by the FCC and certain state regulators, approval by CFIUS if a notice of the combination is provided to CFIUS, the absence of any law or order prohibiting the merger and the receipt of required regulatory approvals from certain state regulators and other governmental entities so long as failure to receive such approvals does not have certain material effects on one or more of the parties to the merger, the shares of CenturyLink common stock to be issued in connection with the combination having been approved for listing on the NYSE, the effectiveness of the registration statement of which this joint proxy statement/prospectus forms a part, the correctness of all representations and warranties made by the parties in the merger agreement and performance by the parties of their obligations under the merger agreement (subject in each case to certain materiality standards) and the receipt of legal opinions from their respective tax counsel regarding the qualification of the combination as a reorganization for U.S. federal income tax purposes.

We cannot be certain when, or if, the conditions to the combination will be satisfied or waived, or that the combination will be completed.

***Termination of the Merger Agreement (See page 142)***

CenturyLink and Level 3 may mutually agree to terminate the merger agreement before completing the combination, even after approval of the CenturyLink shareholders or approval of the Level 3 stockholders.

In addition, either CenturyLink or Level 3 may decide to terminate the merger agreement if:

the combination is not consummated by October 31, 2017, subject to extension by either party to not later than January 31, 2018 if all of the conditions to the completion of the combination other than the receipt of the required regulatory approvals have been satisfied or are capable of being satisfied;

a court or other governmental entity issues a final and nonappealable order prohibiting or making illegal the transactions contemplated by the merger agreement;

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**Table of Contents**

CenturyLink shareholders fail to approve the issuance of shares of CenturyLink common stock in connection with the combination;

Level 3 stockholders fail to approve and adopt the merger agreement; or

the other party breaches the merger agreement in a way that would entitle the party seeking to terminate the agreement not to consummate the combination, subject to the right of the breaching party to cure the breach.

Either party may also terminate the merger agreement:

prior to the shareholder approval of the other party being obtained, if the board of directors of the other party (i) withdraws, modifies or amends its approval or recommendation of the merger agreement or the combination in any manner adverse to the terminating party or (ii) approves or recommends a competing takeover proposal with a third party; or

concurrently with entering into a definitive acquisition agreement with respect to a competing takeover proposal that (i) the board of directors of such party has determined to be superior to the combination and (ii) as to which the board of directors of such party has concluded that the failure to take such action is inconsistent with the fiduciary duties of such party's board of directors, subject to a matching period for the benefit of the other party and other procedural requirements.

Either party may also terminate the merger agreement if the other party fails to call or hold the meeting of its shareholders in connection with the combination or commits an intentional breach of its non-solicitation obligations under the merger agreement.

The merger agreement also prohibits CenturyLink and Level 3 from soliciting, or participating in discussions or negotiations or providing information with respect to, competing takeover proposals, subject to certain exceptions.

***Termination Fees and Expenses; Liability for Breach (See page 143)***

Generally, all fees and expenses incurred in connection with the merger and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses, subject to specific exceptions provided in the merger agreement. Each of CenturyLink and Level 3 is also required to reimburse the other party for 50% of such other party's reasonably documented fees and expenses in the event of the termination of the merger agreement as a result of the failure to obtain the requisite approval of such party's shareholders, subject to a maximum reimbursement of up to (i) \$20 million, in the case of CenturyLink's obligation to reimburse Level 3, and (ii) \$75 million, in the case of Level 3's obligation to reimburse CenturyLink. The merger agreement further provides that, under certain circumstances involving a termination of the merger agreement, Level 3 may be obligated to pay CenturyLink a termination fee of \$737.5 million and CenturyLink may be obligated to pay Level 3 a termination fee of \$471.5 million, less, in each case, a credit for any previously paid reimbursement of expenses.

See the section entitled *The Merger Agreement Termination Fees and Expenses; Liability for Breach* beginning on page 143 for a complete discussion of the circumstances under which termination fees will be required to be paid.

***Accounting Treatment (See page 152)***

CenturyLink prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States, which we refer to as GAAP. The combination will be accounted for by applying the acquisition method with CenturyLink treated as the acquiror. Please see the section entitled *Accounting Treatment* on page 152.

## **Table of Contents**

### ***Appraisal Rights (See page 180)***

Level 3 stockholders who do not vote in favor of the proposal to adopt the merger agreement will have the right to demand appraisal of their shares of Level 3 common stock and obtain payment in cash for the fair value of their shares, but only if they perfect their appraisal rights and comply with the applicable provisions of Delaware law. A copy of the Delaware statutory provisions related to appraisal rights is attached as Annex H to this joint proxy statement/prospectus, and a summary of these provisions can be found under *Appraisal Rights*. Failure to strictly comply with the applicable provisions of Delaware law will result in the loss of the right of appraisal.

Under Louisiana law, the holders of CenturyLink common stock and preferred stock are not entitled to appraisal rights in connection with the CenturyLink stock issuance proposal.

### **The CenturyLink Special Meeting**

The CenturyLink special meeting will be held at 100 CenturyLink Drive, Monroe, Louisiana 71203 at 10:00 a.m., local time, on March 16, 2017. At the CenturyLink special meeting, CenturyLink shareholders will be asked to approve:

the CenturyLink stock issuance proposal; and

if necessary, the CenturyLink adjournment proposal.

You may vote at the CenturyLink special meeting if you owned shares of CenturyLink common stock or voting preferred stock at the close of business on January 25, 2017. You may cast one vote for each share of common stock or voting preferred stock of CenturyLink that you owned on the record date. On that date, there were 546,558,823 shares of common stock and 7,018 shares of voting preferred stock of CenturyLink outstanding and entitled to vote.

Approval of the CenturyLink stock issuance proposal requires the affirmative vote of a majority of the votes cast on such matter at the CenturyLink special meeting by holders of the CenturyLink common stock and voting preferred stock, voting as a single class (provided that a quorum is present). Approval of the CenturyLink adjournment proposal requires approval by the affirmative vote of a majority of the votes cast on such matter at such meeting by holders of the CenturyLink common stock and voting preferred stock, voting as a single class (provided that a quorum exists).

On the record date, less than 1.0% of the outstanding shares of CenturyLink common stock and none of the outstanding shares of CenturyLink voting preferred stock were held by CenturyLink directors and executive officers and their affiliates. CenturyLink currently expects that CenturyLink's directors and executive officers will vote their shares in favor of the issuance of CenturyLink common stock in the combination.

### **The Level 3 Special Meeting**

The Level 3 special meeting will be held at Level 3's headquarters at 1025 Eldorado Boulevard, Broomfield, Colorado 80021, at 9:00 a.m., local time, on March 16, 2017. At the Level 3 special meeting, Level 3 stockholders will be asked:

to consider and vote on the merger proposal;

to consider and vote on the compensation proposal; and

to consider and vote on the Level 3 adjournment proposal.

**Table of Contents**

You may vote at the Level 3 special meeting if you owned shares of Level 3 common stock at the close of business on January 25, 2017, the record date. As of the close of business on the record date, there were 360,078,836 shares of common stock of Level 3 outstanding and entitled to vote. You may cast one vote for each share of Level 3 common stock that you owned on the record date.

Completion of the combination is conditioned on the approval of the merger proposal. Approval of the merger proposal requires the affirmative vote of holders of a majority of the issued and outstanding shares of Level 3 common stock to approve and adopt the proposal. Approval of the Level 3 adjournment proposal and the compensation proposal each requires the affirmative vote of holders of a majority of the issued and outstanding shares of Level 3 common stock present in person or represented by proxy at the Level 3 special meeting.

On the record date for the Level 3 special meeting, the directors and executive officers of Level 3 and their affiliates owned and were entitled to vote approximately 66,731,667 shares of Level 3 s common stock, representing approximately 19% of the outstanding Level 3 common stock (including 65,031,667 shares of Level 3 common stock held by STT Crossing and its affiliates, representing 18.1% of the outstanding Level 3 common stock). Level 3 currently expects that Level 3 s directors and executive officers will vote their shares in favor of the merger proposal and the compensation proposal. STT Crossing is expected to own approximately 8.8% of the CenturyLink common stock outstanding after the completion of the combination.

**Table of Contents****Selected Historical Financial Data of CenturyLink**

The following tables set forth selected consolidated financial information for CenturyLink. The selected statement of operations data for the nine months ended September 30, 2016 and 2015 and the selected balance sheet data as of September 30, 2016 and 2015 have been derived from CenturyLink's unaudited consolidated financial statements. In the opinion of CenturyLink's management, all adjustments considered necessary for a fair presentation of the interim September 30 financial information have been included. The selected statement of operations data for each of the years in the five-year period ended December 31, 2015 and the selected balance sheet data as of December 31 for each of the years in the five-year period ended December 31, 2015 have been derived from CenturyLink's consolidated financial statements that were audited by KPMG LLP. The following information should be read together with CenturyLink's consolidated financial statements, the notes related thereto and management's related reports on CenturyLink's financial condition and performance, all of which are contained in CenturyLink's reports filed with the SEC and incorporated herein by reference. See *Where You Can Find More Information*. The operating results for the nine months ended September 30, 2016 are not necessarily indicative of the results to be expected for the entire year ended December 31, 2016.

<i>(In millions, except per share amounts)</i>	<b>Nine Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>September 30, 2016</b>	<b>2015</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Selected Statement of Operations Data</b>							
Operating revenues	\$ 13,181	13,424	17,900	18,031	18,095	18,376	15,351
Operating income	\$ 1,939	1,854	2,605	2,410	1,453	2,713	2,025
Net income (loss)	\$ 584	540	878	772	(239)	777	573
<b>Earnings (loss) per common share</b>							
Basic	\$ 1.08	0.97	1.58	1.36	(0.40)	1.25	1.07
Diluted	\$ 1.08	0.97	1.58	1.36	(0.40)	1.25	1.07
Dividends declared per common share	\$ 1.62	1.62	2.16	2.16	2.16	2.90	2.90
Weighted average basic shares outstanding	539.4	558.5	554.3	568.4	600.9	620.2	532.8
Weighted average diluted shares outstanding	540.5	559.3	555.1	569.7	600.9	622.3	534.1

<i>(In millions)</i>	<b>September 30,</b>		<b>December 31,</b>				
	<b>2016</b>	<b>2015</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Selected Balance Sheet Data</b>							
Net property, plant and equipment	\$ 17,840	18,068	18,069	18,433	18,646	18,909	19,361
Goodwill	\$ 20,766	20,757	20,742	20,755	20,674	21,627	21,627
Total assets	\$ 46,796	48,754	47,604	49,103 <sup>(1)</sup>	50,471 <sup>(1)</sup>	52,901 <sup>(1)</sup>	54,842 <sup>(1)</sup>
Long-term debt, including current portion	\$ 19,718	20,414	20,225	20,503 <sup>(1)</sup>	20,809 <sup>(1)</sup>	20,481 <sup>(1)</sup>	21,758 <sup>(1)</sup>
Shareholders' equity	\$ 13,892	14,250	14,060	15,023	17,191	19,289	20,827



*(In thousands)*

**Selected Operating Data**

**(unaudited):**

Total access lines	11,231	11,915	11,748	12,394	13,002	13,751	14,587
Total broadband subscribers	5,950	6,071	6,048	6,082	5,991	5,851	5,655

- (1) Reflects retrospective application of the requirements of Accounting Standard Update, or ASU, 2015-03 Simplifying the Presentation of Debt Issuance Costs and ASU 2015-17 Balance Sheet Classification of Deferred Taxes as described on CenturyLink's Form 10-K for the year ended December 31, 2015.

**Table of Contents****Selected Historical Financial Data of Level 3**

The following tables set forth selected consolidated financial information for Level 3. The selected statement of operations data for the nine months ended September 30, 2016 and 2015 and the selected balance sheet data as of September 30, 2016 and 2015 have been derived from Level 3's unaudited consolidated financial statements. In the opinion of Level 3's management, all adjustments considered necessary for a fair presentation of the interim September 30 financial information have been included. The selected statement of operations data for each of the years in the five year period ended December 31, 2015 and the selected balance sheet data as of December 31 for each of the years in the five year period ended December 31, 2015 have been derived from Level 3's consolidated financial statements that were audited by KPMG LLP, except as noted below. The following information should be read together with Level 3's consolidated financial statements, the notes related thereto and management's related reports on Level 3's financial condition and performance, all of which are contained in Level 3's reports filed with the SEC and incorporated herein by reference. See *Where You Can Find More Information*. The operating results for the nine months ended September 30, 2016 are not necessarily indicative of the results to be expected for the entire year ended December 31, 2016.

<i>(In millions, except per share amounts)</i>	<b>Nine Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>September 30, 2016</b>	<b>2015</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Selected Statement of Operations Data<sup>(1)</sup></b>							
Revenue	\$ 6,140	6,176	8,229	6,777	6,313	6,376	4,333
Income (loss) from continuing operations	\$ 427	110	3,433	314	(109)	(422)	(827)
Income (loss) from continuing operations per share							
Basic	\$ 1.19	0.31	9.71	1.23	(0.49)	(1.96)	(6.03)
Diluted	\$ 1.18	0.31	9.58	1.21	(0.49)	(1.96)	(6.03)
Net income (loss)	\$ 427	110	3,433	314	(109)	(422)	(756)
Net income (loss) per common share							
Basic <sup>(2)</sup>	\$ 1.19	0.31	9.71	1.23	(0.49)	(1.96)	(5.51)
Diluted <sup>(2)</sup>	\$ 1.18	0.31	9.58	1.21	(0.49)	(1.96)	(5.51)
Dividends declared per common share							
Weighted average basic shares outstanding	358.1	352.4	353.4	254.4	222.4	215.4	137.2
Weighted average diluted shares outstanding	361.1	355.5	358.6	258.5	222.4	215.4	137.2

<i>(In millions)</i>	<b>September 30,</b>		<b>December 31,</b>				
	<b>2016</b>	<b>2015</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Selected Balance Sheet Data</b>							
Total assets	\$ 24,746	20,756 <sup>(3)</sup>	24,017 <sup>(3)</sup>	20,802 <sup>(3)</sup>	12,754 <sup>(3)</sup>	13,174 <sup>(3)</sup>	13,072 <sup>(3)</sup>
Current portion of long-term debt	\$ 7	16	15	349	31	216	65
Long-term debt, less current portion	\$ 10,875	10,870 <sup>(3)</sup>	10,866 <sup>(3)</sup>	10,839 <sup>(3)</sup>	8,211 <sup>(3)</sup>	8,383 <sup>(3)</sup>	8,269 <sup>(3)</sup>
Stockholders' equity	\$ 10,724	6,780	10,126	6,363	1,411	1,171	1,193

- (1) The selected historical financial data of Level 3 set forth above should be read together with the notes to the selected historical financial data of Level 3 included in Item 6 of Level 3's Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 26, 2016, which notes are incorporated herein by reference in their entirety.
- (2) In the fourth quarter of 2015, with the continued expectation of generating income before taxes in the United States, Level 3 released a significant portion of its valuation allowance against its net U.S. federal and state deferred tax asset position. The release of the valuation allowance benefited income tax expense and net income by approximately \$3.3 billion.
- (3) Reflects retrospective application of the requirements of ASU 2015-03 Simplifying the Presentation of Debt Issuance Costs as described on Level 3's Form 10-Q for the quarter ended March 31, 2016.

**Table of Contents****Summary Unaudited Pro Forma Condensed Combined Financial Information**

The following table shows summary unaudited pro forma condensed combined financial information about the combined financial condition and operating results of CenturyLink and Level 3 after giving effect to the combination. The unaudited pro forma financial information assumes that the combination is accounted for by applying the acquisition method with CenturyLink treated as the acquirer. The unaudited pro forma condensed combined balance sheet data gives effect to the combination as if it had occurred on September 30, 2016. The unaudited pro forma condensed combined statements of operations data gives effect to the combination as if it had become effective at January 1, 2015. The summary unaudited selected pro forma condensed combined financial information listed below has been derived from and should be read in conjunction with (i) the more detailed unaudited pro forma condensed combined financial information, including the notes thereto, appearing elsewhere in this joint proxy statement/prospectus and (ii) the consolidated financial statements and the related notes of both CenturyLink and Level 3, each incorporated herein by reference. See *Unaudited Pro Forma Condensed Combined Financial Information* on page 153 and *Where You Can Find More Information* on page 186.

The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and is not necessarily indicative of the combined operating results or financial position that would have occurred if such transactions had been consummated on the dates and in accordance with the assumptions described herein, nor is it necessarily indicative of the combined company's future operating results or financial position. The unaudited pro forma condensed combined financial information does not give effect to (i) any potential revenue enhancements or cost synergies that could result from the combination or (ii) any transaction or integration costs relating to the combination. In addition, as explained in more detail in the accompanying notes to the unaudited pro forma condensed combined financial information, the preliminary allocation of the pro forma aggregate consideration reflected in the unaudited pro forma condensed combined financial information is subject to adjustment and may vary materially from the definitive allocation of the final aggregate consideration that will be recorded subsequent to completion of the combination. The determination of the final aggregate consideration will be based on the number of shares of Level 3 common stock outstanding and CenturyLink's stock price at closing. For additional information on the limitations of this information, see *Risk Factors Risk Factors Relating to CenturyLink Following the Combination Other Risks The historical and unaudited pro forma condensed combined financial information included elsewhere in this joint proxy statement/prospectus may not be representative of CenturyLink's results after the combination, and accordingly, you have limited financial information on which to evaluate the combined company.*

	<b>Year Ended December 31, 2015</b>	<b>Nine Months Ended September 30, 2016</b>
	<b>(Unaudited)</b>	
	<b>(In millions, except per share amounts)</b>	
<b><u>Statement of Operations Data</u></b>		
Net Operating revenues	\$ 25,729	\$ 19,031
Operating income	\$ 2,566	\$ 2,088
Net income	\$ 3,231	\$ 232
Basic earnings per share	\$ 3.05	\$ 0.22
Diluted earnings per share	\$ 3.03	\$ 0.22



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**Table of Contents**

	<b>September 30, 2016 (Unaudited) (In millions)</b>
<b><u>Summary Balance Sheet</u></b>	
Net property, plant and equipment	\$ 28,007
Goodwill	\$ 35,885
Total assets	\$ 81,029
Long-term debt, including current portion	\$ 39,273
Shareholders' equity	\$ 26,926

**Table of Contents****Unaudited Equivalent and Comparative Per Share Data**

The following table sets forth, for the nine months ended September 30, 2016 and the year ended December 31, 2015, selected per share information for CenturyLink common stock on a historical and unaudited pro forma combined basis and for Level 3 common stock on a historical and pro forma equivalent basis. Except for the historical information as of and for the year ended December 31, 2015, the information in the table is unaudited. You should read the table below together with the historical consolidated financial statements and related notes of CenturyLink and Level 3 contained in their respective Annual Reports on Form 10-K for the year ended December 31, 2015 and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016 and September 30, 2016, all of which are incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* on page 186.

The CenturyLink pro forma combined earnings per share were calculated using the methodology described below under the heading *Unaudited Pro Forma Condensed Combined Financial Information*, and is subject to all the assumptions, adjustments and limitations described thereunder. The CenturyLink pro forma combined cash dividends per common share represent CenturyLink's historical cash dividends per common share. The CenturyLink pro forma combined book value per share was calculated by dividing total combined CenturyLink and Level 3 common shareholders' equity by pro forma equivalent common shares. The Level 3 pro forma equivalent per common share amounts were calculated by multiplying the CenturyLink pro forma combined per share information by the exchange ratio of 1.4286.

	CenturyLink		Level 3	
	Historical	Pro Forma Combined	Historical	Pro Forma Equivalent
<b>Basic earnings per common share</b>				
Nine months ended September 30, 2016	\$ 1.08	\$ 0.22	\$ 1.19	\$ 0.31
Year ended December 31, 2015	\$ 1.58	\$ 3.05	\$ 9.71	\$ 4.35
<b>Diluted earnings per common share before extraordinary items and discontinued operations</b>				
Nine months ended September 30, 2016	\$ 1.08	\$ 0.22	\$ 1.18	\$ 0.31
Year ended December 31, 2015	\$ 1.58	\$ 3.03	\$ 9.58	\$ 4.32
<b>Cash dividends declared per common share</b>				
Nine months ended September 30, 2016	\$ 1.62	\$ 1.62		\$ 2.31
Year ended December 31, 2015	\$ 2.16	\$ 2.16		\$ 3.09
<b>Book value per common share</b>				
As of September 30, 2016	\$ 25.41	\$ 24.90	\$ 29.81	\$ 35.57





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**Table of Contents****CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus contain certain forecasts and other forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, business strategies, operating efficiencies or synergies, revenue enhancements, competitive positions, growth opportunities, plans and objectives of the management of each of CenturyLink, Level 3 and, following the combination, the combined company, the combination and the markets for CenturyLink and Level 3 common stock and various other matters. Statements in this joint proxy statement/prospectus and the documents incorporated by reference herein that are not historical facts are hereby identified as forward-looking statements for the purpose of the safe harbor provided by Section 21E of the Exchange Act, and Section 27A of the Securities Act. These forward-looking statements, including, without limitation, those regarding the expected timing and benefits of the proposed transaction, such as efficiencies, cost savings, enhanced revenues, growth potential, market profile and financial strength, and the competitive ability and position of the combined company, and other statements identified by words such as will, estimates, anticipates, believes, expects, projects, plans, intends, may, should, could, seeks and are subject to a number of risks, uncertainties and assumptions, many of which are beyond our control. These forward-looking statements are based upon the judgment and assumptions of CenturyLink and Level 3 or, following the combination, the combined company as of the date of such statements concerning future developments and events, many of which are beyond their control. These forward-looking statements, and the assumptions upon which they are based, (i) are not guarantees of future results, (ii) are inherently speculative and (iii) are subject to a number of risks and uncertainties. Actual events and results may differ materially from those anticipated, estimated, projected or implied in those statements if one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect.

