

BROADWING CORP
Form 8-K
January 24, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) January 18, 2005

BROADWING CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction

of incorporation)

0-30989
(Commission File Number)

52-2041343
(IRS Employer

Identification No.)

7015 Albert Einstein Drive, Columbia, Maryland
(Address of principal executive offices)

21046-9400
(Zip Code)

Registrant's telephone number, including area code (443) 259-4000

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CORVIS CORPORATION

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02 Unregistered Sales of Equity Securities

On January 18, 2005, Broadwing Corporation provided notice to the holders of its Senior Convertible Notes that in accordance with the terms of the notes and the Securities Purchase Agreement, dated February 9, 2004 (the "Purchase Agreement"), relating to the notes, Broadwing was electing to pay the interest of \$2,025,440 due on the notes on February 22, 2005 and the installment of principal of \$32,142,857 due on the notes on that date in shares of its Common Stock, \$.01 par value per share, provided that the conditions to such payment are satisfied. The number of shares of Common Stock will be determined in accordance with the formula set forth in the Purchase Agreement during a 20 trading day period ending on February 16, 2004. The shares of Common Stock will be issued pursuant to the exemption from registration provided in Section 4(2) of the Securities Act of 1933.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CORVIS CORPORATION

Date: January 21, 2005

/s/ Lynn D. Anderson

Lynn D. Anderson
Senior Vice President, Chief
Financial Officer and Treasurer