

CENTURYLINK, INC
Form S-4
December 15, 2016
Table of Contents

As filed with the Securities and Exchange Commission on December 15, 2016

Registration No. 333-

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

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

CENTURYLINK, INC.
(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction of
incorporation)

4813
(Primary Standard Industrial
Classification Code Number)

72-0651161
(I.R.S. Employer
Identification Number)

100 CenturyLink Drive

Monroe, LA 71203

(318) 388-9000

(Address, including zip code and telephone number, including area code of registrants principal executive offices)

Stacey W. Goff, Esq.

CenturyLink, Inc.

100 CenturyLink Drive

Monroe, LA 71203

(318) 388-9000

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

Copies to:

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Eric S. Robinson, Esq.

David K. Boston, Esq.

Level 3 Communications, Inc.

DongJu Song, Esq.

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Wachtell, Lipton, Rosen & Katz

Willkie Farr & Gallagher LLP

Broomfield, CO 80021

51 West 52nd Street

787 Seventh Avenue

(720) 888-1000

New York, NY 10019

New York, NY 10019

(212) 403-1000

(212) 728-8000

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the transaction described in the enclosed document.

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

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

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

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

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

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

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered ⁽¹⁾	Proposed	Proposed	Amount of registration fee ⁽³⁾
		maximum offering price per share	maximum offering price ⁽²⁾	
Common stock, par value \$1.00 per share	540,590,772	N/A	\$11,297,032,643	\$1,309,326.08

(1) The number of shares of common stock, par value \$1.00 per share, of the registrant (CenturyLink common stock) being registered is based upon the sum of (a) the product obtained by multiplying (i) 359,973,009 shares of common stock, par value \$0.01 per share, of Level 3 Communications, Inc. (Level 3 common stock) estimated to be outstanding immediately prior to the initial merger by (ii) an exchange ratio of 1.4286, the exchange ratio provided for in the merger agreement (as defined in the joint proxy statement/prospectus that forms a part of this registration statement) plus (b) 26,309,365 shares of CenturyLink common stock, the maximum number of shares of CenturyLink common stock estimated to be issuable in respect of restricted stock units denominated in shares of Level 3 common stock estimated to be outstanding immediately prior to the initial merger.

- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act of 1933, as amended (the Securities Act) and calculated pursuant to Rules 457(c) and 457(f) under the Securities Act. The proposed maximum aggregate offering price of the CenturyLink common stock was calculated based upon the market value of shares of Level 3 common stock (the securities to be canceled in the initial merger) in accordance with Rule 457(c) and is equal to (a) the product of (i) \$56.29, the average of the high and low prices per share of Level 3 common stock on the New York Stock Exchange on December 12, 2016, *multiplied by* (ii) 370,200,976, the maximum number of shares of Level 3 common stock estimated to be exchanged in the initial merger, *minus* (b) the aggregate amount of cash consideration to be paid by CenturyLink in the initial merger.
- (3) Calculated pursuant to Section 6(b) of the Securities Act and Securities and Exchange Commission Fee Rate Advisory #1 for Fiscal Year 2017 at a rate equal to \$115.90 per \$1,000,000 of the proposed maximum aggregate offering price.

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

Table of Contents

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the U.S. Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED DECEMBER 15, 2016

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 \$[] on [], 2017, the latest practicable date before the date of this document, the merger consideration represented approximately \$[] 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 [], 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,

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

Sincerely,

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 [], 2017 and is first being mailed to the shareholders of CenturyLink and stockholders of Level 3 on or about [], 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 [], 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 [], 2017, at [], 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 [], 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

[], 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 [], 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 [], 2017, at [], 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 _____, 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 adjournments

Table of Contents

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

, 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:

CenturyLink, Inc.	Level 3 Communications, Inc.
100 CenturyLink Drive	1025 Eldorado Boulevard
Monroe, LA 71203	Broomfield, CO 80021
(318) 388-9000	(720) 888-2518
Attn: Investor Relations	Attn: Investor Relations
or	or
[]	[]
[]	[]
[] for shareholder inquiries	[] for shareholder inquiries
[] for banks and brokers	[] for banks and brokers

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. Level 3's website is www.Level3.com. Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

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

For more information, see "Where You Can Find More Information" beginning on page 182.

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-), 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. 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 []. 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.

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.