Forward-looking statements are found at various places throughout this joint proxy statement/prospectus, including in the sections entitled *The Combination and the Stock Issuance Certain Forecasts Prepared by CenturyLink* and *The Combination and the Stock Issuance Certain Forecasts Prepared by Level 3* and *Risk Factors*. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include those set forth in CenturyLink's and Level 3's filings with the SEC, including their respective Annual Reports on Form 10-K for the year ended December 31, 2015, as updated by subsequent Quarterly Reports on Form 10-Q. These important factors also include those set forth under *Risk Factors* in this joint proxy statement/prospectus as well as, among others, risks and uncertainties relating to:

the ability of the parties to timely and successfully receive the required approvals for the combination from (i) regulatory agencies free of conditions materially adverse to the parties and (ii) their respective shareholders;

the possibility that the anticipated benefits from the proposed transaction cannot be fully realized or may take longer to realize than expected;

the possibility that costs, difficulties or disruptions related to the integration of Level 3's operations with those of CenturyLink will be greater than expected;

the ability of the combined company to retain and hire key personnel;

the effects of competition from a wide variety of competitive providers, including lower demand for CenturyLink's legacy offerings;

the effects of new, emerging or competing technologies, including those that could make the combined company's products less desirable or obsolete;

the effects of ongoing changes in the regulation of the communications industry, including the outcome of regulatory or judicial proceedings relating to intercarrier compensation, interconnection obligations, access charges, universal service, broadband deployment, data protection and net neutrality;

**Table of Contents**

adverse changes in CenturyLink's or the combined company's access to credit markets on favorable terms, whether caused by changes in its financial position, lower debt credit ratings, unstable markets or otherwise;

the combined company's ability to effectively adjust to changes in the communications industry, and changes in the composition of its markets and product mix;

possible changes in the demand for, or pricing of, the combined company's products and services, including the combined company's ability to effectively respond to increased demand for high-speed broadband service;

changes in the operating plans, capital allocation plans or corporate strategies of the combined company, whether based on changes in market conditions, changes in the cash flows or financial position of the combined company, or otherwise;

the combined company's ability to successfully maintain the quality and profitability of its existing product and service offerings and to introduce new offerings on a timely and cost-effective basis;

the adverse impact on the combined company's business and network from possible equipment failures, service outages, security breaches or similar events impacting its network;

the combined company's ability to maintain favorable relations with key business partners, suppliers, vendors, landlords and financial institutions;

the ability of the combined company to utilize net operating losses in amounts projected; and

changes in the future cash requirements of the combined company.

Due to these risks and uncertainties, there can be no assurance that the proposed combination or any other transaction described herein will in fact be completed in the manner described or at all. You should be aware that new factors may emerge from time to time and it is not possible for CenturyLink or Level 3 to identify all such factors nor can CenturyLink or Level 3 predict the impact of each such factor on the proposed combination or the combined company. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this document. Unless legally required, CenturyLink and Level 3 undertake no obligation and each expressly disclaim any such obligation, to update publicly any forward-looking statements, whether as a result of new information, future events, changed circumstances or otherwise. Furthermore, any information about the intentions of CenturyLink, Level 3 or, following the combination, the combined company contained in any of their respective forward-looking statements reflect their intentions as of the date of such forward-looking statements, and are based upon, among other things, existing regulatory, technological, industry, competitive, economic and market conditions, and their assumptions as of such date. CenturyLink, Level 3 or, following the combination, the combined company may change their intentions, strategies or plans at any time and without notice, based upon any changes in such factors or assumptions or otherwise.

### **Prospective Financial Information**

The prospective financial information included in this document was not prepared with a view toward public dissemination or compliance with published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation or presentation of prospective financial information. The prospective financial information included in this document has been prepared by Level 3 s and CenturyLink s management, as applicable. KPMG LLP has not examined, compiled or performed any procedures with respect to the accompanying prospective financial information and, accordingly, KPMG LLP does not express an opinion or any other form of assurance with respect thereto. The KPMG LLP reports incorporated by reference in this joint proxy statement/prospectus relate only to Level 3 s and CenturyLink s historical financial information, respectively. They do not extend to the prospective financial information and should not be read to do so.

Neither CenturyLink nor Level 3 assumes any responsibility for the accuracy of the accompanying prospective financial information or expresses any assurance with respect thereto.

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**Table of Contents**

**RISK FACTORS**

*In addition to the other information included and incorporated by reference into this joint proxy statement/prospectus, including the matters addressed in the section entitled **Cautionary Statement Regarding Forward-Looking Statements**, you should carefully consider the following risks before deciding whether to vote for the adoption of the merger agreement, in the case of Level 3 stockholders, or for the issuance of shares of CenturyLink common stock in connection with the combination, in the case of CenturyLink shareholders. In addition, you should read and consider the risks associated with each of the businesses of CenturyLink and Level 3 because these risks will also affect the combined company. These risks can be found in CenturyLink's and Level 3's respective Annual Reports on Form 10-K for fiscal year 2015, as updated by subsequent Quarterly Reports on Form 10-Q, all of which are filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. You should also read and consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See the section entitled **Where You Can Find More Information**.*

**Risk Factors Relating to the Combination**

***The exchange ratio and the amount of the cash consideration are fixed and will not be adjusted in the event of any change in either CenturyLink's or Level 3's stock price.***

Upon the closing of the initial merger, each share of Level 3 common stock (excluding shares as to which appraisal rights have been properly exercised pursuant to Delaware law) will be converted into the right to receive \$26.50 in cash and 1.4286 shares of CenturyLink common stock, with cash paid in lieu of fractional shares. The amount of the cash consideration and the exchange ratio were fixed in the merger agreement and will not be adjusted for changes in the market price of either CenturyLink common stock or Level 3 common stock. Changes in the price of CenturyLink common stock prior to the combination will affect the market value of the merger consideration that Level 3 stockholders will receive on the date of the combination. Stock price changes may result from a variety of factors (many of which are beyond our control), including the following factors:

changes in our respective businesses, operations, financial position or prospects;

changes in market assessments of the business, operations, financial position or prospects of either company or the combined company;

market assessments of the likelihood that the combination will be completed, including related considerations regarding regulatory approvals of the combination;

interest rates, general market, political and economic conditions and other factors generally affecting the price of CenturyLink's and Level 3's common stock; and

federal, state and local legislation, governmental regulation and legal developments affecting the businesses of Level 3 or CenturyLink.

The price of CenturyLink common stock at the closing of the combination may vary from its price on the date the merger agreement was executed, on the date of this joint proxy statement/prospectus and on the date of the special meetings of CenturyLink and Level 3. As a result, the market value of the portion of the merger consideration consisting of CenturyLink common stock will also vary. Under the merger agreement, there will be no adjustment to the per share merger consideration for changes in the market price of either shares of CenturyLink common stock or shares of Level 3 common stock, and neither company is permitted to terminate the merger agreement or resolicit the vote of CenturyLink shareholders or Level 3 stockholders solely because of changes in the market prices of either company's stock. You should obtain current market quotations for shares of CenturyLink common stock and for shares of Level 3 common stock.

## Table of Contents

Because the combination will be completed after the date of the special meetings, at the time of your special meeting, you will not know the exact market value of the CenturyLink common stock that Level 3 stockholders will receive upon completion of the combination. You should consider the following two risks:

If the price of CenturyLink common stock increases between the date the merger agreement was signed or the date of the CenturyLink special meeting and the effective time of the combination, Level 3 stockholders will receive shares of CenturyLink common stock that have a market value upon completion of the combination that is greater than the market value of such shares calculated pursuant to the exchange ratio when the merger agreement was signed or the date of the CenturyLink special meeting, respectively. Therefore, while the number of CenturyLink common shares to be issued per Level 3 common share is fixed, CenturyLink shareholders cannot be sure that the market value of the consideration that will be paid to Level 3 stockholders upon completion of the combination will not increase.

If the price of CenturyLink common stock declines between the date the merger agreement was signed or the date of the Level 3 special meeting and the effective time of the combination, Level 3 stockholders will receive shares of CenturyLink common stock that have a market value upon completion of the combination that is less than the market value of such shares calculated pursuant to the exchange ratio on the date the merger agreement was signed or the date of the Level 3 special meeting, respectively. Therefore, while the number of CenturyLink shares to be issued per Level 3 common share is fixed, Level 3 stockholders cannot be sure that the market value of the CenturyLink common stock they will receive upon completion of the combination.

***The completion of the combination is subject to several conditions, including the receipt of consents and approvals from government entities, which may impose conditions that could have an adverse effect on the combined company or could cause the proposed combination to be abandoned.***

The completion of the combination is subject to a number of conditions, including, among others, the expiration or termination of the applicable waiting period under the HSR Act and the receipt of approvals from the FCC and certain other governmental entities. In deciding whether to grant some of these approvals, the relevant governmental entity will make a determination of whether, among other things, the combination is in the public interest. Neither CenturyLink nor Level 3 can provide any assurance that they will obtain the necessary approvals.

In addition, regulatory entities may impose certain requirements or obligations as conditions for their approval or in connection with their review. The merger agreement may require CenturyLink or Level 3 to accept conditions from these regulators that could adversely affect the combined company without either of CenturyLink or Level 3 having the right to refuse to close the combination on the basis of those regulatory conditions. While CenturyLink is not required to accept conditions that would or would reasonably be likely to have a material adverse effect on the combined company (assuming for these purposes that the combined company is the size of CenturyLink), this assessment will be made at or prior to the closing and neither CenturyLink nor Level 3 can provide any assurance that any required conditions will not have a material adverse effect on the combined company following the proposed combination. In addition, neither CenturyLink nor Level 3 can provide any assurance that these conditions will not result in the abandonment of the combination. See *The Combination and the Stock Issuance Regulatory Approvals* and *The Merger Agreement Conditions to Completion of the Combination*.

It could take longer to receive the requisite governmental consents and approvals than currently anticipated. Any delay in completing the combination, whether caused by regulatory delays or otherwise, could cause the combined company

to incur extra transaction expenses or to delay or fail to realize fully the benefits that CenturyLink and Level 3 currently expect to receive if the combination is successfully completed within the expected time frame.



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**Table of Contents**

***Failure to complete the combination could negatively affect the stock prices and the future business and financial results of CenturyLink and Level 3.***

If the combination is not completed, the ongoing businesses of Level 3 or CenturyLink may be adversely affected and CenturyLink and Level 3 will be subject to several risks, including the following:

the possibility that Level 3 could be required to pay CenturyLink a termination fee of \$737.5 million and, in some cases, expenses of CenturyLink up to \$75 million (which would be credited against any termination fee) if the combination is terminated under qualifying circumstances, as described under *The Merger Agreement Termination Fees and Expenses; Liability for Breach* ;

the possibility that CenturyLink could be required to pay Level 3 a termination fee of \$471.5 million and, in some cases, expenses of Level 3 up to \$20 million (which would be credited against any termination fee) if the combination is terminated under qualifying circumstances, as described under *The Merger Agreement Termination Fees and Expenses; Liability for Breach* ;

the incurrence of costs and expenses relating to the proposed combination, such as financing, legal, accounting, financial advisor, filing, printing and mailing fees and expenses, including the potential expense reimbursement obligations described above.

the possibility of a change in the trading price of CenturyLink common stock or Level 3 common stock to the extent current trading prices reflect a market assumption that the combination will be completed;

the possibility that CenturyLink or Level 3 could suffer potential negative reactions from their respective employees, customers and vendors; and

the possibility that CenturyLink or Level 3 could suffer adverse consequences associated with their respective management's focus on the combination instead of on pursuing other opportunities that could have been beneficial to the companies, in each case, without realizing any of the benefits contemplated by the combination.

In addition, if the combination is not completed, CenturyLink or Level 3 could be subject to litigation related to any failure to complete the combination or to perform their respective obligations under the merger agreement.

If the combination is not completed, CenturyLink and Level 3 cannot assure their shareholders that these risks will not materialize and will not materially affect the business, financial results and stock prices of CenturyLink or Level 3.

***The merger agreement contains provisions that could discourage a potential competing acquirer of either Level 3 or CenturyLink or could result in any competing proposal being at a lower price than it might otherwise be.***

The merger agreement contains no-shop provisions that, subject to limited exceptions, restrict Level 3's and CenturyLink's ability to solicit, encourage, facilitate or discuss competing third-party proposals to acquire all or a

significant part of Level 3 or CenturyLink. In addition, the other party generally has an opportunity to offer to modify the terms of the proposed combination in response to any competing acquisition proposals that may be made before such board of directors may withdraw or qualify its recommendation regarding the proposals described herein. In some circumstances on termination of the merger agreement, one of the parties may be required to pay a termination fee or expenses to the other party. See *The Merger Agreement No Solicitation of Alternative Proposals*, *The Merger Agreement Termination of the Merger Agreement* and *The Merger Agreement Termination Fees and Expenses; Liability for Breach*.

These provisions could discourage a potential competing acquirer that might have an interest in acquiring all or a significant part of Level 3 or CenturyLink from considering or proposing that acquisition, even if it were

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**Table of Contents**

prepared to pay consideration with a higher value than that market value proposed to be received or realized in the combination, or might result in a potential competing acquirer proposing to pay a lower price than it might otherwise have proposed to pay because of the added expense of the termination fee or expenses that may become payable in certain circumstances.

If the merger agreement is terminated and either CenturyLink or Level 3 attempts to seek another business combination, CenturyLink or Level 3, as applicable, may not be able to negotiate a transaction with another party on terms comparable or better than the terms of the combination.

***The pendency of the combination could adversely affect the business and operations of CenturyLink and Level 3.***

In connection with the pending combination, some customers or vendors of each of CenturyLink and Level 3 may delay or defer decisions or reduce their level of business with either or both of the companies, any of which could negatively affect the revenues, earnings, cash flows and expenses of CenturyLink and Level 3, regardless of whether the combination is completed. Similarly, current and prospective employees of CenturyLink and Level 3 may experience uncertainty about their future roles with the combined company following the combination, which may materially adversely affect the ability of each of CenturyLink and Level 3 to attract and retain key management, sales, marketing, operational and technical personnel during the pendency of the combination. In addition, due to operating covenants in the merger agreement, each of CenturyLink and Level 3 may be unable, during the pendency of the combination, to pursue strategic transactions, undertake significant capital projects, undertake certain significant financing transactions and otherwise pursue other actions that are not in the ordinary course of business, even if such actions would prove beneficial. Any of these effects could have an adverse effect on the ability to generate revenue at anticipated levels prior to the completion of the combination. Moreover, the pursuit of the combination and the preparation for the integration of the companies may place a significant burden on the management and personnel of both companies. The diversion of management's attention away from operating the companies in the ordinary course could adversely affect CenturyLink's and Level 3's financial results.

***Current CenturyLink shareholders and Level 3 stockholders may have a reduced ownership and voting interest in the combined company after the combination.***

CenturyLink expects to issue or reserve for issuance approximately 538 million shares of CenturyLink common stock to Level 3 stockholders in connection with the combination (including shares of CenturyLink common stock to be issued in connection with outstanding Level 3 equity awards). Based on the number of shares of common stock of CenturyLink and Level 3 outstanding on January 25, 2017, the record date for the two companies' special meetings of shareholders, upon the completion of the initial merger, current CenturyLink shareholders and former Level 3 stockholders are expected to own approximately 51% and 49% of the common stock of CenturyLink, respectively.

CenturyLink shareholders and Level 3 stockholders currently have the right to vote for their respective directors and on other matters affecting their company. If and when the initial merger occurs, each Level 3 stockholder who receives shares of CenturyLink common stock will become a shareholder of CenturyLink with a percentage ownership of the combined company that may be smaller than the shareholder's percentage ownership of Level 3, depending upon such stockholder's current ownership of CenturyLink shares. Correspondingly, each CenturyLink shareholder will remain a shareholder of CenturyLink with a percentage ownership of the combined company that may be smaller than the shareholder's percentage of CenturyLink prior to the initial merger, depending upon such shareholder's current ownership of Level 3 shares. As a result of these potentially reduced ownership percentages, CenturyLink shareholders may have less voting power in the combined company than they now have with respect to CenturyLink, and former Level 3 shareholders may have less voting power in the combined company than they now have with respect to Level 3.



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**Table of Contents**

***Directors and executive officers of CenturyLink and Level 3 have financial interests in the combination that may be different from, or in addition to, those of other CenturyLink shareholders and Level 3 stockholders, which could have influenced their decisions to support or approve the combination.***

In considering whether to approve the proposals at the special meetings, CenturyLink and Level 3 shareholders should recognize that directors and executive officers of CenturyLink and Level 3 have interests in the combination that may differ from, or that are in addition to, their interests as shareholders of CenturyLink and stockholders of Level 3. The CenturyLink Board and the Level 3 Board were aware of these interests at the time each approved the merger agreement. These interests may cause CenturyLink's and Level 3's directors and executive officers to view the combination differently than you may view it as a shareholder. See *The Combination and the Stock Issuance Financial Interests of CenturyLink Directors and Executive Officers in the Combination* and *The Combination and the Stock Issuance Financial Interests of Level 3 Directors and Executive Officers in the Combination*.

***Financing of the combination is not assured.***

Although CenturyLink has received commitments from lenders to fund various facilities financing the combination, the definitive documentation governing the facilities has not been finalized. The obligation of the lenders to provide the debt financing contemplated under their debt commitment letter is subject to a number of conditions, and it is anticipated that the definitive debt financing documentation will also include certain funding conditions. Accordingly, financing of the combination is not assured. CenturyLink's obligation to complete the combination is not conditioned upon obtaining financing. Failure to obtain financing pursuant to the financing commitments could require CenturyLink to seek to obtain alternative financing that may be on more adverse terms than the financing commitments. See *The Combination and the Stock Issuance Financing Related to the Combination*.

***The opinions obtained by the boards of CenturyLink and Level 3 from their respective financial advisors do not and will not reflect changes in circumstances after the date of such opinions.***

The CenturyLink Board received written opinions dated October 30, 2016 from its financial advisors that the merger consideration to be paid by CenturyLink was fair, from a financial point of view, to CenturyLink, and, in addition, the Level 3 Board received written opinions from its financial advisors that the merger consideration to be paid to Level 3's stockholders was fair, from a financial point of view, to such stockholders, in each case as of such date, and based on and subject to the qualifications, limitations and assumptions set forth in the respective opinions. Changes in the operations or prospects of CenturyLink or Level 3, general market and economic conditions and other factors that may be beyond the control of CenturyLink and Level 3, and on which the above-described opinions were based, may alter the value of CenturyLink or Level 3 or the prices of shares of CenturyLink common stock or Level 3 common stock by the time the combination is completed. CenturyLink and Level 3 have not obtained, and do not expect to request, updated opinions from their respective financial advisors. None of the above-listed opinions speak to any date other than the date of such opinion. For a more complete description of the above-described opinions, please refer to *The Combination and the Stock Issuance Opinions of CenturyLink's Financial Advisors* and *The Combination and the Stock Issuance Opinions of Level 3's Financial Advisors*.

**Risk Factors Relating to CenturyLink Following the Combination**

***Operational Risks***

***CenturyLink expects to incur substantial expenses related to the combination.***

CenturyLink expects to incur substantial expenses in connection with completing the combination and integrating the business, operations, networks, systems, technologies, policies and procedures of Level 3 with those of CenturyLink. There are a large number of systems that will likely be integrated, including management information, purchasing, accounting and finance, sales, payroll and benefits, fixed asset, lease administration and regulatory compliance systems. While CenturyLink has assumed that a certain level of transaction and

**Table of Contents**

integration expenses would be incurred, there are a number of factors beyond its control that could affect the total amount or the timing of its integration expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. Due to these factors, the transaction and integration expenses associated with the combination are likely in the near term to exceed the savings that CenturyLink expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the integration of the businesses following the completion of the combination. As a result of these expenses, CenturyLink expects to take charges against its earnings before and after the completion of the combination. The charges taken after the combination are expected to be significant, although the aggregate amount and timing of such charges are uncertain at present.

***Following the combination, the combined company may be unable to integrate successfully the businesses of CenturyLink and Level 3 and realize the anticipated benefits of the combination.***

The proposed transaction involves the combination of two companies which currently operate as independent public companies. The combined company will be required to devote significant management attention and resources to integrating the business practices and operations of CenturyLink and Level 3. Potential difficulties the combined company may encounter in the integration process include the following:

the inability to successfully combine the businesses of CenturyLink and Level 3 in a manner that permits the combined company to achieve the cost savings and operating synergies anticipated to result from the combination, which would result in the anticipated benefits of the combination not being realized in the time frame currently anticipated or at all;

lost sales and customers as a result of certain customers of either of the two companies deciding to terminate or reduce their business with the combined company;

the complexities associated with managing the combined businesses out of several different locations and integrating personnel from the two companies, while at the same time attempting to (i) provide consistent, high quality products and services under a unified culture and (ii) focus on other on-going transactions, including CenturyLink's previously-announced agreement to divest its data centers and colocation business;

the additional complexities of combining two companies with different histories, regulatory restrictions, operating structures and markets;

the failure to retain key employees of either of the two companies;

potential unknown liabilities and unforeseen increased expenses, delays or regulatory conditions associated with the combination; and

performance shortfalls at one or both of the two companies as a result of the diversion of management's attention caused by completing the combination and integrating the companies' operations.

