

LEVEL 3 COMMUNICATIONS INC

Form POSASR

November 01, 2017

As filed with the Securities and Exchange Commission on November 1, 2017

Registration No. 333-139838

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

Post-Effective Amendment No. 1
to
FORM S-3
REGISTRATION STATEMENT NO. 333-139838
UNDER
THE SECURITIES ACT OF 1933

Level 3 Parent, LLC
(f/k/a Level 3 Communications, Inc.)
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-0210602
(I.R.S. Employer
Identification No.)

Broadwing, LLC
(f/k/a Broadwing Corporation)
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

52-2041343
(I.R.S. Employer
Identification No.)

Broadwing Communications, LLC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-3105020
(I.R.S. Employer
Identification No.)

1025 Eldorado Blvd.

Broomfield, CO 80021

(720) 888-1000

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

Stacey W. Goff

Executive Vice President, Chief Administrative Officer

and General Counsel

100 CenturyLink Drive

Monroe, Louisiana 71203

(720) 888-1000

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

Copy to:

Kenneth J. Nadjer, Esq.

Jones Walker LLP

201 St. Charles Avenue

New Orleans, Louisiana 70170-5100

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer

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

Accelerated filer

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

Deregistration of Unsold Securities

This Post-Effective Amendment No. 1 (this Post-Effective Amendment) relates to the Registration Statement on Form S-3 (File No. 333-139838), originally filed with the U.S. Securities and Exchange Commission (the SEC) on January 8, 2007 (the Prior Registration Statement) of Level 3 Communications, Inc. (n/k/a Level 3 Parent, LLC), Broadwing Corporation (n/k/a Broadwing, LLC) and Broadwing Communications, LLC (collectively, the

Companies), and has been filed with the SEC to deregister any and all securities that remain unsold under such Prior Registration Statement as of the date hereof. This Post-Effective Amendment also notes that the following entities that were originally included in the Prior Registration Statement as additional registrants were merged out of existence subsequent to the effective date of the Prior Registration Statement, and are not registrants to this Post-Effective Amendment: Dorsal Networks, LLC; United Cable Holdings, LLC; Corvis Operations, Inc.; Corvis Equipment, LLC; Corvis Government Solutions, Inc.; CIII Communications, LLC; Broadwing Communications Real Estate Services, LLC; Broadwing Communications Canada, LLC; Broadwing Communications Holdings, Inc.; Broadwing Communications Corporation; Broadwing Financial Services, Inc.

On October 31, 2016, the Company entered into an Agreement and Plan of Merger, by and among the Level 3 Communications, Inc. (Level 3), CenturyLink, Inc. (Parent), Wildcat Merger Sub I LLC (Merger Sub 1) and WWG Merger Sub LLC (Merger Sub 2), providing for, among other things, the merger of Merger Sub 1 with and into Level 3 (the Initial Merger), as a result of which Level 3 continued as the surviving corporation (the Surviving Corporation), and subsequently the Surviving Corporation merged with and into Merger Sub 2 (the Subsequent Merger and, together with the Merger, the Combination), with Merger Sub 2 continuing as the surviving company, under the name Level 3 Parent, LLC. The Combination became effective on November 1, 2017 (the Effective Date).

As a result of the Combination, the Companies have terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Companies in the Registration Statement to remove from registration by means of a post-effective amendment any securities registered under the Registration Statement that remain unsold at the termination of the offerings, the Companies hereby remove from registration any securities registered under the Registration Statement which remained unsold as of the Effective Date.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monroe, State of Louisiana, on the 1st day of November, 2017.

**LEVEL 3 PARENT, LLC, as successor to
LEVEL 3 COMMUNICATIONS, INC.**

By: /s/ Stacey W. Goff

Name: Stacey W. Goff

Title: Executive Vice President, Chief
Administrative Officer and General
Counsel

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monroe, State of Louisiana, on the 1st day of November, 2017.

**BROADWING, LLC, as successor to
Broadwing Corporation**

By: /s/ Stacey W. Goff
Name: Stacey W. Goff

Title: Executive Vice President, Chief
Administrative Officer and General
Counsel

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monroe, State of Louisiana, on the 1st day of November, 2017.

**BROADWING COMMUNICATIONS,
LLC**

By: /s/ Stacey W. Goff

Name: Stacey W. Goff

Title: Executive Vice President, Chief
Administrative Officer and General
Counsel

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.