Table of Contents

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

	Page
<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>	46

Table of Contents

	Page
<u>THE COMBINATION AND THE STOCK ISSUANCE</u>	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>	61
<u>Opinions of CenturyLink's Financial Advisors</u>	65
<u>Opinions of Level 3's Financial Advisors</u>	87
<u>Financial Interests of CenturyLink Directors and Executive Officers in the Combination</u>	105
<u>Financial Interests of Level 3 Directors and Executive Officers in the Combination</u>	105
<u>Certain Forecasts Prepared by CenturyLink</u>	111
<u>Certain Forecasts Prepared by Level 3</u>	113
<u>Regulatory Approvals</u>	115
<u>Exchange of Shares in the Mergers</u>	116
<u>Treatment of Level 3 Equity Awards</u>	117
<u>Dividend Policy</u>	117
<u>Listing of CenturyLink Common Stock</u>	118
<u>Financing Related to the Combination</u>	118
<u>Delisting and Deregistration of Level 3 Shares</u>	119
<u>Appraisal Rights</u>	119
<u>THE MERGER AGREEMENT</u>	120
<u>Terms of the Combination; Merger Consideration</u>	120
<u>Completion of the Combination</u>	121
<u>Representations and Warranties</u>	121
<u>Conduct of Business</u>	124
<u>No Solicitation of Alternative Proposals</u>	127
<u>Changes in Board Recommendations</u>	128
<u>Efforts to Obtain Required Shareholder Votes</u>	129
<u>Efforts to Complete the Combination</u>	129
<u>Governance Matters After the Combination</u>	130
<u>Level 3 Employee Benefits Matters</u>	131
<u>Indemnification and Insurance</u>	132
<u>Treatment of Level 3 Equity Awards</u>	133
<u>Other Covenants and Agreements</u>	133
<u>Conditions to Completion of the Combination</u>	136
<u>Termination of the Merger Agreement</u>	138
<u>Termination Fees and Expenses; Liability for Breach</u>	139
<u>Amendments, Extensions and Waivers</u>	141
<u>Specific Performance</u>	141
<u>STT CROSSING VOTING AGREEMENT AND SHAREHOLDER RIGHTS AGREEMENT</u>	142
<u>ADVISORY VOTE ON COMBINATION-RELATED COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF LEVEL 3</u>	144
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u>	145
<u>ACCOUNTING TREATMENT</u>	148
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	149
<u>COMPARATIVE STOCK PRICE DATA AND DIVIDENDS</u>	164
<u>Market Prices and Dividend Data</u>	164

<u>DIRECTORS AND OFFICERS OF CENTURYLINK FOLLOWING THE COMBINATION</u>	166
<u>COMPARISON OF RIGHTS OF LEVEL 3 STOCKHOLDERS AND CENTURYLINK SHAREHOLDERS</u>	167

Table of Contents

	Page
<u>APPRAISAL RIGHTS</u>	176
<u>LEGAL MATTERS</u>	180
<u>EXPERTS</u>	180
<u>CenturyLink</u>	180
<u>Level 3</u>	180
<u>FUTURE SHAREHOLDER PROPOSALS</u>	180
<u>CenturyLink</u>	180
<u>Level 3</u>	180
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	182
<u>OTHER MATTERS</u>	184
<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 [], 2017, at [], local time. The Level 3 special meeting will be held at 1025 Eldorado Boulevard, Broomfield, Colorado 80021, on [], 2017, at [], 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 \$[] on [], 2017, the latest practicable date before the date of this joint proxy statement/prospectus, the merger consideration represented approximately \$[] 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 []% 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. 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

- vi -

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 [], 2017, there were [] outstanding shares of CenturyLink common stock and [] 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 [], 2017, there were [] 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,

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 145 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 -

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 176. 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:

[]

if you are a Level 3 stockholder:

[]

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 182. 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 182.

Level 3 (See page 38)

Level 3 Communications, Inc.

1025 Eldorado Boulevard

Broomfield, Colorado 80021

(720) 888-1000

- 1 -

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 182.

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.

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 120.

Effect of the Mergers (See page 120)

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 133)

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 \$[] on [], 2017, the latest practicable date before the date of this document, the merger consideration represented approximately \$[] of aggregate value for each share of Level 3 common stock. See *Comparative Stock Price Data and Dividends* on page 164.

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 145)

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 145 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.**

Recommendations 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.**

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 61. **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 65)

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 68)

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 77)

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 87)***

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

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 87.