For all these reasons, you should be aware that it is possible that the integration process could result in the distraction of the combined company's management, the disruption of the combined company's ongoing business or inconsistencies in the combined company's products, services, standards, controls, procedures and policies, any of which could adversely affect the ability of the combined company to maintain relationships with customers, vendors and employees or to achieve the anticipated benefits of the combination, or could otherwise adversely affect the business and financial results of the combined company.

***Following the combination, the combined company may be unable to retain key employees.***

The success of CenturyLink after the combination will depend in part upon its ability to retain key Level 3 and CenturyLink employees. Key employees may depart either before or after the combination because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the combined company following the combination. Accordingly, no assurance can be given that CenturyLink, Level 3 and, following the combination, the combined company will be able to retain key employees to the same extent as in the past.



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**Table of Contents**

***CenturyLink and Level 3 face competition, which is expected to intensify and place further pressure on the business of the combined company.***

Each of the product and service offerings of CenturyLink and Level 3 face increasingly intense competition from a variety of sources under evolving market conditions, and these trends are expected to continue.

Following the combination, the combined company will have current and potential competitors that (i) offer a more comprehensive range of communications products and services, (ii) offer products or services with features that CenturyLink and Level 3 cannot readily match in some or all of their markets, including in some cases faster broadband transmission speeds and, where applicable, greater content, (iii) have greater marketing, engineering, research, development, technical, financial and other resources, (iv) have larger or more diverse networks with greater transmission capacity, (v) conduct operations or raise capital at a lower cost, (vi) are subject to less regulation, which CenturyLink and Level 3 believe will enable such competitors to operate more flexibly than the combined company with respect to certain offerings, (vii) offer services nationally or internationally to a larger geographic area or larger base of customers, (viii) have substantially stronger brand names, which may provide them with greater competitive advantages, or (ix) have larger operations, which may enable them to compete more successfully in recruiting top talent, entering into operational or strategic partnerships or acquiring companies. Consequently, these competitors may be better equipped to provide more attractive offerings, to charge lower prices for their products and services, to develop and expand their communications and network infrastructure more quickly, to adapt more swiftly to new or emerging technologies and changes in customer requirements, to devote greater resources to the marketing and sale of their products and services, to provide more comprehensive customer service, to provide greater resources to research and development initiatives and to take advantage of acquisition or other opportunities more readily. In the past, several of our competitors and their operations have grown through acquisitions and aggressive product development. The continued growth of our competitors could further enhance their competitive positions. CenturyLink and Level 3 expect that competition will further intensify in these markets.

While CenturyLink expects to achieve benefits from the combination, the combined company's competitive position could be weakened in the future by strategic alliances or consolidation within the communications industry or the development of new technologies. CenturyLink's ability to compete successfully will depend on how well the combined company markets its products and services and on its ability to anticipate and respond to various competitive and technological factors affecting the industry, including changes in regulation (which may affect the combined company differently from its competitors), changes in customer preferences or demographics, and changes in the product offerings or pricing strategies of the combined company's competitors.

Competition could adversely affect CenturyLink following the combination in several ways, including (i) the loss of customers and market share, (ii) the possibility of customers terminating or reducing their usage of the combined company's services or shifting to less profitable services, (iii) reduced traffic on the combined company's networks, (iv) the combined company's need to expend substantial time or money on new capital improvement projects, (v) the combined company's need to lower prices or increase marketing expenses to remain competitive, and (vi) the combined company's inability to diversify by successfully offering new products or services.

CenturyLink is continually taking steps to respond to these competitive pressures, but these efforts may not be successful. The combined company's operating results and financial condition would be adversely affected if these initiatives are unsuccessful or insufficient and if CenturyLink is otherwise unable to sufficiently stem its continuing legacy revenue declines with offsetting growth from other operations. If this occurred, CenturyLink's ability to pay its debt and other obligations, to re-invest in the business and to return capital to shareholders would also be adversely affected.

***CenturyLink could be harmed by rapid changes in technology.***

The communications industry has been and continues to be affected by significant technological changes, which in general are enabling a broader array of companies to offer services competitive with ours. Many of

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**Table of Contents**

those technological changes are (i) displacing or reducing demand for CenturyLink's copper-based services, (ii) enabling the development of competitive products or services, including those that depend on fiber optic cable, or (iii) enabling CenturyLink's current customers to reduce or bypass use of its networks. Rapid changes in technology are increasing the competitiveness of the cloud, hosting and other IT services industries. Continuous improvements in wireless data technologies have enabled wireless carriers to offer competing products, and CenturyLink expects this trend to continue as technological advances enable these carriers to carry greater amounts of data faster and with less latency. Technological advancements have also permitted cable companies and other of CenturyLink's competitors to deliver faster average broadband transmission speeds than CenturyLink's. Rapid changes in technology have also placed competitive pressures on CenturyLink's video, cloud and hosting businesses, and enabled new competitors to enter its markets. To enhance the competitiveness of certain of CenturyLink's services, CenturyLink may be required to expend additional capital to augment the capabilities of its copper-based services or to install more fiber optic cable.

CenturyLink may not be able to accurately predict or respond to changes in technology or industry standards, or to the introduction of newly offered services. Any of these developments could make some or all of CenturyLink's offerings less desirable or even obsolete, which would place downward pressure on CenturyLink's market share and revenues. These developments could also require CenturyLink to (i) expend capital or other resources in excess of currently contemplated levels, (ii) forego the development or provision of products or services that others can provide more efficiently, or (iii) make other changes to operating plans, corporate strategies or capital allocation plans, any of which could adversely affect its operations. Any inability to effectively respond to technological changes could also adversely affect CenturyLink's operating results and financial condition, as well as its ability to service debt and fund other commitments or initiatives.

Even if CenturyLink succeeds in adapting to changes in technology or industry standards by developing new products or services, there is no assurance that the new products or services would have a positive effect on profit margins or financial performance.

In addition to introducing new technologies and offerings, CenturyLink may need, from time to time, to phase out outdated and unprofitable technologies and services. If CenturyLink is unable to do so, on a cost-effective basis, CenturyLink could experience reduced profits.

***CenturyLink may not be able to successfully adjust to changes in its industry, markets and product mix.***

Ongoing changes in the communications industry have fundamentally changed customers' communications expectations and requirements. In response to these changes, CenturyLink has substantially altered its product and service offerings through internal product development and acquisitions, including the combination. Many of these changes in the past have placed a higher premium on sales, marketing and product development functions, and necessitated ongoing changes in CenturyLink's processes and operating protocols, as well as periodic reorganizations of CenturyLink's sales and leadership teams. CenturyLink expects that the combination will have similar effects on the combined company. In addition, CenturyLink now offers a more complex range of products and services, operates larger and more complex networks and serves a much larger and more diverse set of customers. Consequently, CenturyLink now faces greater challenges in effectively managing and administering its operations and allocating capital and other resources to its various offerings. For all these reasons, CenturyLink cannot assure you that its efforts to adjust to these changes will be timely or successful.

***Following the combination, CenturyLink plans to conduct rebranding initiatives that are likely to involve substantial costs and may not be favorably received by customers.***

Prior to the combination, CenturyLink and Level 3 will each continue to market their respective products and services using the CenturyLink and Level 3 brand names and logos. Following the combination, CenturyLink will be the brand name of the combined company. As a result, we expect to incur substantial costs in rebranding the combined company's products and services in those markets that previously used the Level 3

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**Table of Contents**

name, and may incur write-offs associated with the discontinued use of Level 3's brand names. We cannot assure you that customers will be receptive to our proposed rebranding efforts. The failure of any of these initiatives could adversely affect CenturyLink's ability to attract and retain customers after the combination, resulting in reduced revenues.

***Following the combination, CenturyLink's relationships with other communications companies will continue to be material to its operations and will expose it to a number of risks.***

To offer voice or data services in certain of their markets, both CenturyLink and Level 3 must either lease network capacity from, or interconnect their networks with the infrastructure of, other communications companies who typically compete against them in those markets. CenturyLink's and Level 3's reliance on these lease or interconnection arrangements limits their control over the quality of their services and exposes them to the risk that their ability to market their services could be adversely affected by changes in the plans or properties of the carriers upon which they are reliant. In addition, both companies are exposed to the risk that the other carriers may be unwilling to continue or renew these arrangements in the future on terms favorable to them, or at all. This risk is heightened when the other carrier is a competitor and may benefit from terminating the agreement. If either company loses these arrangements and cannot timely replace them, their ability to provide services to their customers and conduct their business could be materially adversely affected.

In addition, certain of CenturyLink's operations will continue to carry a significant amount of voice and data traffic for larger communications companies. If these larger communications companies consolidate or expand their networks, it is possible that they could transfer a significant portion of this traffic from the combined company's fiber network to their networks, which could have a negative effect on CenturyLink's business and results of operations.

Following completion of the combination, the combined company will continue to rely on certain interconnection, wholesale, reseller or sales agency arrangements with other companies to provide some of the services that it will sell to its customers. These arrangements will limit the combined company's ability to control several features of its service offerings to its customers, including the pricing, provisioning timeframes, quality, reliability and customer support associated therewith. In addition, if the combined company fails to extend or renegotiate these arrangements as they expire from time to time or if these other companies fail to fulfill their contractual obligations, the combined company may have difficulty finding alternative arrangements.

***Network disruptions or system failures could adversely affect CenturyLink's operating results and financial condition.***

To be successful following the combination, CenturyLink will need to continue providing the combined company's customers with high capacity, reliable and secure networks. Disruptions or system failures may cause interruptions in service or reduced capacity for customers. If service is not restored in a timely manner, agreements with the combined company's customers or service standards set by state regulatory commissions could obligate it to provide credits or other remedies. If network security is breached, confidential information of the combined company's customers or others could be lost or misappropriated, and CenturyLink may be required to expend additional resources modifying network security to remediate vulnerabilities. Similar to other large communications companies, both CenturyLink and Level 3 are constant targets of cyber-attacks of varying degrees, and CenturyLink expects that the combined company will continue to be the target of similar attacks following the combination. The occurrence of any disruption or system failure may result in a loss of business, increase expenses, damage CenturyLink's reputation, subject CenturyLink to additional regulatory scrutiny or expose it to civil litigation and possible financial losses that may not be fully covered through insurance, any of which could have a material adverse effect on CenturyLink's results of operations and financial condition.



**Table of Contents**

*Following the combination, the combined company's international operations and investments expose it to risks that could materially adversely affect the combined business.*

Level 3 and, to a lesser extent, CenturyLink, have operations and investments outside of the United States that will expose the combined company following the combination to risks inherent in international operations. These include:

general economic, social and political conditions;

the difficulty of enforcing agreements and collecting receivables through certain foreign legal systems;

tax rates in some countries may exceed those in the United States;

United States and other country tax laws may limit the combined company's ability to repatriate cash from non-U.S. affiliates without adverse tax consequences;

foreign currency exchange rates may fluctuate, which could adversely affect the combined company's results of operations and the value of its international assets and investments;

non-U.S. earnings may be subject to withholding requirements or the imposition of tariffs, exchange controls or other restrictions;

difficulties and costs of compliance with non-U.S. laws and regulations that impose restrictions on overseas investments and operations, with penalties for noncompliance, including loss of licenses and monetary fines;

difficulties in obtaining licenses or interconnection arrangements on acceptable terms, if at all; and

changes in laws and regulations relating to non-U.S. trade and investment.

***Level 3 is exposed to significant currency exchange rate risks and currency transfer restrictions and the combined company's results may suffer due to currency translations and remeasurements.***

Certain of Level 3's current and prospective customers derive their revenue in currencies other than U.S. dollars, but Level 3 currently invoices these current and prospective customers, and the combined company is expected to continue to invoice these current and prospective customers, in U.S. dollars. The obligations of customers with substantial revenue in foreign currencies may be subject to unpredictable and indeterminate increases in the event that such currencies depreciate in value relative to the U.S. dollar. Furthermore, these customers may become subject to exchange control regulations restricting the conversion of their revenue currencies into U.S. dollars. In either event, the affected customers may not be able to pay the combined company in U.S. dollars. Similarly, declines in the value of foreign currencies (such as the devaluation of the Brazilian real and the Argentine peso discussed below) relative to

the U.S. dollar could adversely affect the combined company's ability to market the services of the combined company to customers whose revenue is denominated in those currencies. In addition, where the combined company expects to issue invoices for its services in currencies other than U.S. dollars, the results of operations of the combined company may suffer due to currency translations in the event that such currencies depreciate relative to the U.S. dollar and the combined company cannot or does not elect to enter into currency hedging arrangements in respect of those payment obligations.

Level 3 conducts a significant portion of its business using the British pound, the euro and the Brazilian real. Appreciation of the U.S. dollar adversely affects Level 3's consolidated revenue and, following the completion of the combination, is expected to adversely affect the consolidated revenue of the combined company. Since Level 3 tends to, and the combined company expects to, incur costs in the same currency in which those operations realize revenue, the effect on operating income and operating cash flow is largely mitigated. However, if the U.S. dollar appreciates significantly, future revenue, operating income and operating cash flows could be materially affected. In addition, the appreciation of the U.S. dollar relative to foreign currencies reduces the U.S. dollar value of cash balances held in those currencies. Certain Latin American economies have experienced shortages in



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**Table of Contents**

foreign currency reserves and have adopted restrictions on the use of certain mechanisms to expatriate local earnings and convert local currencies into U.S. dollars. Any of these shortages or restrictions may limit or impede the ability of the combined company to transfer or to convert those currencies into U.S. dollars and to expatriate those funds. In addition, currency devaluations in one country may have adverse effects in another country.

***Economic and political conditions in Latin America pose numerous risks to the combined company's operations following the combination.***

Level 3's business operations in the Latin American region constitute a significant portion of its business. As events in the Latin American region have demonstrated, negative economic or political developments in one country in the region can lead to or exacerbate economic or political instability elsewhere in the region. Furthermore, events in recent years in other developing markets have placed pressures on the stability of the currencies of a number of countries in Latin America in which Level 3 operates, including Argentina, Brazil and Colombia. While certain areas in the Latin American region have experienced economic growth, this recovery remains fragile. Pressures on local currencies are likely to have an adverse effect on Level 3's and, following the completion of the combination, the combined company's, customers in this region.

Several Latin American countries have historically experienced high rates of inflation. Governmental actions taken in an effort to curb inflation, coupled with speculation about possible future actions, have contributed to economic uncertainty at times in most Latin American countries. These countries may experience high levels of inflation in the future that could lead to further government intervention in the economy, including the introduction of government policies that could adversely affect the combined company's results of operations in those locations. A high inflation environment would likely have negative effects on the combined company's ability to appropriately set price and wage levels and on the level of economic activity in the region.

In addition, any changes to the political and economic conditions in certain Latin American countries could materially and adversely affect the combined company's business.

***Market prices for many of the services of CenturyLink and Level 3 have decreased in the past, and any similar price decreases following the combination will adversely affect the combined company's revenues and margins.***

Over the past several years, a range of competitive and technological factors, including robust network construction and intense competition, have lowered market prices for many of the products and services offered by CenturyLink and Level 3. If these market conditions persist, the combined company may need to continue to reduce prices to retain customers and revenue. If price reductions are necessary after the combination, the combined company will suffer unless it is able to either reduce its operating expenses or increase sales volumes or network usage.

***The future growth potential of the combined company will depend in part on the continued development and expansion of the Internet.***

The combined company's future growth potential will depend in part upon the continued development and expansion of the Internet as a communication medium and marketplace for the distribution of data, video and other products by businesses, consumers and governments. The use of the Internet for these purposes may not grow and expand at the rate anticipated by the combined company or others, or may be restricted by factors outside of the control of the combined company, including (i) actions by other carriers or governmental authorities that restrict the combined company from delivering traffic over other parties' networks, (ii) changes in regulation, (iii) technological stagnation or (iv) changes in consumers' preferences or data usage.

***Level 3 has only recently generated net income, and has generated substantial net losses in the past.***

As indicated in Level 3's consolidated financial statements included in SEC reports that are incorporated by reference herein, Level 3 has only generated net income for its two most recently completed full fiscal years, and

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**Table of Contents**

generated substantial losses prior to then. See *Where You Can Find More Information* and *Summary Selected Historical Financial Data of Level 3*.

***Regulatory and Legal Risks***

***CenturyLink's and Level 3's revenues could be materially reduced or their expenses materially increased by the failure to comply with existing laws or regulations or by changes in laws or regulations.***

CenturyLink and Level 3 currently are, and the combined company following the combination will be, subject to significant regulation by, among others, (i) the FCC, which regulates interstate and international communications, (ii) state utility commissions, which regulate intrastate communications, and (iii) various foreign governments and international bodies, which regulate both companies' international operations. Generally, both companies must obtain and maintain certificates of authority or licenses from these bodies in most territories where they offer regulated services. Neither company can assure you that they will be successful in obtaining or retaining all licenses necessary to carry out their business plans, and, even if they are, the prescribed service standards and conditions imposed on them in connection with obtaining or acquiring control of these licenses may impose on them substantial costs and limitations. Both companies are also subject to numerous requirements and interpretations under various international, federal, state and local laws, rules and regulations, which are quite detailed and occasionally in conflict with each other. Accordingly, neither company can ensure that it is always considered to be in compliance with all these requirements at any single point in time. The agencies responsible for the enforcement of these laws, rules and regulations may initiate inquiries or actions based on complaints filed by third parties or on their own initiative. Even if both companies are ultimately found to have complied with applicable regulations, such actions or inquiries could create adverse publicity that negatively affects their business.

Regulation of the telecommunications industry continues to change, and the regulatory environment varies substantially from jurisdiction to jurisdiction. A substantial portion of CenturyLink's voice services revenue remains subject to FCC or state utility commission pricing regulation, which periodically exposes it to pricing or earnings disputes and could expose them to unanticipated price declines. Other carriers frequently dispute their obligation to make payments to CenturyLink or Level 3, and these disputes are expected to continue to affect the combined company following the combination. There can be no assurance that future regulatory, judicial or legislative activities will not have a material adverse effect on the operations of the combined company, or that regulators or third parties will not raise material issues with regard to its compliance or noncompliance with applicable regulations.

Regulations continue to create significant compliance costs for CenturyLink and Level 3. Following the combination, challenges to CenturyLink's tariffs by regulators or third parties or delays in obtaining certifications and regulatory approvals could cause it to incur substantial legal and administrative expenses, and, if successful, such challenges could adversely affect the rates, terms and conditions of CenturyLink's service offerings. CenturyLink's and Level 3's businesses also may be affected by legislation and regulation imposing new or greater obligations related to assisting law enforcement, bolstering homeland security, increasing disaster recovery requirements, minimizing environmental effects, enhancing privacy or addressing other issues that affect CenturyLink's or Level 3's businesses. CenturyLink expects its compliance costs to increase if future laws or regulations continue to increase its obligations to assist other governmental agencies.

Regulations also help to ensure that CenturyLink and Level 3 obtain access on reasonable rates, terms, and conditions to important inputs to their service offerings, including access to other service providers' networks, poles, ducts, and local transmission facilities. Changes to or new interpretations of the regulations governing the rates, terms, and conditions on which CenturyLink and Level 3 obtain such access could increase the combined company's cost of providing certain services and have a material adverse effect on the combined company's operations.

Changes in the composition and leadership of the FCC, state commissions and other agencies that regulate the telecommunications industry could have significant impacts on the combined company's revenues, expenses, competitive position and prospects. Changes in the composition and leadership of these agencies are often difficult to predict, and make future planning more difficult.

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**Table of Contents**

Changes in tax laws, regulations or policies, including those currently under consideration by the U.S. federal government, could have a material effect on the combined company's consolidated financial position, results of operations, or cash flows.

***The combined company may be liable for the material that content providers distribute over its network.***

Although CenturyLink and Level 3 believe that their liability for third party information stored on or transmitted through their networks is limited, the liability of private network operators is affected both by changing technology and evolving legal principles that remain unsettled in many jurisdictions. As private network providers, CenturyLink and Level 3 could be exposed to legal claims relating to third party content stored or transmitted on their networks. Such claims could involve, among others, allegations of defamation, invasion of privacy, copyright infringement, or aiding and abetting restricted activities such as online gambling or pornography. If the combined company decides to implement additional measures to reduce its exposure to these risks, or if the combined company is required to defend itself against these kinds of claims, its operations and financial results could be negatively affected.

