

LEVEL 3 COMMUNICATIONS INC

FORM S-8 POS

(Post-Effective Amendment to an S-8 filing)

Filed 10/02/96

Address	1025 ELDORADO BOULEVARD BLDG 2000 BROOMFIELD, CO 80021
Telephone	7208881000
CIK	0000794323
Symbol	LVLT
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

LEVEL 3 COMMUNICATIONS INC

FORM S-8 POS

(Post-Effective Amendment to an S-8 filing)

Filed 10/2/1996

Address	1025 ELDORADO BOULEVARD BLDG 2000 BROOMFIELD, Colorado 80021
Telephone	720-888-1000
CIK	0000794323
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

PETER KIEWIT SONS', INC.

(Exact name of registrant as specified in its charter)

Delaware	47-0210602
(State of incorporation)	(I.R.S. Employer
	Identification No.)
1000 Kiewit Plaza	
Omaha, Nebraska	68131
(Address of principal	(Zip code)
executive offices)	

PETER KIEWIT SONS', INC.
EMPLOYEE OWNERSHIP PLAN
(Full title of the plan)

Kenneth D. Gaskins, Esq.
Peter Kiewit Sons', Inc.
1000 Kiewit Plaza
Omaha, Nebraska 68131
(402) 342-2052

(Name, address and telephone number
of agent for service)

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Offering Price	Amount of Registra- tion Fee
1996 Series Convertible Debentures due October 31, 2006	\$400,000	102.5%	\$410,000	142
			Total	\$142

REGISTRATION OF ADDITIONAL SECURITIES

Registrant hereby incorporates by reference the contents of the Registration Statement on Form S-8 filed on May 1, 1996 at file number 333-03049. The purpose of this Form S-8 is to register an additional \$400,000 face value of 1996 Series Convertible Debentures due October 31, 2006. There are no other changes to the previous Registration Statement, except those changes incorporated by reference from the registrant's periodic filings on Form 10-Q.

Updated Exhibit Number 5A (opinion of Kenneth D. Gaskins, Esq. with respect to legality of securities being registered) and Exhibit Number 23.1A (Consent of Coopers & Lybrand L.L.P.) are attached. Consent of Counsel is included in Exhibit 5A.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska on the 1st day of October, 1996.

PETER KIEWIT SONS', INC.

By: /s/ Richard R. Jaros
Richard R. Jaros
Executive Vice President -
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 1st day of October, 1996.

*/s/ Walter Scott, Jr.
Walter Scott, Jr.*

*Chairman of the Board
and President (principal
executive officer)*

*/s/ Richard R. Jaros
Richard R. Jaros*

*Director, Executive Vice
President-Chief Financial
Officer(principal financial
officer)*

*/s/ Eric J. Mortensen
Eric J. Mortensen*

*Controller
(principal accounting
officer)*

*/s/ Richard W. Colf
Richard W. Colf, Director*

*/s/ Tait P. Johnson
James Q. Crowe, Director*

Tait P. Johnson, Director

*/s/ Robert E. Julian
Robert B. Daugherty, Director*

Robert E. Julian, Director

*/s/ Richard Geary
Richard Geary, Director*

*/s/ Leonard W. Kearney
Leonard W. Kearney, Director*

*/s/ Bruce E. Grewcock
Bruce E. Grewcock, Director*

Peter Kiewit, Jr., Director

*/s/ William L. Grewcock
William L. Grewcock, Director*

*/s/ Kenneth E. Stinson
Kenneth E. Stinson, Director*

*/s/ George B. Toll, Jr.
Charles M. Harper, Director*

George B. Toll, Jr., Director

PETER KIEWIT SONS', INC.

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
5A	Legal opinion of Kenneth D. Gaskins, Esq.
23.1A	Consent of Coopers & Lybrand L.L.P.

EXHIBIT 5A

October 1, 1996

Peter Kiewit Sons', Inc.
1000 Kiewit Plaza
Omaha, Nebraska 68131

Re: Form S-8 Registration Statement

Gentlemen:

Reference is made to the Registration Statement on Form S-8 of Peter Kiewit Sons', Inc. (the "Company"), to be filed with the Securities and Exchange Commission on or about October 1, 1996 (the "Registration Statement"). The Registration Statement will register an additional \$400,000 of 1996 Series Convertible Debentures due October 31, 2006.

As counsel to the Company, I am familiar with the contents of the Registration Statement, the terms and conditions of the securities to be registered thereunder, and the Trust Indenture under which the Convertible Debentures will be issued.

Based on the foregoing, it is my opinion that the 1996 Series Convertible Debentures, when issued and sold pursuant to such offering and in accordance with the terms of the Trust Indenture, will be binding obligations of the Company.

I hereby consent to the filing of this opinion as an Exhibit to the Registration Statement.

Yours very truly,

KDG/lsv

*/s/ Kenneth D. Gaskins
Kenneth D. Gaskins
Corporate Counsel*

EXHIBIT 23.1A

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the registration statement of Peter Kiewit Sons', Inc. on Form S-8 of our report dated March 19, 1996, except for Note 19, as to which the date is March 27, 1996, of our audits of the consolidated financial statements and financial statement schedules of Peter Kiewit Sons', Inc. as of December 30, 1995 and December 31, 1994, and for the three years ended December 30, 1995, which report is included in the Annual Report on Form 10-K of Peter Kiewit Sons', Inc.

*/s/ Coopers & Lybrand
COOPERS & LYBRAND L.L.P.*

*Omaha, Nebraska
October 1, 1996*

End of Filing

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