Opinion of Lazard (See page 95)

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 95.

CenturyLink's Executive Officers and Directors Have Financial Interests in the Combination That Differ from the Interests of CenturyLink Shareholders (See page 105)

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 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 participate.

Table of Contents

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 105)

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 130)

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 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.

CenturyLink expects Jeff K. Storey, Level 3's president and chief executive officer, Steven T. Clontz, senior executive vice president of Singapore Technologies Telemedia Pte. Ltd., [] and [] to join the CenturyLink Board upon completion of the combination, with Mr. Clontz serving as the designee of STT Crossing.

Table of Contents

Regulatory Approvals Required for the Combination (See page 115)

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 136)

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 138)

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;

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.

Table of Contents

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.

Expenses and Termination Fees (See page 139)

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 139 for a complete discussion of the circumstances under which termination fees will be required to be paid.

Accounting Treatment (See page 148)

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 148.

Appraisal Rights (See page 176)

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

Table of Contents

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 [], local time, on [], 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 [], 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 [] shares of common stock and [] 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 [], local time, on [], 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.

You may vote at the Level 3 special meeting if you owned shares of Level 3 common stock at the close of business on [], 2017, the record date. As of the close of business on the record date, there were [] 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

Table of Contents

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 [] shares of Level 3 s common stock, representing []% of the outstanding Level 3 common stock (including [] shares of Level 3 common stock held by STT Crossing and its affiliates, representing []% 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.

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>	Nine Months Ended		Year Ended December 31,				
	September 30, 2016	2015	2015	2014	2013	2012	2011
Selected Statement of Operations Data							
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
Earnings (loss) per common share							
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>	September 30,		December 31,				
	2016	2015	2015	2014	2013	2012	2011
Selected Balance Sheet Data							
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 ⁽¹⁾	50,471 ⁽¹⁾	52,901 ⁽¹⁾	54,842 ⁽¹⁾
Long-term debt, including							
current portion	\$ 19,718	20,414	20,225	20,503 ⁽¹⁾	20,809 ⁽¹⁾	20,481 ⁽¹⁾	21,758 ⁽¹⁾
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>	Nine Months Ended		Year Ended December 31,				
	September 30, 2016	2015	2015	2014	2013	2012	2011
Selected Statement of Operations Data⁽¹⁾							
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 ⁽²⁾	\$ 1.19	0.31	9.71	1.23	(0.49)	(1.96)	(5.51)
Diluted ⁽²⁾	\$ 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>	September 30,		December 31,				
	2016	2015	2015	2014	2013	2012	2011
Selected Balance Sheet Data							
Total assets	\$ 24,746	20,756 ⁽³⁾	24,017 ⁽³⁾	20,802 ⁽³⁾	12,754 ⁽³⁾	13,174 ⁽³⁾	13,072 ⁽³⁾
Current portion of long-term debt	\$ 7	16	15	349	31	216	65
Long-term debt, less current portion	\$ 10,875	10,870 ⁽³⁾	10,866 ⁽³⁾	10,839 ⁽³⁾	8,211 ⁽³⁾	8,383 ⁽³⁾	8,269 ⁽³⁾

Stockholders equity	\$ 10,724	6,780	10,126	6,363	1,411	1,171	1,193
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- (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 149 and *Where You Can Find More Information* on page 182.

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.*

	Year Ended December 31, 2015	Nine Months Ended September 30, 2016
	(Unaudited)	
	(In millions, except per share amounts)	
<u>Statement of Operations Data</u>		
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

Table of Contents

	September 30, 2016 (Unaudited) (In millions)
<u>Summary Balance Sheet</u>	
Net property, plant and equipment	\$ 28,007
Goodwill	\$ 35,373
Total assets	\$ 80,517
Long-term debt, including current portion	\$ 39,273
Shareholders' equity	\$ 26,412

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 182.

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	
		Pro Forma		Pro Forma
	Historical	Combined	Historical	Equivalent
Basic earnings per common share				
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
Diluted earnings per common share before extraordinary items and discontinued operations				
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
Cash dividends declared per common share				
Nine months ended September 30, 2016	\$ 1.62	\$ 1.62		\$ 2.31
Year ended December 31, 2015	\$ 2.16	\$ 2.16		\$ 3.09
Book value per common share				
As of September 30, 2016	\$ 25.41	\$ 24.90	\$ 29.81	\$ 35.57

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.

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 to 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.

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

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 empl