***Counterparties to certain significant agreements with Level 3 may exercise contractual rights to terminate such agreements following the combination.***

Level 3 is a party to certain agreements that give the counterparty a right under certain conditions to terminate the agreement following a change in control of Level 3. Under most such agreements, the combination will constitute a change in control and therefore the counterparty may terminate the agreement upon the closing of the combination, subject to the terms and conditions specified in such agreements. Level 3 has agreements subject to such termination provisions with significant customers, major suppliers and providers of services where Level 3 has acted as reseller or sales agent. In addition, certain Level 3 customer contracts, including those with state or federal government agencies, allow the customer to terminate the contract at any time for convenience, which would allow the customer to terminate its contract before, at or after the closing of the combination. Any such counterparty may request modifications of their respective agreements as a condition to foregoing exercise of their termination rights. There is no assurance that such agreements will not be terminated, that any such terminations will not result in a material adverse effect, or that any modifications of such agreements to avoid termination will not result in a material adverse effect.

***CenturyLink may be unable to obtain security clearances necessary to perform certain Level 3 government contracts.***

Certain Level 3 legal entities and officers have security clearances required for Level 3's performance of customer contracts with various government entities. Following the combination, it may be necessary for CenturyLink to obtain comparable security clearances. If CenturyLink or its officers are unable to qualify for such security clearances, CenturyLink may not be able to continue to perform such contracts.

***The combined company will be subject to various legal proceedings and other contingencies that could materially adversely impact its financial condition and operating results.***

Following the completion of the combination, the combined company is expected to be subject to (i) several material proceedings pending against it, including various right-of-way, tax, regulatory, patent and other proceedings, (ii) potential environmental liabilities with respect to various legacy operations or properties and (iii) certain other contingent liabilities. These proceedings and other contingent liabilities are described in the SEC reports of CenturyLink and Level 3 that are incorporated by reference herein. See *Where You Can Find More Information*.



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**Table of Contents*****Other Risks******In connection with the combination CenturyLink will incur and assume a substantial amount of indebtedness and may need to incur more in the future.***

As a result of incurring the debt financing for the combination and assuming Level 3's existing consolidated indebtedness in connection with the combination, CenturyLink will become more leveraged. This could have material adverse consequences for CenturyLink, including (i) reducing CenturyLink's credit ratings and thereby raising its borrowing costs, (ii) hindering CenturyLink's ability to plan for or react to changing market, industry, competitive or economic conditions, (iii) limiting CenturyLink's ability to access the capital markets to refinance maturing debt or to fund acquisitions, capital expenditures or other general expenditures, (iv) limiting the amount of free cash flow available for future operations, acquisitions, strategic initiatives, capital expenditures, dividends, stock repurchases, debt payments or other uses, (v) making CenturyLink more vulnerable to economic or industry downturns, including interest rate increases, (vi) placing CenturyLink at a competitive disadvantage compared to less leveraged competitors (vii) increasing the risk that third parties will be unwilling or unable to engage in hedging or other financial or commercial arrangements with CenturyLink, (viii) increasing the risk that CenturyLink will need to sell securities or assets, possibly on unfavorable terms, or take other unfavorable actions to meet payment obligations, or (ix) increasing the risk that CenturyLink may not meet the financial covenants in its debt agreements or timely make all required debt payments, either of which could result in the acceleration of some or all of CenturyLink's outstanding indebtedness.

CenturyLink has a significant amount of consolidated indebtedness that it intends to refinance over the next several years, and may also need to obtain additional financing under a variety of other circumstances. CenturyLink's ability to arrange additional financing will depend on, among other factors, its financial position, performance, and credit ratings, as well as prevailing market conditions and other factors beyond its control. Global financial markets continue to be volatile. Prevailing market conditions could be adversely affected by (i) general market conditions, such as disruptions in domestic or overseas sovereign or corporate debt markets, geo-political instabilities, contractions or limited growth in the economy or other similar adverse economic developments in the U.S. or abroad and (ii) specific conditions in the communications industry. Volatility in the global markets could limit CenturyLink's access to the credit markets, leading to higher borrowing costs or, in some cases, the inability to obtain financing on terms that are as favorable as those from which CenturyLink previously benefited. CenturyLink cannot assure you that it will be able to obtain additional financing on terms acceptable to CenturyLink or at all. Any such failure to obtain additional financing could jeopardize CenturyLink's ability to attain its business objectives or strategies, to repay, refinance or reduce its debt obligations or to meet its other commitments.

***The agreements that will govern the indebtedness to be incurred or assumed in connection with the combination are expected to contain various covenants and other provisions that impose restrictions on the ability of CenturyLink and certain of its subsidiaries to operate their businesses.***

The agreements that will govern the indebtedness to be incurred or assumed by CenturyLink in connection with the combination are expected to contain certain affiliate guarantees and stock pledges and various affirmative and negative covenants that may, subject to certain significant exceptions, restrict the ability of CenturyLink and certain of its subsidiaries to, among other things, have liens on their property, incur additional indebtedness, enter into sale and lease-back transactions, make loans, advances or other investments, make non-ordinary course asset sales, declare or pay dividends or make other distributions with respect to equity interests, merge or consolidate with any other person or sell or convey certain of its assets to any one person, among various other things. In particular, certain covenants contained in Level 3's indebtedness to be assumed by CenturyLink may restrict the combined company's ability to distribute cash from Level 3 to other entities within the combined company, or enter into other transactions among

wholly owned subsidiaries of the combined company. In addition, some of the agreements that govern the debt financing are expected to contain financial covenants that will require CenturyLink to maintain certain financial ratios. The ability of CenturyLink and its subsidiaries to comply with these provisions may be affected by events beyond their control. Failure to comply with these covenants could result in an event of default, which, if not cured or waived, could accelerate



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**Table of Contents**

CenturyLink's debt repayment obligations. Certain of CenturyLink's debt instruments have cross-default or cross-acceleration provisions. When present, these provisions could have a wider impact on liquidity than might otherwise arise from a default or acceleration of a single debt instrument.

***Any downgrade in the credit ratings of CenturyLink or its subsidiaries could limit their ability to obtain future financing, increase its borrowing costs or otherwise impair its business, financial condition and results of operations.***

Nationally recognized credit rating organizations have issued credit ratings relating to CenturyLink, Inc.'s long-term debt and the long-term debt of several of its subsidiaries. Most of these ratings are below investment grade, which results in higher borrowing costs than investment grade debt, as well as reduced marketability of CenturyLink's debt securities. There can be no assurance that any rating assigned to any of these debt securities will remain in effect for any given period of time or that any such ratings will not be lowered, suspended or withdrawn entirely by a rating agency if, in that rating agency's judgment, circumstances so warrant.

A downgrade of any of these credit ratings could:

adversely affect the market price of some or all of CenturyLink's outstanding debt or equity securities;

limit CenturyLink's access to the capital markets or otherwise adversely affect the availability of other new financing on favorable terms, if at all;

trigger the application of restrictive covenants in certain of CenturyLink's debt agreements or result in new or more restrictive covenants in agreements governing the terms of any future indebtedness that CenturyLink may incur;

increase CenturyLink's cost of borrowing; and

impair CenturyLink's business, financial condition and results of operations.

***CenturyLink cannot assure you whether, when or in what amounts it will be able to use Level 3's net operating loss carryforwards following the combination.***

As of December 31, 2015, Level 3 had approximately \$9.7 billion of net operating loss carryforwards, which we refer to as NOLs, which for U.S. federal income tax purposes can be used to offset future taxable income, subject to certain limitations under Section 382 of the Code and related Treasury regulations. CenturyLink's ability to use these NOLs following the combination may be further limited by Section 382 if Level 3 is deemed to undergo an ownership change as a result of the combination or CenturyLink is deemed to undergo an ownership change following the combination, either of which could restrict use of a material portion of the NOLs. Determining the limitations under Section 382 is technical and highly complex. Although the parties, based on their review to date, currently believe that Level 3 will undergo an ownership change as a result of the combination, neither company has definitively completed the analysis necessary to confirm this. Moreover, issuances or sales of CenturyLink stock following the combination (including certain transactions outside of CenturyLink's control) could result in CenturyLink undergoing an ownership

change under Section 382, which may further limit its use of the NOLs. For these and other reasons, we cannot assure you that CenturyLink will be able to use the NOLs after the combination in the amounts it projects.

***The business of CenturyLink and Level 3 is capital intensive.***

The business of CenturyLink and Level 3 is capital intensive, and both anticipate that the combined company's capital requirements will continue to be substantial in the coming years. If CenturyLink determines that its networks must be expanded to handle the increased demands or to meet regulatory commitments or requirements, CenturyLink may determine that substantial additional capital expenditures are required, even though there is no assurance that the return on its investment will be satisfactory. In addition, many of

**Table of Contents**

CenturyLink's growth and modernization initiatives are capital intensive and changes in technology could require further spending. In addition to investing in expanded networks, new products or new technologies, CenturyLink must from time to time invest capital to (i) replace some of its aging equipment that supports many of its legacy services that are experiencing revenue declines or (ii) convert older systems to simplify and modernize its network. Increased spending could, among other things, adversely affect CenturyLink's operating margins, cash flows, results of operations and financial position.

***Increases in costs for pension and healthcare benefits for CenturyLink's active and retired employees may reduce CenturyLink's profitability and increase its funding commitments.***

Following the combination, CenturyLink will maintain one or more healthcare plans, qualified pension plans, non-qualified pension plans and post-retirement benefit plans, some of which are currently underfunded and the costs of which have a significant impact on CenturyLink's profitability. CenturyLink's costs of maintaining its pension and healthcare plans, and the future funding requirements for these plans, are affected by several factors, most of which are outside of its control, including:

decreases in investment returns on funds held by CenturyLink's pension and other benefit plan trusts;

changes in prevailing interest rates and discount rates used to calculate the funding status of CenturyLink's pension and other post-retirement plans;

increases in healthcare costs generally or claims submitted under CenturyLink's healthcare plans specifically;

increasing longevity of CenturyLink's employees and retirees;

the impact of the continuing implementation, modification or potential repeal of current federal healthcare legislation and regulations promulgated thereunder;

increases in the number of retirees who elect to receive lump sum benefit payments;

increases in insurance premiums CenturyLink is required to pay to the Pension Benefit Guaranty Corporation, an independent agency of the U.S. government that must cover its own underfunded status by collecting premiums from an ever shrinking population of pension plans that are qualified under the Code;

changes in plan benefits; and

changes in funding laws or regulations.

Following the combination, increased costs under these plans could reduce the combined company's profitability and increase its funding commitments to its pension plans. Any future material cash contributions could have a negative impact on the combined company's liquidity by reducing its cash flows.

***The historical and unaudited pro forma condensed combined financial information included elsewhere in this joint proxy statement/prospectus may not be representative of CenturyLink's results after the combination, and, accordingly, you have limited financial information on which to evaluate the combined company.***

CenturyLink and Level 3 will continue to operate as separate companies prior to the combination. CenturyLink and Level 3 have no prior history as a combined company. The historical financial statements of Level 3 may be different from those that would have resulted had Level 3 been operated as part of CenturyLink. The pro forma condensed combined financial information appearing elsewhere herein has been presented for informational purposes only and is not necessarily indicative of the financial position or results of operations that actually would have occurred had the combination been completed as of the dates indicated, nor is it indicative of the future operating results or financial position of the combined company. The unaudited pro forma condensed

**Table of Contents**

combined financial information reflects adjustments, which are based upon preliminary estimates, to allocate the aggregate consideration to Level 3's assets and liabilities. The aggregate consideration allocation reflected in the pro forma condensed combined financial information included in this joint proxy statement/prospectus is preliminary, and the final allocation of the aggregate consideration will be based upon the actual aggregate consideration and the fair value of the assets and liabilities of Level 3 as of the date of the completion of the combination. The unaudited pro forma condensed combined financial information does not (i) reflect future events that may occur after the combination, including the incurrence of costs related to the planned integration of Level 3, any future non-recurring charges resulting from the combination and any termination of contracts by customers as a direct result of the combination, and (ii) consider potential effects of future market conditions on revenues or expense efficiencies. The unaudited pro forma financial information presented in this joint proxy statement/prospectus is based in part on certain assumptions regarding the combination that CenturyLink believes are reasonable under the circumstances. CenturyLink cannot assure you that the assumptions will prove to be accurate over time.

***CenturyLink cannot assure you that it will be able to continue paying dividends at the current rate, or at all.***

CenturyLink currently pays an annual dividend of \$2.16 per share. Following the closing of the combination, CenturyLink expects to continue its current dividend for shareholders of the combined company, subject to any factors that its board of directors in its discretion deems relevant. However, you should be aware that CenturyLink shareholders may not receive the same dividends following the combination for reasons that may include any of the following factors:

CenturyLink may not have enough cash to pay such dividends due to changes in CenturyLink's cash requirements, capital spending plans, strategies, debt payment plans (including a desire to maintain or improve credit ratings on its debt securities), pension funding payments, liquidity, cash flow or financial position;

decisions on whether, when and in which amounts to make any future distributions will remain at all times entirely at the discretion of the CenturyLink Board, which reserves the right to change CenturyLink's dividend practices at any time and for any reason without prior notice;

the amount of dividends that CenturyLink may distribute to its shareholders is subject to restrictions under Louisiana law and is limited by restricted payment and leverage covenants in CenturyLink's credit facilities and, potentially, the terms of any future indebtedness that CenturyLink may incur;

the amount of dividends that CenturyLink's subsidiaries may distribute to CenturyLink is subject to restrictions imposed by state law, restrictions that may be imposed by state regulators in connection with obtaining necessary approvals for the combination, and restrictions imposed by the terms of credit facilities and other outstanding indebtedness of certain subsidiaries (including, following the combination, Level 3 and its subsidiaries) and, potentially, the terms of any future indebtedness that these subsidiaries may incur; and

CenturyLink's ability to service and refinance its current, assumed and future indebtedness and its ability to borrow or raise additional capital to satisfy its capital needs.

CenturyLink's common shareholders should be aware that they have no contractual or other legal right to dividends that have not been declared.

***If CenturyLink's goodwill or other intangible assets become impaired, it may be required to record a significant charge to earnings and reduce its shareholders' equity.***

As of September 30, 2016, over half of CenturyLink's total consolidated assets reflected on the consolidated balance sheet incorporated by reference into this joint proxy/prospectus consisted of goodwill, customer relationships and other intangible assets. Consummation of the combination is expected to result in CenturyLink

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**Table of Contents**

recognizing additional goodwill, customer relationships and other intangible assets on its consolidated balance sheet. See *Accounting Treatment*. Under U.S. generally accepted accounting principles, most of these intangible assets must be tested for impairment on an annual basis or more frequently whenever events or circumstances indicate that their carrying value may not be recoverable. From time to time (most recently for the third quarter of 2013), CenturyLink has recorded large non-cash charges to earnings in connection with required reductions of the value of its intangible assets. If CenturyLink's intangible assets are determined to be impaired in the future, it may be required to record additional significant, non-cash charges to earnings during the period in which the impairment is determined to have occurred.

***The CenturyLink and Level 3 prospective financial information is inherently subject to uncertainties.***

While presented with numeric specificity, the CenturyLink and Level 3 prospective financial information provided in this document was prepared based on numerous variables and assumptions (including, but not limited to, those related to industry performance and competition and general business, economic, market and financial conditions and additional matters specific to CenturyLink or Level 3's business, as applicable) that are inherently subjective and uncertain and are largely beyond the control of the respective management of each. As a result, actual results may differ materially from the prospective financial information. Important factors that may affect actual results and cause these projected financial forecasts to not be achieved include, but are not limited to, risks and uncertainties relating to CenturyLink's or Level 3's business, as applicable (including each company's ability to achieve strategic goals, objectives and targets over applicable periods) and general industry, business, competitive, technological and economic conditions. For more information see the sections entitled *The Combination and the Stock Issuance Certain Forecasts Prepared by CenturyLink* beginning on page 113 and *The Combination and the Stock Issuance Certain Forecasts Prepared by Level 3* beginning on page 116.

***Other Risk Factors of CenturyLink and Level 3***

CenturyLink's and Level 3's businesses are, and will continue to be, subject to the risks described above. In addition, CenturyLink and Level 3 are, and will continue to be, subject to the risks described in Level 3's and CenturyLink's Annual Reports on Form 10-K for the fiscal year ended December 31, 2015, as amended and as updated by subsequent Quarterly Reports on Form 10-Q, all of which are filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 186 for the location of information incorporated by reference in this joint proxy statement/prospectus.

**Table of Contents**

**THE COMPANIES**

**CenturyLink**

CenturyLink, Inc.

100 CenturyLink Drive

Monroe, LA 71203

Telephone: (318) 388-9000

CenturyLink, a Louisiana corporation, together with its subsidiaries, is an integrated communications company engaged primarily in providing an array of communications services, including local and long-distance voice, broadband, Multi-Protocol Label Switching, private line (including special access), Ethernet, hosting (including cloud hosting and managed hosting), data integration, video, network, public access, Voice over Internet Protocol, information technology and other ancillary services. CenturyLink strives to maintain its customer relationships by, among other things, bundling its service offerings to provide a complete offering of integrated communications services.

Based on approximately 11.2 million total access lines at September 30, 2016, CenturyLink believes that it is the third largest wireline telecommunications company in the United States. CenturyLink operates 74% of its total access lines in portions of Colorado, Arizona, Washington, Minnesota, Florida, North Carolina, Oregon, Iowa, Utah, New Mexico, Missouri, and Nevada. CenturyLink also provides local service in portions of Idaho, Ohio, Wisconsin, Virginia, Texas, Nebraska, Pennsylvania, Montana, Alabama, Indiana, Arkansas, Wyoming, Tennessee, New Jersey, South Dakota, North Dakota, Kansas, Louisiana, South Carolina, Michigan, Illinois, Georgia, Mississippi, Oklahoma, and California. In the portion of these 37 states where CenturyLink has access lines, CenturyLink is the incumbent local telephone company.

At September 30, 2016, CenturyLink served approximately 6.0 million broadband subscribers and approximately 318,000 Prism TV subscribers. CenturyLink's methodology for counting access lines, broadband subscribers and Prism TV subscribers may not be comparable to those of other companies.

Additional information about CenturyLink and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information*.

**Level 3**

Level 3 Communications, Inc.

1025 Eldorado Boulevard

Broomfield, CO 80021

Telephone: (720) 888-1000

Level 3, a Delaware corporation, through its subsidiaries, is a facilities-based provider (that is, a provider that owns or leases a substantial portion of the plant, property and equipment necessary to provide its services) of a broad range of



integrated communications services. Level 3 created its communications network by constructing its own assets and through a combination of purchasing other companies and purchasing or leasing facilities from others. Level 3's network is an international, facilities-based communications network. Level 3 designed its network to provide communications services that employ and take advantage of rapidly improving underlying optical, Internet Protocol, computing and storage technologies. Level 3 provides local, national and global communications services to enterprise, government and carrier customers. Level 3's comprehensive portfolio of secure, managed solutions includes fiber and infrastructure solutions, IP-based voice and data communications, wide-area Ethernet services, video and content distribution, and data center and cloud-based solutions. Level 3 serves customers in more than 500 markets in over 60 countries across a global services platform anchored by owned fiber networks on three continents and connected by extensive undersea facilities. Additional information about Level 3 and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information*.

**Table of Contents**

**Wildcat Merger Sub 1 LLC**

Wildcat Merger Sub 1 LLC, an indirect wholly owned subsidiary of CenturyLink, is a Delaware limited liability company formed on October 28, 2016 for the purpose of effecting the combination. Upon completion of the initial merger, Wildcat Merger Sub 1 LLC will be merged with and into Level 3 with Level 3 surviving as an indirect wholly owned subsidiary of CenturyLink.

Wildcat Merger Sub 1 LLC has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the combination.

**WWG Merger Sub LLC**

WWG Merger Sub LLC, an indirect wholly owned subsidiary of CenturyLink, is a Delaware limited liability company formed on October 28, 2016 for the purpose of effecting the combination. Upon completion of the subsequent merger, Level 3 will be merged with and into WWG Merger Sub LLC with WWG Merger Sub LLC surviving as a direct wholly owned subsidiary of a newly-created holding company, which in turn is a direct wholly owned subsidiary of CenturyLink.

WWG Merger Sub LLC has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the combination.

**Table of Contents**

**THE CENTURYLINK SPECIAL MEETING**

**Date, Time and Place**

The special meeting of CenturyLink shareholders will be held at 100 CenturyLink Drive, Monroe, Louisiana 71203, on March 16, 2017, at 10:00 a.m., local time.

**Matters to be Considered**

At the CenturyLink special meeting, CenturyLink shareholders will be asked to vote on:

the CenturyLink stock issuance proposal; and

if necessary, the CenturyLink adjournment proposal.

**Recommendation of the CenturyLink Board**

The CenturyLink Board unanimously has determined that the combination, the merger agreement and the other transactions contemplated by the merger agreement, including the issuance of CenturyLink common stock to Level 3 stockholders in connection with the combination, are in the best interests of CenturyLink and the CenturyLink shareholders and has unanimously approved and adopted the merger agreement.

*The CenturyLink Board unanimously recommends that the CenturyLink shareholders vote **FOR** the proposal to issue shares of CenturyLink common stock to Level 3 stockholders in connection with the combination.*

**Record Date; Stock Entitled to Vote**

Only holders of record of shares of CenturyLink common stock or voting preferred stock at the close of business on January 25, 2017, the record date for the CenturyLink special meeting, will be entitled to notice of, and to vote at, the CenturyLink special meeting or any adjournments thereof. You may cast one vote for each share of common stock or voting preferred stock of CenturyLink that you owned on the record date.

On the record date, there were outstanding a total of 546,558,823 shares of CenturyLink common stock entitled to vote at the CenturyLink special meeting and 7,018 shares of CenturyLink voting preferred stock entitled to vote at the CenturyLink special meeting.

**Solicitation of Proxies; Revocability of Proxies**

In accordance with the merger agreement, the cost of proxy solicitation for the CenturyLink special meeting will be borne by CenturyLink, other than the expenses incurred by CenturyLink and Level 3 in connection with the filing, printing and mailing of this joint proxy statement/prospectus, half of which expenses will be borne by each of CenturyLink and Level 3. In addition to the use of the mail, proxies may be solicited by officers and directors and regular employees of CenturyLink, without additional remuneration, by personal interview, telephone, facsimile or otherwise. CenturyLink will also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares held of record on the record date and will provide customary reimbursement to such firms for the cost of forwarding these materials. CenturyLink has retained Innisfree M&A

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Incorporated to assist in its solicitation of proxies and has agreed to pay them a fee of \$50,000, plus an additional \$25,000 contingent upon the approval of the proposal to issue shares of CenturyLink common stock in connection with the combination, plus reasonable expenses, for these services.

If you are a holder of record on the record date for the CenturyLink special meeting, you have the power to revoke your proxy at any time before your proxy is voted at the CenturyLink special meeting. You can revoke your proxy in one of three ways:

sending a signed notice of revocation;

- 40 -

## **Table of Contents**

granting a new, valid proxy bearing a later date; or

attending the CenturyLink special meeting and vote in person, which will automatically cancel any proxy previously given, or you can revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, your notice of revocation or your new proxy must be received by CenturyLink's Secretary at 100 CenturyLink Drive, Monroe, Louisiana 71203, no later than the beginning of the CenturyLink special meeting. If you have voted your shares by telephone or through the Internet, you may revoke your prior telephone or Internet vote by recording a different vote using the telephone or Internet, or by signing and returning a proxy card dated as of a date that is later than your last telephone or Internet vote.

If your shares are held in street name by your broker or nominee, you should contact them to change your vote. Plan participants who wish to revoke their voting instructions must contact the applicable plan trustee and follow its procedures.

## **Quorum**

Shareholders who hold a majority of the total voting power of CenturyLink common stock and voting preferred stock issued and outstanding at the close of business on the record date must be present or represented by proxy to constitute a quorum to organize the CenturyLink special meeting, and shareholders holding a majority of the votes entitled to be cast with respect to the proposal to issue CenturyLink common stock in connection with the initial merger must be present or represented by proxy to constitute a quorum with respect to such proposal. All shares of CenturyLink common stock or voting preferred stock represented at the CenturyLink special meeting, including abstentions and broker non-votes (shares held by a broker or nominee that are represented at the meeting, but with respect to which the broker or nominee is not instructed by the beneficial owner of such shares to vote on the particular proposal), will be treated as present for purposes of determining the presence or absence of a quorum to organize the CenturyLink special meeting, but abstentions and broker non-votes will be treated as not present for purposes of determining the presence or absence of a quorum with respect to the proposal to issue CenturyLink common stock in connection with the initial merger.

## **Vote Required**

Under the rules of the NYSE, the issuance of CenturyLink common stock to Level 3 stockholders in connection with the initial merger requires approval by the affirmative vote of a majority of the votes cast on such matter at the CenturyLink special meeting by holders of the CenturyLink common stock and voting preferred stock, voting as a single class (provided that a quorum exists).

The vote with respect to the CenturyLink stock issuance proposal will also constitute a vote of the CenturyLink shareholders under the applicable provisions of the Louisiana Business Corporation Act, which we refer to as the LBCA. Pursuant to the LBCA, the issuance of CenturyLink common stock to Level 3 stockholders in the initial merger requires the affirmative vote of holders of CenturyLink common stock and voting preferred stock, voting together as a single class, at a meeting at which a quorum consisting of at least a majority of the votes entitled to be cast on the proposal exists, in which the votes cast favoring the proposal exceed the votes cast opposing the proposal. If the proposal is approved under the rules of the NYSE, it will also be approved for purposes of the LBCA.

Approval of any proposal to adjourn the CenturyLink special meeting, if necessary, for the purpose of soliciting additional proxies requires approval by the affirmative vote of a majority of the votes cast on such matter at such

meeting by holders of the CenturyLink common stock and voting preferred stock, voting as a single class (provided that a quorum exists).

## **Table of Contents**

### **Abstentions and Broker Non-Votes**

If you are a CenturyLink shareholder and fail to vote, fail to instruct your broker or nominee to vote, or abstain from voting, it will have no effect on the CenturyLink stock issuance proposal or, if necessary, the CenturyLink adjournment proposal, assuming a quorum is present. Although abstentions and broker non-votes will be counted as present for purposes of determining whether a quorum is present to organize the CenturyLink special meeting, they will not be considered to be cast for purposes of determining whether the requisite vote to approve any such proposal has been obtained and will not be treated as present for purposes of determining the existence of a quorum with respect to the proposal to issue CenturyLink common stock to the Level 3 stockholders in connection with the initial merger. Accordingly, your failure to cast a vote will make it more difficult to meet the quorum requirement with respect to organizing the CenturyLink special meeting and your failure to cast a vote or your abstention from voting will make it more difficult to meet the quorum requirements with respect to the proposal to issue CenturyLink common stock to the Level 3 stockholders in connection with the initial merger.

### **Voting Power of CenturyLink's Directors and Executive Officers**

On the record date, less than 1.0% of the outstanding CenturyLink common shares and none of the outstanding shares of CenturyLink voting preferred stock were held by CenturyLink directors and executive officers and their respective affiliates. CenturyLink currently expects that CenturyLink's directors and executive officers will vote their shares in favor of the issuance of CenturyLink common stock to Level 3 stockholders in connection with the combination.

### **Attending the CenturyLink Special Meeting**

All holders of CenturyLink common stock, including shareholders of record and shareholders who hold shares through banks, brokers or other nominees, are invited to attend the CenturyLink special meeting. Shareholders of record can vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter or an account statement issued by the record holder of your shares confirming your ownership, and you must bring a form of personal photo identification with you to be admitted. CenturyLink reserves the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification.

### **Voting of Proxies by Record Shareholders**

A proxy card is enclosed for use by CenturyLink shareholders of record. CenturyLink requests that its record shareholders sign the accompanying proxy and return it promptly in the enclosed postage-paid envelope. You may also vote your shares by telephone or through the internet. Information and applicable deadlines for voting by telephone or through the internet are set forth on the enclosed proxy card. When the accompanying proxy is returned properly executed, the shares of CenturyLink common stock or voting preferred stock represented by it will be voted at the CenturyLink special meeting or any adjournment thereof in accordance with the instructions contained in the proxy.

If a proxy is signed and returned without an indication as to how the shares of CenturyLink common stock or voting preferred stock represented by the proxy are to be voted with regard to a particular proposal, the CenturyLink common stock or voting preferred stock represented by the proxy will be voted in favor of each such proposal. At the date hereof, CenturyLink management has no knowledge of any business that will be presented for consideration at the special meeting and which would be required to be set forth in this joint proxy statement/prospectus other than the matters set forth in CenturyLink's accompanying Notice of Special Meeting of Shareholders. In accordance with CenturyLink's bylaws and Louisiana law, business transacted at the CenturyLink special meeting will be limited to

those matters set forth in such notice. Nonetheless, if any other matter is properly presented at the CenturyLink special meeting for consideration, it is intended that the persons named in the enclosed proxy and acting thereunder will vote in accordance with their best judgment on such matter.



**Table of Contents**

**Your vote is important. Accordingly, please sign and return the enclosed proxy card whether or not you plan to attend the CenturyLink special meeting in person.**

**Participants in Benefit Plans**

If you beneficially own any CenturyLink common stock by virtue of participating in any retirement plan of CenturyLink, then you have received separate voting instruction cards in lieu of a proxy card. These voting instruction cards entitle you, on a confidential basis, to instruct the plan trustees how to vote the shares of CenturyLink common stock allocated to your plan account. The cards for some of the plans will similarly entitle you to direct the voting of a proportionate number of plan shares of CenturyLink common stock for which properly executed instructions are not timely received and some will require you to act in your capacity as a named fiduciary, which requires you to exercise your voting rights prudently and in the interest of all plan participants. Plan participants who wish to vote should complete and return voting instruction cards in the manner provided by such cards. If you elect not to vote plan shares of CenturyLink common stock allocated to your accounts, your plan shares will be voted in the manner specified in the voting instruction cards.

**Shares Held in Street Name**

If you hold your shares of CenturyLink stock in a stock brokerage account or if your shares are held by a bank or nominee (that is, in street name), you must provide the record holder of your shares with instructions on how to vote your shares if you wish them to be counted. Please follow the voting instructions provided by your broker, bank or nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to CenturyLink or by voting in person at the CenturyLink special meeting. Further, brokers who hold shares of CenturyLink stock on behalf of their customers may not vote those shares without specific instructions from their customers.

If you hold your CenturyLink stock in street name and you do not instruct your broker on how to vote any of your shares, your broker may not vote those shares. For a discussion of the consequences of such broker non-votes, see *Abstentions and Broker Non-Votes*.

**Table of Contents**

**THE LEVEL 3 SPECIAL MEETING**

This section contains information about the special meeting of Level 3 stockholders that has been called to consider and approve the merger proposal and the compensation proposal.

A notice of the special meeting and a form of proxy that is solicited by the Level 3 Board are included with this document. The Level 3 special meeting will be held on March 16, 2017, at 9:00 a.m., local time, at Level 3's headquarters at 1025 Eldorado Boulevard, Broomfield, Colorado 80021.

**Matters to Be Considered**

The purpose of the Level 3 special meeting is to vote on:

the merger proposal;

the compensation proposal; and

the Level 3 adjournment proposal.

**Proxies**

Each copy of this document mailed to holders of Level 3 common stock as of the record date is accompanied by a form of proxy with instructions for voting by mail, by telephone or through the internet. If you hold stock in your name as a stockholder of record and are voting by mail, you should complete and return the proxy card accompanying this document to ensure that your vote is counted at the Level 3 special meeting, or at any adjournment or postponement of the special meeting, regardless of whether or not you plan to attend the Level 3 special meeting. You may also vote your shares by telephone or through the internet. Information and applicable deadlines for voting by telephone or through the internet are set forth in the enclosed proxy card instructions.

If you hold your stock in street name through a bank, broker, trust company or other nominee, you must direct your bank, broker, trust company or other nominee to vote in accordance with the instructions you have received from your bank, broker, trust company or other nominee.

If you hold stock in your name as a stockholder of record, you may revoke any proxy at any time before it is voted at the special meeting by signing and returning a proxy card with a later date by internet or telephone before the deadline stated on the proxy card, by delivering a proxy card with a later date or a written notice of revocation to Level 3's secretary, which must be received by us before the time of the special meeting, or by voting in person at the special meeting.

Any stockholder entitled to vote in person at the Level 3 special meeting may vote in person regardless of whether or not a proxy has been previously given, but simply attending the Level 3 special meeting will not constitute revocation of a previously given proxy.

Written notices of revocation and other communications about revoking your proxy should be addressed to:

Level 3 Communications, Inc.

1025 Eldorado Blvd.

Broomfield, Colorado 80021

Attention: John M. Ryan, Executive Vice President, Chief Legal Officer and Secretary

If your shares are held in street name by a bank or broker, you should follow the instructions of your bank or broker regarding the revocation of proxies.

- 44 -

## **Table of Contents**

All shares represented by valid proxies that are received through this solicitation, and that are not revoked, will be voted in accordance with your instructions on the proxy card or as instructed via the internet or telephone. **If you make no specification on your proxy card as to how you want your shares voted, your proxy will be voted FOR the approval of the merger proposal, FOR the approval of the compensation proposal and FOR the approval of the Level 3 adjournment proposal.** According to the Level 3 amended and restated by-laws, only such business that is specified in Level 3's notice of the meeting may be conducted at a special meeting of stockholders.

## **Solicitation of Proxies**

In accordance with the merger agreement, Level 3 will bear the entire cost of proxy solicitation for the Level 3 special meeting, except that CenturyLink and Level 3 will share equally all expenses incurred in connection with the filing of the registration statement of which this joint proxy statement/prospectus forms a part with the SEC and the printing and mailing of this joint proxy statement/prospectus. If necessary, Level 3 may use several of its regular employees, who will not be specially compensated, to solicit proxies from Level 3 stockholders, either personally or by telephone, facsimile, letter or other electronic means. Level 3 will also request that banks, brokers, and other record holders forward proxies and proxy material to the beneficial owners of Level 3 common stock and secure their voting instructions, and Level 3 will provide customary reimbursement to such firms for the cost of forwarding these materials.

## **Record Date**

The close of business on January 25, 2017 has been fixed as the record date for determining the Level 3 stockholders entitled to receive notice of and to vote at the Level 3 special meeting. At that time, \_\_\_\_\_ shares of Level 3 common stock were outstanding, held by approximately 5,383 holders of record.

## **Quorum**

Stockholders who hold shares representing at least a majority of the issued and outstanding shares entitled to vote at the Level 3 special meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the Level 3 special meeting. The holders of a majority of the shares entitled to vote and present in person or represented by proxy at the Level 3 special meeting, whether or not a quorum is present, may adjourn the Level 3 special meeting to another time and place. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. Notice of any adjourned meeting need not be given except by announcement at the meeting.

Abstentions and broker non-votes will be included in the calculation of the number of shares of Level 3 common stock represented at the special meeting for purposes of determining whether a quorum has been achieved.

## **Vote Required**

Each share of Level 3 common stock outstanding on the record date for the Level 3 special meeting entitles the holder to one vote on each matter to be voted upon at the Level 3 special meeting. Each of the proposals has the following vote requirement in order to be approved:

approval of the merger proposal requires the affirmative vote of holders of a majority of the issued and outstanding shares of Level 3 common stock entitled to vote on the proposal;

approval of the compensation proposal requires the affirmative vote of the holders of a majority of the issued and outstanding shares of Level 3 common stock present in person or represented by proxy at the Level 3 special meeting and entitled to vote at the meeting; and

- 45 -

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## **Table of Contents**

approval of the proposal to adjourn the Level 3 special meeting, if necessary, to solicit additional proxies requires the affirmative vote of holders of a majority of the issued and outstanding shares of Level 3 common stock present in person or represented by proxy at the Level 3 special meeting and entitled to vote at the meeting.

Abstentions, failures to submit a proxy card or vote in person, by telephone, or through the internet and broker non-votes will be treated in the following manner with respect to determining the votes received for each of the proposals:

an abstention will have the same effect as a vote **AGAINST** the merger proposal, the compensation proposal and the Level 3 adjournment proposal;

a failure to submit a proxy card or vote in person, by telephone or through the internet or a failure to instruct your broker or nominee to vote will, assuming a quorum is present, have no effect on the compensation proposal and the Level 3 adjournment proposal, but will have the same effect as a vote **AGAINST** the merger proposal.

**The Level 3 Board urges Level 3 stockholders to promptly vote by completing, dating and signing the accompanying proxy card and returning it promptly in the enclosed postage-paid envelope; calling the toll-free number listed in the proxy card instructions if voting by telephone; or accessing the internet site listed in the proxy card instructions if voting through the internet.** If you hold your stock in street name through a bank or broker, please vote by following the voting instructions of your bank or broker.

Stockholders may also vote at the Level 3 special meeting by ballot.

One of Level 3's stockholders, STT Crossing, which owns approximately 18.1% of the outstanding Level 3 shares as of the record date, has entered into a voting agreement with CenturyLink and, solely with respect to certain covenants contained therein, Level 3, under which STT Crossing has agreed, among other things and subject to certain exceptions as set forth in the voting agreement, to vote its Level 3 common stock in favor of the adoption of the merger proposal. STT Crossing is expected to own approximately 8.8% of the CenturyLink common stock outstanding after the completion of the combination. See the section below entitled *STT Crossing Voting Agreement and Shareholder Rights Agreement* beginning on page 146.

### **Voting Power of Level 3's Directors and Executive Officers**

On the record date for the Level 3 special meeting, the directors and executive officers of Level 3 and their affiliates owned and were entitled to vote 66,731,667 shares of Level 3's common stock, representing approximately 19% of the outstanding Level 3 common stock (including 65,031,667 shares of Level 3 common stock held by STT Crossing and its affiliates, representing 18.1% of the outstanding Level 3 common stock). Level 3 currently expects that Level 3's directors and executive officers will vote their shares in favor of the merger proposal and the compensation proposal.

### **Recommendation of the Level 3 Board**

The Level 3 Board has unanimously approved the merger agreement and the transactions contemplated by it, including the combination. The Level 3 Board has determined that the merger agreement and the transactions contemplated by it are advisable and in the best interests of Level 3 and its stockholders and unanimously recommends that you vote **FOR** the approval of the merger proposal, **FOR** the approval of the compensation proposal

and FOR the Level 3 adjournment proposal. See the section entitled *The Combination and the Stock Issuance Level 3 s Reasons for the Combination; Recommendation of the Combination by the Level 3 Board* beginning on page 62 for a more detailed discussion of the Level 3 Board s recommendation.

**Table of Contents**

**Attending the Level 3 Special Meeting**

All holders of Level 3 common stock, including stockholders of record and stockholders who hold their shares through banks, brokers or other nominees, are invited to attend the Level 3 special meeting. Stockholders of record can vote in person at the special meeting. If you are not a stockholder of record, you must obtain a proxy executed in your favor from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you to be admitted. Level 3 reserves the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification.



**Table of Contents**

**THE COMBINATION AND THE STOCK ISSUANCE**

**Effects of the Combination**

Under the merger agreement, merger sub 1 will merge with and into Level 3. Level 3 will be the surviving corporation in the initial merger and will thereby become an indirect wholly owned subsidiary of CenturyLink. Immediately following the initial merger, Level 3 will merge with and into merger sub 2. Merger sub 2 will be the surviving company in the subsequent merger.

In the initial merger, each outstanding share of Level 3 common stock (excluding shares as to which appraisal rights have been properly exercised pursuant to Delaware law) will be converted at the effective time of the initial merger into the right to receive 1.4286 shares of CenturyLink common stock and \$26.50 in cash, without interest, for each share of Level 3 common stock owned at the effective time, with cash paid in lieu of fractional shares. The exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to closing of the initial merger. CenturyLink shareholders will continue to hold their existing CenturyLink shares.

**Background of the Combination**

CenturyLink and Level 3 periodically review and assess their respective performance, prospects and strategies in light of the current business and economic environment, as well as developments in the telecommunications industry and opportunities and challenges facing participants in that industry. As leading companies in the telecommunications industry that periodically transact business with each other, each of CenturyLink and Level 3 is generally familiar with the other's business.

From time to time, Jeff K. Storey, Level 3's president and chief executive officer, and Glen F. Post, III, CenturyLink's chief executive officer and president, would see one another at various industry events and discuss the telecommunications industry and recent developments. During the period between May 2015 and May 2016, Mr. Storey and Mr. Post met on a few occasions to discuss industry developments and their respective businesses.

During the first half of 2016, CenturyLink undertook an ordinary course review of its strategic alternatives. This review included as a possibility a potential transaction with Level 3. On April 5, 2016, BofA Merrill Lynch presented Mr. Post and other members of CenturyLink's senior management with an overview, based on publicly available information, of such a possible transaction with Level 3 and its strategic rationale, including Level 3's global scale and deep local access network, the possibility for significant synergies and Level 3's accumulated NOLs which could be valuable to CenturyLink. During a regularly scheduled meeting of the CenturyLink Board on May 19, 2016, Mr. Post mentioned the possibility of a transaction between CenturyLink and Level 3 as one possibility among many others under review by CenturyLink and its management in the course of its review of strategic alternatives.

On May 25, 2016, Mr. Post called Mr. Storey by telephone and invited Mr. Storey to meet to discuss the strategic options available to both Level 3 and CenturyLink. In response to that call, on June 6, 2016, Mr. Post and Mr. Storey met at CenturyLink's offices to discuss the state of the telecommunications industry generally, ongoing regulatory developments and other issues. The possibility of a transaction between CenturyLink and Level 3 was also discussed. Several possible transaction structures were discussed at a preliminary level, including the possibility of a transaction in which Level 3 would combine with CenturyLink and the combined company would issue two tracking stocks. One tracking stock would relate to a combination of Level 3's business and the portion of CenturyLink's business similar to Level 3's business, as well as all of CenturyLink's consumer and enterprise business in its seven largest states. We refer to this combination of businesses as the combined operations. The other tracking stock would relate to CenturyLink's remaining operations, which we refer to as the CenturyLink remaining operations. In this possible structure,

CenturyLink shareholders would receive a minority economic interest in the combined operations and a 100% economic interest in the CenturyLink remaining operations, and Level 3 shareholders would receive a majority economic interest in the

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**Table of Contents**

combined operations. The proposed tracking stock structure also contemplated a cash payment to CenturyLink's shareholders in an undetermined amount, depending on the agreed allocation of the overall economics in the proposed structure. We refer to this possible structure as the potential tracking stock transaction. Neither party made any specific proposal, but Mr. Post and Mr. Storey agreed that the possibility of a transaction between the two companies merited further review. In reviewing the potential tracking stock transaction, Level 3 senior management viewed this structure as an acquisition of CenturyLink by Level 3 that would result in the Level 3 stockholders holding a majority of the overall equity of the combined company. The parties, however, did not discuss which party would be the acquirer in the potential tracking stock transaction and, depending on the financial structure of the potential tracking stock transaction and the size of the cash payment to the CenturyLink shareholders, it could have been structured as an acquisition of either party.

On June 15, 2016, CenturyLink held its regularly scheduled annual planning meeting of its board of directors. Mr. Post reported on his conversation with Mr. Storey, and members of CenturyLink management discussed structural, valuation and other preliminary issues related to a possible transaction between the parties. Representatives of BofA Merrill Lynch presented to the CenturyLink Board preliminary illustrative valuations of CenturyLink and Level 3 and various transaction structures to combine the companies, including the potential tracking stock transaction as well as a potential cash and stock acquisition of Level 3 at a premium, in each case based on publicly available information. The CenturyLink Board discussed with CenturyLink's management and representatives of BofA Merrill Lynch the risks and advantages of the potential transactions, as well as CenturyLink's long-term plan, the value implications of Level 3's NOLs and potential synergies that could reasonably be expected to result from a transaction with Level 3. The CenturyLink Board also discussed the possibility of a stock-for-stock merger between CenturyLink and Level 3, including the fact that such a transaction would be less favorable for CenturyLink's shareholders than the potential tracking stock transaction or a cash and stock acquisition, because of the high trading multiple of Level 3's common stock price relative to its earnings, which would make an all-stock transaction dilutive to CenturyLink's shareholders.

On June 15, 2016, Sunit S. Patel, Level 3's chief financial officer, and R. Stewart Ewing Jr., CenturyLink's chief financial officer, agreed to meet in person in New York, New York on July 6th and July 7th to discuss potential synergies and structures of a business combination. Later on June 15, 2016, CenturyLink delivered a draft mutual nondisclosure agreement to Level 3. During the following week, representatives of CenturyLink and Level 3 negotiated the terms of a mutual nondisclosure agreement between the parties and, on June 23, 2016, in anticipation of further discussions and due diligence, the parties entered into a mutual nondisclosure agreement with respect to a potential negotiated business combination.

Between July 5, 2016 and early September 2016, CenturyLink and Level 3 intermittently exchanged preliminary due diligence information concerning their respective operations and businesses.

On July 6, 2016, R. Stewart Ewing, executive vice president and chief financial officer of CenturyLink, Derek Koecher, senior vice president, corporate strategy and business development of CenturyLink, and Stacey W. Goff, executive vice president, chief administrative officer, general counsel and secretary of CenturyLink, met in New York, New York with Mr. Patel and Robert McCarthy, senior vice president, corporate development of Level 3. Representatives of BofA Merrill Lynch were also in attendance for portions of the meeting. During this meeting, the participants discussed the strategic rationale for a potential negotiated business combination transaction or a strategic relationship transaction between CenturyLink and Level 3. Representatives of BofA Merrill Lynch presented illustrative preliminary valuations of CenturyLink and Level 3, in each case based on publicly available information, as well as various transaction structures that could permit a transaction between the companies, including the potential tracking stock transaction. The representatives of CenturyLink and Level 3 discussed the benefits of the potential tracking stock transaction as well as the challenges that such a structure would present, including increased transactional and administrative complexity and other related governance issues. The representatives of Level 3

expressed their view that a possible stock-for-stock or other merger structure, in which tracking stock would not be issued, should also be under consideration between the parties.

## **Table of Contents**

The representatives of CenturyLink and Level 3 reaffirmed their mutual interest in the continued evaluation of a possible combination if a suitable structure could be mutually agreed upon. They also agreed to work over the coming months to advance the companies' review of the potential synergies and other due diligence.

Throughout July 2016, the Level 3 and CenturyLink management teams held a number of telephonic meetings to discuss certain due diligence matters related to the potential transaction, including synergies.

On July 26, 2016, at a regularly scheduled intra-quarter meeting of the CenturyLink Board, Mr. Post updated the directors with respect to several recent corporate developments and opportunities, including the meetings that had taken place between representatives of CenturyLink and Level 3 since the prior meeting of the CenturyLink Board and the results of preliminary due diligence. Mr. Post provided an update regarding the status of management's review of potential transaction synergies and various other issues. Mr. Post indicated that management was unwilling to recommend an all-stock transaction at that time due to its dilutive impact on CenturyLink's shareholders. The CenturyLink Board again discussed the challenges and advantages of the potential tracking stock structure and the potential cash and stock acquisition of Level 3. The CenturyLink Board authorized CenturyLink's management to continue its review and evaluation of a potential combination, with a particular focus on continuing its review of the synergies that could be achieved.

During the week of August 1, 2016, representatives of CenturyLink and representatives of Level 3 met to continue their evaluation of the potential synergies that could result from a transaction between the companies.

On August 10, 2016, Mr. Post and Mr. Storey met in Denver, Colorado to discuss the possible transaction, including potential synergies and the advantages and disadvantages of the potential tracking stock transaction and other potential combination structures. Mr. Storey noted his belief that the complexities of the potential tracking stock transaction would make such a structure difficult to implement. Setting aside the various potential structures, Mr. Post and Mr. Storey expressed their continued interest in discussing a possible transaction. Following such meeting, CenturyLink's management worked with representatives of BofA Merrill Lynch to further explore potential transaction structures that did not involve tracking stock.

On August 17, 2016, at a regularly scheduled meeting of the Level 3 Board held at Level 3's headquarters in Broomfield, Colorado, the possibility of a potential transaction with CenturyLink was discussed. At that meeting, members of senior management of Level 3 reported to the Level 3 Board on the status of the industry, the strategic rationale for pursuing a potential transaction with CenturyLink, the anticipated benefits of a potential transaction with CenturyLink to Level 3 stockholders and discussions with CenturyLink to date. After discussion, the consensus of the Level 3 Board was that Mr. Storey and Level 3 senior management should continue discussions with CenturyLink.

On August 24, 2016, at a regularly scheduled meeting of the CenturyLink Board, members of management provided a general update on pending acquisition and divestiture discussions, including a discussion of a potential transaction with Level 3. In addition, the CenturyLink Board and members of management discussed the potential divestiture of CenturyLink's data centers and colocation business, including the status of the ongoing negotiations, likelihood of ultimately reaching agreement, and degree to which the terms under discussion were consistent with the terms previously discussed with the CenturyLink Board. In connection with these updates, members of management and representatives of BofA Merrill Lynch presented the CenturyLink Board with the possibility of a cash and stock transaction with Level 3 in which CenturyLink would finance the cash portion of a yet-to-be-determined purchase price with new indebtedness. The representatives of management and BofA Merrill Lynch indicated that such a transaction structure would allow CenturyLink to acquire Level 3, with CenturyLink's shareholders retaining a majority of the equity interest in the combined company following completion of the transaction. The CenturyLink Board discussed the implications of such a transaction for the combined company, including its resulting

indebtedness.

On September 1, 2016, Mr. Storey informed Mr. Post that Level 3 did not wish to pursue the potential tracking stock transaction, due to the complexities involved, or any transaction in which Level 3 would be the

- 50 -

## Table of Contents

acquiror. However, Mr. Storey told Mr. Post that he still saw significant potential benefits in combining the companies businesses, and that the parties should continue to work to see what options were available to combine the companies.

On or about September 1, 2016, CenturyLink advised BofA Merrill Lynch that it intended to engage BofA Merrill Lynch as financial advisor in connection with a potential transaction with Level 3.

On September 14, 2016, after an investor conference in Beverly Hills, California, Mr. Patel and Mr. Ewing met for dinner to review the status of the discussions between the companies. A representative of BofA Merrill Lynch also attended. Topics discussed included the structures under review for a possible transaction and the potential synergies that could be achieved in such a transaction.

On September 20, 2016, Mr. Post and Mr. Storey met in New York, New York to discuss the possibility of a transaction between CenturyLink and Level 3. During this meeting, Mr. Post proposed for the first time that the potential transaction would involve an acquisition of Level 3 by CenturyLink. Also, during this meeting, Mr. Post and Mr. Storey discussed the feasibility of various transaction structures, and Mr. Storey indicated that if the transaction was to be structured as an acquisition of Level 3 by CenturyLink, Level 3's strong preference was for a mix of cash and stock consideration. During this meeting, Mr. Post indicated that CenturyLink might consider consideration per share of Level 3 common stock of approximately \$58.00 to \$60.00, with a cash component of \$23.00 per share and the remainder of the consideration in shares of CenturyLink common stock. Mr. Storey indicated that such indicative price range was inadequate but suggested that the parties continue to discuss their views on the synergies and other potential benefits of a combination of the companies.

Also on September 20, 2016, representatives of Level 3 management reached out to Citigroup Global Markets, Inc., which we refer to as Citi, in connection with acting as a financial advisor to Level 3 with respect to a proposed transaction with CenturyLink. On September 22, 2016, members of Level 3 senior management and CenturyLink senior management discussed telephonically scheduling additional meetings between the management teams to continue their evaluation of a potential transaction. Between September 22 and October 5, 2016, additional telephonic meetings occurred between members of senior management to further evaluate the potential synergies and other benefits and challenges of a possible combination.

On or about September 26, 2016, CenturyLink advised Morgan Stanley that it intended to engage Morgan Stanley as financial advisor in connection with a potential transaction with Level 3.

On October 5, 2016, Mr. Post and Mr. Storey met in Dallas, Texas to discuss a possible combination. Mr. Post stated CenturyLink's view that a potential combination involving consideration of approximately \$64.00 to \$65.00 per share of Level 3 common stock would offer an attractive valuation for Level 3 stockholders, and Mr. Storey indicated that this price range was inadequate and that Level 3 would be likely to consider a price of approximately \$68.00 to \$70.00 per share of Level 3 common stock. Mr. Post and Mr. Storey confirmed their continued interest in seeking to bridge the valuation gap and agreed to continue their evaluation of a possible combination.

On October 6, 2016, financial advisors of CenturyLink and Level 3 discussed the inputs to the financial analyses furnished by the respective managements of CenturyLink and Level 3, including synergies, interest costs, cash taxes and other items affecting whether the possible combination would be accretive to CenturyLink's shareholders. CenturyLink also reviewed the actions that Level 3 was implementing on a stand-alone basis to improve its financial and operating performance.

After the meetings of October 5 and 6, 2016, Mr. Storey and Mr. Post discussed telephonically the outcome of the meetings. During this discussion, Mr. Post proposed an indicative value of Level 3 common stock below \$65.00 per

share, but indicated he could consider raising the per share price if, for purposes of valuing the consideration, the CenturyLink common stock was valued at the then 90-day volume weighted average price, and



## Table of Contents

the consideration included \$26.50 per share in cash. Mr. Storey indicated that he did not believe this price would be sufficient but he would be willing to discuss an indicative price per share of Level 3 common stock higher than \$65.00 per share with the Level 3 Board.

On October 7 and 8, 2016, Mr. Post and Mr. Storey had numerous telephonic conversations. During such discussions, Mr. Storey indicated that the Level 3 Board might be receptive to an indicative price of \$66.50 per share, consisting of \$26.50 in cash and the remaining portion in CenturyLink common stock, with a value of CenturyLink common stock at \$27.76 per share, which was the closing stock price of CenturyLink common stock on October 7, 2016.

On October 8, 2016, Mr. Post proposed to Mr. Storey an acquisition of Level 3 by CenturyLink at an indicative price of \$66.50 per share, consisting of \$26.50 per share in cash and 1.4286 shares of CenturyLink common stock (based on a reference price of \$28.00 per share of CenturyLink common stock) for each share of Level 3 common stock. Mr. Post and Mr. Storey agreed to discuss these terms with their respective boards of directors.

From October 8 to October 12, 2016, Mr. Storey reached out to all of the members of the Level 3 Board and had telephonic discussions with individual members of the Level 3 Board in order to provide them with an update on the recent discussions with Mr. Post. During these conversations, Mr. Storey received feedback from the Level 3 Board members regarding their view on the appropriate next steps.

On October 11, 2016, Mr. Goff delivered a draft preliminary term sheet with respect to the proposed combination to Mr. McCarthy. The draft term sheet outlined the key terms of the proposed combination, including that the proposed merger consideration per share of the Level 3 common stock would consist of \$26.50 in cash and a fixed number of shares of CenturyLink common stock valued at \$40.00 based on CenturyLink's trading prices prior to signing, subject to a cap of 1.429 shares. CenturyLink's draft term sheet also contemplated, among other things, that the combination would not be subject to any financing condition and that CenturyLink would obtain fully committed financing in support of the proposed combination, but that CenturyLink would be liable for a financing termination fee, without further liability, if Level 3 terminated the transaction due to the failure of CenturyLink's financing sources to fund the debt financing at the closing of the proposed combination, that neither party would be permitted to terminate the merger agreement to accept a competing proposal prior to a shareholder vote on a CenturyLink/Level 3 transaction (sometimes referred to as a "force the vote" provision), and that CenturyLink would expand the CenturyLink Board upon completion of the proposed combination to include an unspecified number of Level 3 directors.

Also on October 11, 2016, CenturyLink received an initial draft term sheet with respect to the financing of the cash portion of proposed merger consideration from BofA Merrill Lynch and Morgan Stanley.

Between October 11 to 13, 2016, in anticipation of financial due diligence sessions scheduled for October 14, 2016, CenturyLink and Level 3 exchanged third quarter 2016 financial information and strategic plans for 2017 through 2021, including internal financial forecasts for CenturyLink and Level 3, respectively, for that period. See *Certain Forecasts Prepared by CenturyLink* and *Certain Forecasts Prepared by Level 3*.

On the morning of October 12, 2016, John M. Ryan, executive vice president, chief legal officer and secretary of Level 3, Mr. Goff, representatives of Wachtell Lipton, Rosen & Katz, counsel to CenturyLink, which we refer to as Wachtell Lipton, and representatives of Willkie Farr Gallagher LLP, counsel to Level 3, which we refer to as Willkie Farr, discussed the draft term sheet. The Level 3 representatives indicated a preference for fixing the number of CenturyLink shares that would be issued to each Level 3 shareholder at \$40.00 per share of Level 3 common stock based upon a reference price of \$28.00 per share of CenturyLink common stock. The representatives of Level 3 and their legal advisors indicated that Level 3 would not accept the "force the vote" provision or the financing termination fee structure, instead proposing that CenturyLink should be required to



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**Table of Contents**

specifically perform its obligations to complete the combination regardless of a financing failure. The Level 3 representatives also expressed their interest in obtaining a reverse break-up fee if CenturyLink were unable to obtain regulatory approvals, and that Level 3 desired the ability to nominate a number of directors from the Level 3 Board to the CenturyLink Board in connection with the closing of the proposed combination that was proportionate to the ownership of the combined company by Level 3 shareholders. Following this discussion, CenturyLink sent a revised draft of the term sheet to Level 3 that proposed consideration of \$26.50 in cash and 1.429 CenturyLink shares subject to confirmation prior to signing, eliminated the force the vote and financing termination fee provisions and proposed adding three Level 3 directors to the combined company board, but not including any reverse break-up fee for failure to obtain regulatory approvals. The revised term sheet also contemplated that Level 3's largest shareholder would enter into a voting agreement to support the transaction.

Later on October 12, 2016, the CenturyLink Board, together with representatives of BofA Merrill Lynch, Morgan Stanley and Wachtell Lipton, met to discuss the potential combination. Mr. Post updated the CenturyLink Board with respect to the conversations he had had with Mr. Storey, including with respect to the proposed aggregate consideration of \$26.50 in cash and 1.429 CenturyLink shares, valued at \$66.50 based on a reference price of \$28.00 per share of CenturyLink shares per share of Level 3 common stock. Mr. Post reviewed the rationales for pursuing a combination with Level 3 at this time, including, among others, the opportunity to attain synergy savings, growth potential and substantial NOLs. Representatives of BofA Merrill Lynch and Morgan Stanley reviewed with the CenturyLink Board preliminary financial analyses with respect to the proposed transaction, and Mr. Ewing reviewed CenturyLink's financing plan. After discussing the presentations by BofA Merrill Lynch, Morgan Stanley and management, the CenturyLink Board authorized management and CenturyLink's advisors to continue negotiations with respect to a possible combination, with the goal of announcing the transaction in early November if an agreement could be reached. The CenturyLink Board also indicated its desire to engage a third financial advisor in connection with CenturyLink's evaluation of the potential combination, in light of the potential financing for the transaction being provided by BofA Merrill Lynch and Morgan Stanley. Following this meeting, several outside CenturyLink directors participated in calls with CenturyLink's management designed to identify suitable candidates to act as the third financial advisor.

On October 13, 2016, the Level 3 Board and Level 3 senior management held a telephonic meeting to discuss their views on a possible transaction with CenturyLink. Representatives of Willkie Farr attended the meeting. Members of Level 3 senior management reviewed the strategic rationale of a combination with CenturyLink and the benefits to combining the companies. The Level 3 Board discussed the draft preliminary term sheet received from CenturyLink on October 11, 2016 and the possible transaction, including the exchange ratio and whether it was fixed and the required efforts in connection with obtaining regulatory approval. Level 3 management also explained that the initial draft of the term sheet included the proposed reverse termination fee in the event that CenturyLink failed to obtain its financing for the proposed transaction and provided that the merger agreement would include a force the vote provision which would prohibit Level 3 from terminating the merger agreement in order to accept a superior proposal, both of which CenturyLink removed from the subsequently circulated term sheet. During the meeting, representatives of Willkie Farr discussed the fiduciary duties applicable to the Level 3 Board. The Level 3 Board discussed the ability of CenturyLink to maintain its annual cash dividend, the debt financing that would be needed to finance the cash portion of the merger consideration and the timing of the potential transaction. The Level 3 Board discussed with management and Willkie Farr the advisability of approaching other parties that could be interested in a potential business combination with Level 3 before entering into a transaction with CenturyLink. In light of the premium being proposed by CenturyLink, Level 3 management's view of the relatively low likelihood of any potential alternate bidder being willing to make a superior proposal within a short time frame and the risk of potential leaks raised by pursuing such a pre-signing market check, coupled with the ability of any potential interested bidder to submit a competing offer following the signing of a definitive agreement with CenturyLink and the ability of Level 3 to terminate any definitive agreement with CenturyLink post-signing to accept a superior proposal from another bidder, the Level 3

Board determined at that time to continue pursuing the transaction proposed by CenturyLink without approaching other parties. After such discussions, the Level 3 Board authorized Level 3 senior

**Table of Contents**

management to continue discussions with CenturyLink, including negotiation of a potential merger agreement, subject to further review by the Level 3 Board.

On October 14, 2016, representatives of the management teams of CenturyLink and Level 3 and representatives of BofA Merrill Lynch, Morgan Stanley and Citi met in Monroe, Louisiana to conduct mutual financial due diligence of their respective businesses, including with respect to the internal financial forecasts that were previously exchanged between CenturyLink and Level 3.

On October 15, 2016, representatives of CenturyLink, BofA Merrill Lynch, Morgan Stanley, Wachtell Lipton, and CenturyLink's regular corporate and securities counsel held a conference call with representatives of Level 3, Willkie Farr and Citi to review Level 3's existing debt financing, which would remain in place following the completion of the proposed combination, including the restrictive covenants and Level 3's intercompany debt structure.

Also, on October 15, 2016, representatives of Level 3 management informally reached out to Lazard Frères & Co. LLC, which we refer to as Lazard, in connection with Lazard acting as a financial advisor to Level 3 with respect to a proposed transaction with CenturyLink.

On October 16, 2016, Mr. Goff provided a draft voting agreement to Mr. Ryan, pursuant to which STT Crossing Ltd, an indirect subsidiary of Singapore Technologies Telemedia Pte Ltd, Level 3's largest stockholder, which we refer to as STT Crossing, would agree to vote its shares of Level 3 common stock in favor of the transaction.

On October 17, 2016, the CenturyLink Board met to receive an update on the transaction process from CenturyLink's management team and financial and legal advisors. During this meeting, after a thorough discussion of the premium to Level 3 stockholders implied by consideration of \$66.50 per share of Level 3 common stock, Mr. Post informed the CenturyLink Board that, based on his conversations with Mr. Storey, he believed that Level 3 would be unlikely to agree to aggregate consideration valued at less than \$66.50 per share. The CenturyLink Board discussed this potential valuation, as well as trends in Level 3's recent financial performance. The CenturyLink Board also discussed the compelling strategic rationale for the potential combination, including the favorable outlook for Level 3's enterprise business and latent network capacity, which could be a significant source of long-term value. Mr. Post also updated the CenturyLink Board with respect to CenturyLink's due diligence efforts. Finally, the CenturyLink Board discussed potential financial advisors that would not be involved in CenturyLink's acquisition financing. After discussing several alternatives, the CenturyLink Board determined to engage Evercore as an additional financial advisor in connection with CenturyLink's review of the potential combination, based in part on Evercore's familiarity with CenturyLink, its deep knowledge of the telecommunications industry and the fact that Evercore would not be involved with CenturyLink's acquisition financing in connection with the proposed combination.

On October 19, 2016, Mr. Ryan advised Mr. Goff that he had provided the draft of the proposed voting agreement to STT Crossing and its counsel, Latham & Watkins LLP, which we refer to as Latham & Watkins, earlier that day, and that CenturyLink should work directly with them on the voting agreement and related matters as a potential shareholder in the combined company.

On October 19, 2016, BofA Merrill Lynch and Morgan Stanley provided CenturyLink with a revised draft of the draft term sheet in connection with CenturyLink's acquisition financing. Representatives of CenturyLink and Wachtell Lipton negotiated the terms of the proposed financing arrangements with BofA Merrill Lynch, Morgan Stanley and their legal advisors, including the terms of the definitive debt commitment letter, over the course of the subsequent twelve days.

On October 20, 2016, Wachtell Lipton and Latham & Watkins discussed the terms of the proposed voting agreement pursuant to which STT Crossing would agree to support the potential combination. During this call,

- 54 -

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**Table of Contents**

Wachtell Lipton and Latham & Watkins discussed whether the rights of STT Crossing under its stockholder rights agreement with Level 3 would be preserved following the completion of the combination. Latham & Watkins expressed the expectation of STT Crossing that its registration rights and its right to representation on the Level 3 Board would be preserved in a new shareholder rights agreement to be entered into between STT Crossing and CenturyLink in connection with the execution of the merger agreement.

On October 21, 2016, the Level 3 Board held a telephonic meeting to further discuss the potential transaction. Members of Level 3 senior management and representatives of Citi and Willkie Farr also attended the meeting. The Level 3 Board and Level 3 senior management discussed the status of the due diligence review, the upcoming meeting with the rating agencies, and CenturyLink's proposed debt financing. Citi presented to the Level 3 Board its preliminary financial analyses of the proposed transaction. Representatives of Citi reviewed in detail for the Level 3 Board Citi's relationships with each of Level 3 and CenturyLink and then reviewed the proposed transaction terms and an assessment of the benefits and considerations of the proposed transaction. During this meeting, the Level 3 Board extensively discussed the qualifications of Citi to act as financial advisor, including Citi's experience in evaluating companies in the telecommunications industry, its reputation as a leading investment bank and the Level 3 Board's assessment of Citi's independence from CenturyLink. The Level 3 Board then authorized Level 3 senior management to formally engage Citi as financial advisor. The Level 3 Board also discussed its desire to engage a second financial advisor to deliver a fairness opinion in connection with Level 3's evaluation of the potential transaction. The Board discussed the possibility of engaging Lazard and authorized Level 3 management to reach out to representatives of Lazard to discuss a potential engagement. Following additional discussions, the Level 3 Board authorized Level 3 senior management and its advisors to continue to discuss the potential transaction with members of CenturyLink management and its advisors.

On October 22, 2016, the CenturyLink Board met to discuss the potential acquisition of Level 3 with CenturyLink's management and legal and financial advisors. Members of CenturyLink's management provided an update on the transaction process, including the strategic rationale and financial attractiveness of the proposed acquisition, potential transaction risks, the status of CenturyLink's due diligence review and the status of negotiations with Level 3 and STT Crossing with respect to the terms of the proposed transaction agreements. Representatives of BofA Merrill Lynch and Morgan Stanley updated the CenturyLink Board with respect to the financial analysis of the potential transaction, including the value of synergies and a preliminary view of the financial impact of the proposed acquisition for CenturyLink and its shareholders. Mr. Ewing provided an update with respect to the proposed acquisition financing, and reviewed the impact of the proposed financing on the combined company. Representatives of Evercore made a detailed presentation to the CenturyLink Board regarding its views of the proposed transaction, as well as the advantages and disadvantages of pursuing other potential strategic transactions. Representatives of BofA Merrill Lynch and Morgan Stanley provided an updated financial analysis of the proposed transaction that reflected data received from Level 3 since CenturyLink's board meeting on October 12, 2016. Following this meeting, Wachtell Lipton provided a draft of a proposed merger agreement to Willkie Farr, reflecting the terms previously discussed between the parties in connection with the preliminary term sheet.

After several weeks of exchanging data directly between the parties, on October 23, 2016, CenturyLink and Level 3 each gave the other access to a virtual data room set up by each company containing additional due diligence information with respect to each company. Also on October 23, 2016, and again on October 25, 2016 and October 27, 2016, Mr. Ewing, Mr. Koecher and other representatives of CenturyLink's management met with Mr. Patel, Mr. McCarthy and other representatives of Level 3's management to discuss the companies' respective business plans and potential risks facing each company, including pending legal matters regarding Level 3 and execution risk around business plans, long-term projections and business due diligence.

On October 24, 2016, the Level 3 Board held a telephonic meeting with members of Level 3 senior management and representatives of Willkie Farr to further discuss the proposed transaction including a review of the terms of the draft merger agreement, the status of the due diligence review and a discussion of the

- 55 -



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**Table of Contents**

qualifications and retention of Lazard to act as a financial advisor of Level 3 and to deliver a fairness opinion. Representatives of Lazard were also present by telephone for portions of this meeting. Representatives of Willkie Farr discussed the terms contained in the draft merger agreement, including the proposed termination fee, the required efforts to obtain regulatory approval and the composition of the continuing company's board of directors. Members of Level 3 senior management discussed the status of their due diligence review. The Level 3 Board then discussed Lazard's experience in evaluating companies in the telecommunications industry, its reputation as a leading investment bank and the Level 3 Board's assessment of Lazard's independence from CenturyLink. Thereafter, the Level 3 Board authorized Level 3 senior management to formally engage Lazard as a financial advisor.

On October 24, 2016, members of CenturyLink's management and members of Level 3's management met to review information technology functional diligence areas and on October 25, 2016, members of the companies' management teams met to review network functional diligence areas. Also on that day, representatives of Wachtell Lipton and Latham & Watkins discussed the voting agreement and terms of a potential shareholder rights agreement for STT Crossing. Latham & Watkins expressed STT Crossing's interest in obtaining a right to nominate a director of the combined company for as long as STT Crossing owned at least five percent of the combined company, as well as certain of the information rights and registration rights that it currently had under its stockholder rights agreement with Level 3.

On October 26, 2016, Willkie Farr provided a revised draft of the proposed merger agreement to Wachtell Lipton. Later on October 26, 2016, the CenturyLink Board met to receive an update on the proposed transaction. Mr. Post and other members of CenturyLink's management provided an update on the transaction process, including possible financial terms, the outcome of CenturyLink's diligence efforts to date, the status of CenturyLink's negotiations with respect to debt financing for the cash portion of the consideration, and the recent diligence meetings with representatives of Level 3's management. Representatives of BofA Merrill Lynch, Morgan Stanley and Evercore reviewed with the CenturyLink Board the contemplated financial terms of the proposed combination. A representative of Wachtell Lipton reviewed various legal issues, including required regulatory approvals and the steps necessary to successfully complete the transaction. At the conclusion of this meeting, the CenturyLink Board authorized Mr. Post to make a formal offer to acquire Level 3 in a cash-and-stock transaction with aggregate consideration valued at \$66.50 per share, assuming a reference price of \$28.00 per CenturyLink share.

On the afternoon of October 27, 2016, the financial media reported speculation regarding a possible transaction between CenturyLink and Level 3, though the speculation did not provide any information regarding transaction structure or price. As a result of these media reports, the trading prices of CenturyLink's common stock and Level 3's common stock on the NYSE increased by \$2.37 to \$30.39, and \$7.23 to \$54.05, respectively, representing approximately a 8.5% and 15.4% increase, respectively, through the close of trading on October 28, 2016. Following these media reports, CenturyLink and Level 3 determined to work towards announcing the potential combination on October 31, 2016, prior to the opening of trading on the NYSE, subject to reaching agreement with respect to the remaining points under discussion between the parties.

On October 27, 2016, Mr. Post provided Mr. Storey with a written offer authorized by the CenturyLink Board. The proposed consideration was valued at \$66.50 per share of Level 3 common stock, consisting of \$26.50 in cash and \$40.00 per share in newly issued CenturyLink common stock, valued at the five-day weighted average price per share of the CenturyLink common stock on the NYSE of \$28.20 as of the close of business on October 26, 2016, which resulted in a proposed exchange ratio of 1.4184. The written offer also confirmed that such proposed combination would not be subject to any financing condition and that CenturyLink expected to have fully committed financing for the proposed combination. In addition, the written offer proposed that CenturyLink would expand the size of the CenturyLink Board to include three directors of Level 3, one of whom would be designated by STT Crossing. Later on October 27, 2016, after further discussions between Mr. Post and Mr. Storey, Mr. Post delivered an updated written

offer to Mr. Storey reflecting an agreed upon exchange ratio of 1.4286 and an expansion of the size of the CenturyLink Board upon the completion of the combination to include four directors of Level 3, one of whom would be designated by STT Crossing.

- 56 -

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**Table of Contents**

On October 27, 2016, Latham & Watkins furnished Wachtell Lipton a draft of a proposed stockholder rights agreement to be entered into between STT Crossing and CenturyLink. Over the next several days, Latham & Watkins and Wachtell Lipton negotiated the terms of the voting agreement and the stockholder rights agreement. During the course of these negotiations, CenturyLink agreed that STT Crossing would have a right to nominate one director to its board for the first three annual meetings of CenturyLink following the completion of the combination, unless and until STT Crossing and its affiliates no longer beneficially own at least 85% of the CenturyLink common stock to be received by them at the completion of the combination, as more fully described under the heading *STT Crossing Voting Agreement and Shareholder Rights Agreement Shareholder Rights Agreement*.

Also on October 27, 2016, Mr. Goff, Mr. Ryan, Wachtell Lipton and Willkie Farr met to negotiate the terms of the proposed merger agreement. In particular, the parties discussed the termination fees provided by the draft merger agreement, the circumstances in which and the extent to which each of CenturyLink and Level 3 would agree to pay the expenses of the other party and the maximum amount of this expense reimbursement, the level of efforts that each party would be required to take in connection with obtaining the required regulatory approvals for completion of the proposed combination, certain provisions related to the assumption of Level 3's outstanding indebtedness and maintenance of CenturyLink's dividend policy. The parties also discussed certain representations, warranties and covenants of each of the parties.

Early on October 28, 2016, Wachtell Lipton provided a revised draft of the proposed merger agreement to Willkie Farr, reflecting the conversations between the parties on the prior day. Wachtell Lipton and Willkie Farr continued to negotiate the remaining terms of the merger agreement throughout October 29 and 30, 2016. The companies' legal advisors also negotiated drafts of the disclosure schedules to the merger agreement.

On October 29, 2016, the Level 3 Board met in person in New York, New York to review the financial analyses prepared respectively by Citi and Lazard, a detailed summary of the merger agreement and other matters related to the proposed transaction. Members of Level 3 senior management and representatives of Willkie Farr were in attendance for the entire meeting, and representatives of each of Citi and Lazard were in attendance for portions of the meeting. The Level 3 Board discussed the current status of the negotiations, including the proposed merger consideration of \$26.50 in cash and 1.4286 shares of CenturyLink common stock per share of Level 3 common stock. Level 3 senior management provided a detailed review of the anticipated synergies from the proposed transaction. Mr. Patel provided an overview of CenturyLink's draft debt commitment letter in connection with its financing for the transaction and the discussions with the rating agencies related to the proposed transaction and the potential effect of the proposed transaction on the ratings of the indebtedness of Level 3. At this meeting, Level 3 senior management reviewed again the strategic rationale and benefits of a transaction with CenturyLink. Representatives of Citi presented Citi's financial analysis of Level 3, CenturyLink and the proposed transaction, based on the proposed merger consideration of \$26.50 in cash and 1.4286 shares of CenturyLink common stock per share of Level 3 common stock, responded to questions of the Level 3 Board and indicated that Citi would be prepared to deliver a fairness opinion with respect to the transaction assuming the merger agreement was finalized on such proposed terms. Representatives of Lazard presented Lazard's financial analysis of Level 3, CenturyLink and the proposed transaction, based on the proposed merger consideration of \$26.50 in cash and 1.4286 shares of CenturyLink common stock per share of Level 3 common stock, responded to questions from the Level 3 Board and indicated that they expected that Lazard would be able to deliver a fairness opinion with respect to the transaction assuming the merger agreement was finalized on such proposed terms. Representatives of Willkie Farr discussed the fiduciary duties applicable to the Level 3 Board, reviewed in detail a summary of the proposed terms and conditions of the merger agreement and responded to questions from the Level 3 Board.

After the Level 3 Board meeting on October 29, 2016, Mr. Post invited Mr. Patel to discuss for the first time Mr. Patel's potential role in the combined company. At the meeting, Mr. Post shared the substance of his conversations

with Mr. Storey regarding Mr. Patel's qualifications to serve as Chief Financial Officer after the closing of the combination. In a subsequent meeting between Mr. Patel and Mr. Post on October 30, Mr. Post

**Table of Contents**

asked Mr. Patel if he would be interested in serving in that role and Mr. Patel indicated that he would. Prior to signing the merger agreement, Mr. Patel did not discuss with senior CenturyLink management his compensation or any other employment arrangements for him that would be in place after the closing of the combination.

The CenturyLink Board met again on October 30, 2016, to consider the negotiated terms of the proposed transaction. Mr. Post and representatives of CenturyLink management updated the CenturyLink Board with respect to the proposed transaction, including an overview of the financial terms of the combination, the expected financial profile of the combined company and expected synergies, and the status of CenturyLink's debt financing. Representatives of Wachtell Lipton reviewed the material terms of the merger agreement with Level 3, the transaction documents with STT Crossing, and the financing commitment being provided by BofA Merrill Lynch and Morgan Stanley. BofA Merrill Lynch and Morgan Stanley reviewed with the CenturyLink Board their joint financial analyses of the merger consideration provided for in the proposed combination, which is summarized below in *Summary of BofA Merrill Lynch and Morgan Stanley Financial Analyses*. Evercore also reviewed its financial analysis of the merger consideration provided for in the proposed combination, which is summarized below in *Summary of Evercore Financial Analysis*. Representatives of each of CenturyLink's financial advisors, BofA Merrill Lynch, Morgan Stanley and Evercore, delivered to the CenturyLink Board an oral opinion of such firm as to the fairness, from a financial point of view, to CenturyLink of the consideration proposed to be paid to Level 3 shareholders. These opinions were confirmed by delivery of written opinions, each dated October 30, 2016, which opinions are attached hereto as Annexes E, F and G, respectively, to the effect that, as of that date and based on and subject to various assumptions and limitations described in their respective opinions, the merger consideration to be paid by CenturyLink was fair, from a financial point of view, to CenturyLink, as more fully described below under the caption *Opinions of CenturyLink's Financial Advisors*. Following discussion, the CenturyLink Board (i) unanimously determined that the proposed merger agreement, the proposed voting agreement, the proposed shareholder rights agreement and the transactions contemplated thereby, including the proposed combination and the issuance of CenturyLink shares in connection with the initial merger, was in the best interests of CenturyLink and its shareholders, (ii) adopted resolutions approving the proposed merger agreement, voting agreement, shareholder rights agreement and financing commitment, and the transactions contemplated thereby, and (iii) recommended, subject to the terms and conditions in the proposed merger agreement, that CenturyLink's shareholders approve the issuance of shares in connection with the initial merger.

Later on October 30, 2016, the Level 3 Board met telephonically, with members of the Level 3 senior management and representatives of Citi, Lazard and Willkie Farr, to consider approval of the proposed transaction. Members of Level 3 senior management and the advisors reported on the proposed resolution of the items that had been discussed the previous day. Representatives of Citi provided an update since their presentation the previous day, responded to further questions from the Level 3 Board, and Citi rendered its oral opinion to the Level 3 Board, confirmed later by delivery of a separate written opinion, which opinion is attached hereto as Annex C, that, as of such date and based upon and subject to the factors, procedures, assumptions, qualifications and limitations and other matters set forth therein, Citi's experience as investment bankers, the work described in Citi's opinion and other factors deemed relevant by Citi, the merger consideration to be received by the holders of Level 3 common stock, consisting of the right to receive, for each share of Level 3 common stock, \$26.50 in cash and 1.4286 shares of CenturyLink common stock (other than with respect to shares of Level 3 common stock held by holders of Level 3 common stock that have properly perfected their rights of appraisal within the meaning of Section 262), in the initial merger was fair, from a financial point of view, to the holders of Level 3 common stock, as more fully described below under the caption *Opinions of Level 3's Financial Advisors Opinion of Citigroup Global Markets Inc.* Representatives of Lazard provided an update since their presentation the previous day responded to further questions from the Level 3 Board, and Lazard rendered its oral opinion, subsequently confirmed in writing by delivery of a written opinion, dated October 30, 2016, to the Level 3 Board, that, as of such date, and based upon and subject to the assumptions, procedures, factors, qualifications and limitations set forth therein, the per share merger consideration of \$26.50 in

cash and 1,4286 shares of CenturyLink common stock to be paid to Level 3 stockholders, other than holders of Level 3 common stock that have properly perfected their rights of appraisal within the meaning of Section 262 of

**Table of Contents**

the Delaware law, was fair, from a financial point of view, to the holders of Level 3 common stock, as more fully described below under the caption *Opinions of Level 3's Financial Advisors Opinion of Lazard Frères & Co. LLC*. Representatives of Willkie Farr reviewed again the fiduciary duties applicable to the Level 3 Board and reviewed any of the terms of the merger agreement that had changed since the meeting on October 29, 2016. After further discussion, including as to matters discussed in the section entitled *Level 3's Reasons for the Combination; Recommendation of the Level 3 Board*, the Level 3 Board unanimously determined that the merger agreement and the transactions contemplated thereby, including the combination, are fair to, advisable and in the best interests of Level 3 and its stockholders, approved the execution of the merger agreement and the voting agreement and resolved to recommend that the Level 3 stockholders approve the adoption of the merger agreement.

Following the conclusion of the Level 3 board meeting, Level 3, CenturyLink and their respective counsel finalized the transaction documentation. On October 31, 2016, Level 3 and Wells Fargo entered into the rights agreement amendment; CenturyLink executed the debt commitment letter with BofA Merrill Lynch and Morgan Stanley; CenturyLink and Level 3 executed the merger agreement; Level 3, STT Crossing and CenturyLink executed the voting agreement; and CenturyLink and STT Crossing executed the shareholder rights agreement.

Prior to the opening of the U.S. financial markets on October 31, 2016, CenturyLink and Level 3 issued a joint press release announcing the execution of the merger agreement and the related agreements and shortly thereafter the parties held a call with investors to announce the combination.

During October 2016, Mr. Storey and Mr. Post discussed what roles, if any, the senior management of Level 3 would have in the combined company, including with respect to Messrs. Storey and Patel. During those discussions, Mr. Storey indicated his belief that Mr. Patel possessed the qualifications and experience to be considered as a candidate for the chief financial officer of the combined company. While Messrs. Post and Storey did not make any decisions at that time, they agreed to continue discussing Mr. Patel's role and to defer any further discussion regarding Mr. Storey's role until after the execution of the merger agreement. On or about December 15, 2016, Messrs. Post and Storey agreed that Mr. Storey would be one of the Level 3 director designees to the CenturyLink Board.

**CenturyLink's Reasons for the Combination; Recommendation of the Stock Issuance by the CenturyLink Board**

In evaluating the merger agreement and the proposal to issue shares of CenturyLink common stock in connection with the combination, the CenturyLink Board consulted with CenturyLink's management and legal and financial advisors. In connection therewith, the CenturyLink Board considered a number of factors, including the following factors which the CenturyLink Board viewed as generally supporting its decision to approve and enter into the proposed merger agreement and recommend that CenturyLink shareholders vote FOR approval of the CenturyLink stock issuance proposal.

*Strategic Considerations.* The CenturyLink Board believes the combination will provide a number of significant strategic benefits to the combined company, including the following:

the expansion of CenturyLink's network by 200,000 route miles of fiber, including 64,000 route miles in 350 metropolitan areas and 33,000 subsea route miles connecting multiple continents, the substantial latent capacity that is available in Level 3's networks, and the creation of a combined company with approximately 75,000 on-net buildings, including 10,000 buildings and the related complementary cost efficiencies resulting from the increased capacity and extended reach of the high-band fiber network of the combined

company;

the combined company having approximately \$19 billion in pro forma business revenue and \$13 billion in business strategic revenue (in each case based on the trailing twelve months ended June 30,

- 59 -



**Table of Contents**

2016), with over 75% of the revenue of the combined company expected to be derived from business customers together with a corresponding reduction in CenturyLink's exposure to its regulated legacy consumer business;

the expectation that the combined company will offer a broader range of services and solutions to meet customers' demand for more bandwidth and new applications in an increasingly complex operating environment better than either CenturyLink or Level 3 could achieve on a stand-alone basis;

the expectation that the combined company will have an increased opportunity to invest in broadband infrastructure and to enhance broadband transmission speed for small businesses and consumers;

the expectation that the transaction will be accretive to CenturyLink's free cash flow in the first full year following its completion and significantly accretive on an annual run-rate basis thereafter, and that the transaction will provide additional upside growth opportunities, including the ability to deploy CenturyLink's and Level 3's product portfolio across the combined customer base and expand further internationally building upon Level 3's existing international footprint; and

the proven ability of both CenturyLink and Level 3 to integrate and meet or exceed synergy targets and the expectation that the increased scale of the combined company will ultimately generate approximately \$975 million of annual run-rate cash synergies, primarily from the elimination of duplicative functions, systems consolidation, and increased operational and capital efficiencies.

*Other Factors Considered by the CenturyLink Board.* In addition to considering the strategic factors described above, the CenturyLink Board considered the following additional factors, all of which it viewed as supporting its decision to approve the proposed combination:

its knowledge of CenturyLink's business, operations, financial condition, earnings and prospects on a standalone basis and of Level 3's business, operations, financial condition, earnings and prospects, taking into account the results of CenturyLink's due diligence review of Level 3;

the current and prospective competitive climate in the industry in which CenturyLink and Level 3 operate, including the potential for further consolidation and competition, and the alternatives reasonably available to CenturyLink if it did not pursue the proposed combination and the opportunities that may be available following the proposed combination;

the significant improvement to CenturyLink's dividend payout ratio that is expected to result from the combination, which strengthens CenturyLink's ability to continue to maintain its current dividend policy;

the fact that the combined company is expected to benefit from Level 3's approximately \$9.7 billion of NOLs (as of December 31, 2015), which are expected to substantially reduce the combined company's net cash tax

expense over the next several years, positioning it to generate substantial free cash flow;

the opinions of BofA Merrill Lynch, Morgan Stanley and Evercore, each dated October 30, 2016, to the CenturyLink Board, which opinions are attached hereto as Annexes E, F and G, respectively, to the effect that, as of that date and based on and subject to various assumptions and limitations described in their respective opinions, the merger consideration to be paid by CenturyLink was fair, from a financial point of view, to CenturyLink, as more fully described below under the caption *Opinions of CenturyLink's Financial Advisors* ;

Evercore would not be involved in CenturyLink's acquisition financing;

the terms and conditions of the merger agreement and the voting agreement and the likelihood of completing the proposed combination on the anticipated schedule;

the provisions of the merger agreement permitting CenturyLink to terminate the merger agreement to accept a superior proposal, subject to compliance with certain procedures and payment of a termination fee;

**Table of Contents**

the fact that, in the event of a termination of the merger agreement due to a change in the Level 3 Board recommendation or Level 3 accepting a superior proposal, Level 3 will pay CenturyLink a termination fee of \$737.5 million, as described under *The Merger Agreement Termination Fees and Expenses; Liability for Breach*.

the fact that the exchange ratio is fixed and will not fluctuate based upon changes in the market price of the CenturyLink common stock between the date of the merger agreement and the date of the consummation of the proposed combination, providing greater certainty to CenturyLink regarding the anticipated financial benefits of the combination; and

the expectation that the combined company will have improved adjusted EBITDA margins and revenue growth, with pro forma net leverage of less than 3.7x following the completion of the combination, including run-rate synergies.

The CenturyLink Board weighed the advantages and opportunities listed above against a number of other factors identified in its deliberations as weighing negatively against the proposed combination, including:

the challenges inherent in the combination of two businesses of the size and scope of CenturyLink and Level 3 and the cultures of each business, including the risks that integration costs may be greater than anticipated, that it may be difficult to retain key employees and that management's attention might be diverted for an extended period of time, particularly in light of other on-going transactions, including CenturyLink's previously announced plan to divest of its data centers and colocation business;

the substantial cost of integrating the two companies, which CenturyLink projects will be approximately \$690 million (excluding transaction expenses) over the first few years after the closing;

the risk of not achieving all of the anticipated cost savings and the risk that strategic benefits and other anticipated benefits might not be realized or may take longer than expected to achieve, including the risk that a greater than anticipated number of customers of the combined company might elect to terminate or reduce their level of services with the combined company;

the amount of the consideration to be paid by CenturyLink in the proposed combination, which, based on the closing price of CenturyLink common stock on the NYSE on October 26, 2016 represented aggregate value of approximately \$66.86 per share of Level 3 common stock, or a premium of 42.5% to the closing price of Level 3 common stock October 26, 2016, the last trading day before media reports of the possibility of a transaction;

the risk that regulatory agencies may not approve the proposed combination or may impose terms and conditions on their approvals that adversely affect the financial results of the combined company (as described in *Risk Factors Risk Factors Relating to the Combination* );

the increased leverage and commitments of the combined company, its pledge of certain collateral and its increased exposure to changes in interest rates, which, while believed to be appropriate for a company with the expected earnings profile of the combined company, could reduce CenturyLink's credit ratings, limit its access to credit markets or make such access more expensive, and reduce its operational and strategic flexibility;

the risk that the restrictive covenants contained in CenturyLink's acquisition financing and Level 3's existing indebtedness, which will remain in place following the consummation of the combination, may restrict the operational flexibility of the combined company in several respects, including its ability to (i) distribute cash from Level 3 to other entities within the combined company, (ii) enter into other transactions among wholly owned subsidiaries of the combined company, or (iii) engage in additional strategic transactions or incur additional debt;

the risk that changes in the regulatory, competitive or technological landscape may adversely affect the business benefits anticipated to result from the proposed combination; and

## **Table of Contents**

the risks of the type and nature described under *Risk Factors*, and the matters described under *Cautionary Statement Regarding Forward-Looking Statements*.

In view of the wide variety of factors considered in connection with its evaluation of the proposed combination and the complexity of these matters, the CenturyLink Board did not find it useful and did not attempt to quantify or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the proposed combination and the merger agreement and to make its recommendation to CenturyLink shareholders. In addition, individual members of the CenturyLink Board may have given differing weights to different factors. In reaching its determination to approve the proposed combination and the merger agreement, the CenturyLink Board conducted an overall review of the factors described above, including thorough discussions with CenturyLink's management and outside legal and financial advisors.

In considering the recommendation of the CenturyLink Board, you should be aware that certain members of the CenturyLink Board and certain executive officers of CenturyLink may be deemed to have financial interests in the combination that are in addition to, or different from, the interests of CenturyLink shareholders generally. The CenturyLink Board was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the combination, in approving the merger agreement, and in recommending that the shareholders approve the issuance of CenturyLink common stock to the Level 3 stockholders in connection with the combination.

The CenturyLink Board unanimously determined that the proposed combination, the merger agreement and the transactions contemplated by the merger agreement, including the issuance of CenturyLink common stock to Level 3 stockholders in connection with the combination, are in the best interests of CenturyLink and its shareholders and unanimously approved the merger agreement and the transactions contemplated by the merger agreement.

**The CenturyLink Board unanimously recommends that CenturyLink shareholders vote FOR the CenturyLink stock issuance proposal and FOR the CenturyLink adjournment proposal.**

### **Level 3's Reasons for the Combination; Recommendation of the Combination by the Level 3 Board**

At a meeting held on October 30, 2016, the Level 3 Board, by a unanimous vote, determined that the combination is in the best interests of Level 3 and its stockholders, resolved that the merger agreement be submitted for consideration by the stockholders of Level 3 at a special meeting of stockholders and recommended that Level 3's stockholders vote to approve and adopt the merger agreement. In making its recommendation, the Level 3 Board consulted with its legal and financial advisors and its senior management team at various times, and considered a number of factors, including the following principal factors that the Level 3 Board believes support such determinations, approvals, resolutions and recommendations:

the expectation that the combination will combine CenturyLink's larger enterprise customer base with the benefits of Level 3's global footprint resulting in improved network capabilities and solidifying the position of the combined company as a world-class enterprise player with a combined presence in more than 60 countries;

the expectation that the combined company will provide substantial benefits and a broader range of services and solutions to meet the demands of both companies' customers for more bandwidth and new applications in an increasingly complex operating environment;

the fact that the implied value of the merger consideration of \$66.86, based on a per share price of CenturyLink common stock of \$28.25 (the closing price on the last trading day before media reports of the possibility of a transaction appeared), represented: (i) a premium of approximately 42.5% to the undisturbed \$46.92 price per Level 3 common stock as of the close of trading on October 26, 2016 (the

- 62 -

**Table of Contents**

last trading day before media reports of the possibility of a transaction appeared); (ii) a premium of 44.1% to the one-month average closing price per share of Level 3 common stock of \$46.38; and (iii) a premium of 39.2% to the three-month average closing price per share of Level 3 common stock of \$48.03;

CenturyLink management's estimate, which was consistent with Level 3 management's view, that the combination (i) is expected to create approximately \$975 million of annual run-rate cash synergies, and (ii) is expected to be accretive to free cash flow the first full year following closing of the combination, primarily from the elimination of duplicative functions, systems consolidation and increased operational and capital efficiencies;

the combined company is expected to benefit from Level 3's approximately \$9.7 billion of NOLs (as of December 31, 2015), which will substantially reduce the combined company's net cash expense over the next several years, positioning it to generate substantial free cash flow;

the certainty of value and liquidity to Level 3's stockholders from the fact that approximately 40% of the consideration is in cash;

the expectation that CenturyLink will maintain its annual cash dividend to holders of CenturyLink common stock;

the fact that, because Level 3 stockholders will own approximately 49% of the outstanding shares of CenturyLink common stock immediately following completion of the combination, and that such Level 3 stockholders would have the opportunity to participate in the future performance of the combined company and the potential for further appreciation in value of CenturyLink common stock following the completion of the combination due to synergies or otherwise;

the belief, based on the analyses presented to and discussed by the Level 3 Board, that the CenturyLink common stock was reasonably valued at current trading prices;

the fact that, based on the fixed exchange ratio of 1.4286 shares of CenturyLink common stock for each Level 3 common share, the Level 3 stockholders would benefit from any increase in the trading price of CenturyLink common shares prior to completion of the combination;

the oral opinion, subsequently confirmed in writing, of Citi delivered to the Level 3 Board that, as of October 31, 2016, and based upon and subject to the factors, procedures, assumptions, qualifications and limitations contained therein, Citi's experience as investment bankers, the work described in Citi's opinion and other factors deemed relevant by Citi, the merger consideration to be received by the holders of Level 3 common stock (other than with respect to excluded shares) in the initial merger, was fair, from a financial point of view, to the holders of Level 3 common stock, as well as the related financial analyses presented by Citi to the Level 3 Board, as more fully described below in *Opinions of Level 3's Financial*

*Advisors Opinion of Citigroup Global Markets, Inc. ;*

the oral opinion, subsequently confirmed by a written opinion dated October 30, 2016, of Lazard delivered to the Level 3 Board that, as of October 30, 2016, and based upon and subject to the assumptions, procedures, factors, qualifications and limitations and other matters set forth in its written opinion, the per share merger consideration of \$26.50 in cash and 1.4286 shares of CenturyLink common stock to be paid to Level 3 stockholders, other than holders of Level 3 common stock that have perfected their rights of appraisal within the meaning of Section 262 of the Delaware law, was fair, from a financial point of view, to the holders of the outstanding shares of Level 3 common stock, as well as the related financial analyses presented by Lazard to the Level 3 Board, as more fully described below in *Opinions of Level 3 s Financial Advisors Opinion of Lazard Frères & Co. LLC ;*

the potential strategic alternatives available to Level 3, including the possibility of remaining a stand-alone company in a consolidating industry, and the projected financial results of Level 3 as a stand-alone company;



**Table of Contents**

the fact that the combination is expected to be treated as a reorganization within the meaning of Section 368(a) of the Code; and

the ability of Level 3 to implement employee retention and benefit arrangements to address employee retention pending completion of the combination.

The Level 3 Board also considered the likelihood that the combination would be completed, based on, among other things:

the conditions in the merger agreement to the obligations to close the combination, as well as Level 3's ability to seek specific performance to prevent breaches or threatened breaches of the merger agreement, including the ability to cause the combination to be consummated if all of the conditions to CenturyLink's obligations to effect the combination have been satisfied or waived, as described under *The Merger Agreement Specific Performance* beginning on page 145;

the absence of a financing condition in the merger agreement and the fact that CenturyLink had obtained committed debt financing for the transaction and the reputation of the financing sources;

the likelihood of obtaining regulatory approvals that are required to close the combination;

the fact that CenturyLink had agreed to use its reasonable best efforts to resolve objections, if any, as may be asserted with respect to the combination under any applicable laws or regulations;

the fact that STT Crossing, a stockholder of Level 3, had entered into the voting agreement, pursuant to which STT Crossing has agreed to vote, subject to certain exceptions, the Level 3 common stock held by it in favor of the adoption of the merger agreement;

the fact that, in the event of a termination of the merger agreement due to a change in the CenturyLink Board recommendation or CenturyLink accepting a superior proposal, CenturyLink will pay Level 3 a termination fee of \$471.5 million, as described under *The Merger Agreement Termination Fees and Expenses; Liability for Breach*.

The Level 3 Board believed, after reviewing the merger agreement with its legal advisors, that the merger agreement offered reasonable assurances as to the likelihood of consummation of the combination, did not impose unreasonable burdens on Level 3 and would not preclude a superior proposal. In this regard, the Level 3 Board particularly considered the following:

the ability of the Level 3 Board, in certain circumstances, to change its recommendation to Level 3 stockholders in favor of the combination in the event of (i) a superior proposal, where the Level 3 Board may take into account a number of factors in determining whether such offer is superior, or (ii) certain

intervening events not known or reasonably foreseeable to the Level 3 Board at or prior to the time the merger agreement was entered into;

the judgment of the Level 3 Board, that the termination fee of \$737.5 million, as described under *The Merger Agreement Termination Fees and Expenses; Liability for Breach*, payable by Level 3 to CenturyLink in the event of a termination of the merger agreement due to a change in the Level 3 Board recommendation or Level 3 accepting a superior proposal, would not preclude another party from submitting a proposal to acquire Level 3;

the ability of the Level 3 Board in certain circumstances to provide material nonpublic information to, and engage in negotiations with, a third party that makes an unsolicited acquisition proposal that would reasonably be expected to lead to a superior proposal; and

the rights of dissenting stockholders, if any, to demand to be paid the fair value of their shares of Level 3 common stock under Section 262 of the Delaware law (which we refer to as Section 262).

**Table of Contents**

The Level 3 Board also weighed the factors described above against a number of risks and other factors identified in its deliberations as weighing negatively against the combination, in particular:

the fact that, because a substantial part of the merger consideration is payable in shares of CenturyLink common stock in accordance with a fixed exchange ratio, Level 3 stockholders will be adversely affected by any decrease in the trading price of CenturyLink common stock prior to completion of the combination, and may receive less value for their shares of CenturyLink common stock upon completion of the combination than calculated based on the price of the CenturyLink common stock at the time the Level 3 Board approved the merger agreement, taking into account, however, that a portion of the merger consideration is payable in cash and will not be affected by a decrease in the stock price of shares of CenturyLink common stock;

the risk that the trading price of CenturyLink common stock could be adversely impacted in the event of decreases in CenturyLink's revenue, EBITDA, profit margins or free cash flow or other factors before or after the closing of the combination;

the risk that governmental entities may not approve the combination, or may impose conditions on Level 3 or CenturyLink in order to gain approval for the combination that may adversely impact the ability of the combined business to realize the synergies that are projected to occur in connection with the combination;

risks associated with CenturyLink's and Level 3's substantial indebtedness and the anticipated need to refinance such indebtedness as it comes due;

the risk that certain key members of senior management might choose not to remain employed with the combined business after the combination, notwithstanding the potential retention plans described below;

the challenges generally inherent in combining the businesses, operations and workforces of two communications companies, including the interaction of product and service lines, sales teams, service delivery processes, cash management processes, operating and business support systems and other critical business functions;

the fact that forecasts of future results of operations and synergies are necessarily estimates based on assumptions, and that for these and other reasons there is a risk of not realizing anticipated performance or capturing anticipated operational synergies and cost savings between Level 3 and CenturyLink and the risk that other anticipated benefits, including the utilization of the Level 3 NOLs, might not be fully realized;

the potential negative effect that the pendency of the combination, or a failure to complete the combination, could have on Level 3's business and relationships with its employees, customers and suppliers;

the restrictions on the conduct of Level 3's business prior to the completion of the combination, which may delay or prevent Level 3 from undertaking business opportunities that may arise outside the ordinary course of business or certain other actions it might otherwise take with respect to its operations pending completion of the combination, including financing activities;

that, under the terms of the merger agreement, Level 3 cannot solicit other acquisition proposals;

the possible impact on other potential acquirors of the termination fee of \$737.5 million that would be payable by Level 3 if it terminates the merger agreement to accept a superior proposal; and

other risks of the type and nature described under *Risk Factors* and the matters described under *Cautionary Statement Regarding Forward -Looking Statements*.

In considering the recommendation of the Level 3 Board with respect to the proposal to adopt the merger agreement, you should be aware that Level 3 directors and executive officers may have interests in the merger

## **Table of Contents**

that are different from, or in addition to, yours. The Level 3 Board was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the combination, and in recommending that the merger agreement be adopted by the stockholders of Level 3. See the section entitled *Financial Interests of Level 3 Directors and Executive Officers in the Combination*.

The foregoing discussion of the information and factors considered by the Level 3 Board in reaching its conclusions and recommendations is not intended to be exhaustive, but includes the material factors considered by the directors. In view of the wide variety of factors considered in connection with its evaluation of the combination and the complexity of these matters, the Level 3 Board did not find it practicable, and did not attempt, to quantify, rank or assign any relative or specific weights to the various factors considered in reaching its determination and making its recommendation. In addition, individual directors may have given different weights to different factors. The Level 3 Board considered all of the foregoing factors as a whole and based its recommendation on the totality of the information presented.

**The Level 3 Board recommends that you vote FOR the merger proposal, FOR the compensation proposal and FOR the Level 3 adjournment proposal.**

## **Opinions of CenturyLink's Financial Advisors**

### ***Opinion of BofA Merrill Lynch***

CenturyLink has retained BofA Merrill Lynch to act as CenturyLink's financial advisor in connection with the combination. BofA Merrill Lynch is an internationally recognized investment banking firm which is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes. CenturyLink selected BofA Merrill Lynch to act as CenturyLink's financial advisor in connection with the combination on the basis of BofA Merrill Lynch's experience in transactions similar to the combination, its reputation in the investment community and its familiarity with CenturyLink and its business.

On October 30, 2016, at a meeting of CenturyLink's board of directors held to evaluate the combination, BofA Merrill Lynch delivered to CenturyLink's board of directors an oral opinion, which was confirmed by delivery of a written opinion dated October 30, 2016, to the effect that, as of the date of the opinion and based on and subject to various assumptions and limitations described in its opinion, the merger consideration to be paid by CenturyLink was fair, from a financial point of view, to CenturyLink.

The full text of BofA Merrill Lynch's written opinion to CenturyLink's board of directors, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex E to this document. The following summary of BofA Merrill Lynch's opinion is qualified in its entirety by reference to the full text of the opinion, which is incorporated herein by reference. BofA Merrill Lynch delivered its opinion to CenturyLink's board of directors for the benefit and use of CenturyLink's board of directors (in its capacity as such) in connection with and for purposes of its evaluation of the merger consideration from a financial point of view. BofA Merrill Lynch's opinion does not address any other aspect of the combination and no opinion or view was expressed as to the relative merits of the combination in comparison to other strategies or transactions that might be available to CenturyLink or in which CenturyLink might engage or as to the underlying business decision of CenturyLink to proceed with or effect the combination. BofA Merrill Lynch's opinion does not address any other aspect of the combination and does not constitute a recommendation to any stockholder as to how to vote or act in connection with the proposed combination or any related matter.

In connection with rendering its opinion, BofA Merrill Lynch:

reviewed certain publicly available business and financial information relating to Level 3 and CenturyLink;

- 66 -

**Table of Contents**

reviewed certain financial and operating information with respect to the business, operations and prospects of Level 3 furnished to or discussed with BofA Merrill Lynch by the management of Level 3, including certain financial forecasts relating to Level 3 prepared by the management of Level 3, described below under *Certain Forecasts Prepared by Level 3* , which we refer to as the Level 3 forecasts;

reviewed and discussed with the management of CenturyLink and Level 3 certain estimates of the net operating losses of Level 3 (the NOLs ) prepared by the management of Level 3 to be utilized after giving effect to the combination in accordance with pro forma utilization estimates prepared by or at the direction of and approved by CenturyLink management;

reviewed certain internal financial and operating information with respect to the business, operations and prospects of CenturyLink furnished to or discussed with BofA Merrill Lynch by the management of CenturyLink, including certain financial forecasts relating to CenturyLink prepared by the management of CenturyLink, as described below under *Certain Forecasts Prepared by CenturyLink* , which we refer to as the CenturyLink forecasts;

reviewed certain estimates as to the amount and timing of cost savings and operational synergies and the costs of achieving such synergies (collectively, the Synergies ) anticipated by the management of CenturyLink to result from the combination;

discussed the past and current business, operations, financial condition and prospects of Level 3 with members of senior managements of Level 3 and CenturyLink, and discussed the past and current business, operations, financial condition and prospects of CenturyLink with members of senior management of CenturyLink;

reviewed the potential pro forma financial impact of the combination on the future financial performance of CenturyLink, including the potential effect on CenturyLink's estimated free cash flow per share;

reviewed the trading histories for Level 3 common stock and CenturyLink common stock and a comparison of such trading histories with the trading histories of other companies BofA Merrill Lynch deemed relevant;

compared certain financial and stock market information of Level 3 and CenturyLink with similar information of other companies BofA Merrill Lynch deemed relevant;

compared certain financial terms of the combination to financial terms, to the extent publicly available, of other transactions BofA Merrill Lynch deemed relevant;