

# LEVEL 3 COMMUNICATIONS INC

## FORM POS AM

(Post-Effective Amendment to Registration Statement)

Filed 10/13/95

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 POS AM

(Post-Effective Amendment to Registration Statement)

Filed 10/13/1995

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

REGISTRATION NO. 33-60977

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# SECURITIES AND EXCHANGE COMMISSION

## WASHINGTON, D.C. 20549

POST-EFFECTIVE  
AMENDMENT NO. 1

TO

### FORM S-4

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

## PETER KIEWIT SONS', INC.

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

1221, 161, 162, 4813, 4911, 7374  
(Primary Standard Industrial  
Classification Code Numbers)

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

1000 KIEWIT PLAZA  
OMAHA, NEBRASKA 68131  
(402) 342-2052  
(Address, including zip code, and telephone  
number, including area code, of registrant's  
principal executive offices)

MATTHEW J. JOHNSON, ESQ.  
VICE PRESIDENT - LEGAL  
PETER KIEWIT SONS', INC.  
1000 KIEWIT PLAZA  
OMAHA, NEBRASKA 68131  
(402) 342-2052  
(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

### MFS COMMUNICATIONS COMPANY, INC.

DELAWARE  
(State or other jurisdiction  
of incorporation)

4813  
(Primary Standard Industrial  
Classification Code Numbers)

47-0714388  
(I.R.S. Employer  
Identification No.)

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3555 FARNAM STREET, SUITE 200  
OMAHA, NEBRASKA 68131  
(402) 977-5300  
(Address, including zip code, and telephone  
number, including area code, of registrant's  
principal executive offices)

TERRENCE J. FERGUSON, ESQ.  
SENIOR VICE PRESIDENT, GENERAL COUNSEL  
AND SECRETARY  
MFS COMMUNICATIONS COMPANY, INC.  
3555 FARNAM STREET, SUITE 200  
OMAHA, NEBRASKA 68131  
(402) 977-5300  
(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

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### COPIES TO:

JAMES D. DARROW, ESQ.  
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1275 PENNSYLVANIA AVE., N.W.  
WASHINGTON, D.C. 20004  
(202) 383-0100

JOHN S. D'ALIMONTE, ESQ.  
STEVEN J. GARTNER, ESQ.  
WILLKIE FARR & GALLAGHER  
ONE CITICORP CENTER  
153 EAST 53RD STREET  
NEW YORK, NEW YORK 10022  
(212) 821-8000

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**APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:**

**AS SOON AS PRACTICABLE AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.**

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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. //

### CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Peter Kiewit Sons', Inc. Class C Construction & Mining Group Restricted Redeemable Convertible Exchangeable Common Stock, \$0.0625 par value	60,100	\$21.17(1)	\$1,272,500(2)	\$439*
Peter Kiewit Sons', Inc. Class D Diversified Group Convertible Exchangeable Common Stock, \$0.0625 par value	2,152,183(3)	\$59.12(1)	\$127,227,500(2)	\$43,872*
MFS Communications Company, Inc. Common Stock, \$.01 par value	40,091,664(5)	29.375(4)	\$1,177,692,630(4)	\$406,101(5)
MFS Communications Company, Inc. Series B Convertible Preferred Stock, \$.01 par value	15,000,000(5)	\$1.00(6)	\$15,000,000(6)	\$5,173(5)
MFS Communications Company, Inc. Common Stock, \$.01 par value	347,822(5)(7)	--	--	--

\* Previously paid.

- (1) Determined pursuant to Rule 457(f)(2) based on weighted average book value of securities to be received by Peter Kiewit Sons', Inc. in exchange offer per share of stock to be registered.
- (2) Determined pursuant to Rule 457(f)(2) based on aggregate book value of securities to be received by Peter Kiewit Sons', Inc. in exchange offer per share of stock to be registered.
- (3) Based on an assumed exchange of all of the convertible debentures and an aggregate of 5,000,000 shares of Class B Stock and Class C Stock of Peter Kiewit Sons', Inc.
- (4) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(f) based upon the high and low sales prices of the Common Stock of MFS Communications Company, Inc. as reported by the National Association of Securities Dealers, Inc.'s National Market System on June 9, 1995.
- (5) In addition to the securities to be registered pursuant to this Registration Statement, the offering contemplated by the Prospectus forming a part of this Registration Statement also includes an aggregate of 40,439,490 shares of Common Stock, par value \$.01 per share of MFS Communications Company, Inc. and 15,000,000 shares of Series B Convertible Preferred Stock, par value \$.01 per share of MFS Communications Company, Inc. that are covered by Registration Statement No. 33-93504. A filing fee aggregating \$411,274 was previously paid with the earlier registration statement relating to such 40,439,490 shares of Common Stock par value \$.01 per share and 15,000,000 shares of Series B Convertible Preferred Stock par value \$.01 per share.
- (6) Estimated based upon the book value per share of \$1.00 pursuant to Rule 457(f).
- (7) Represents shares of Common Stock of MFS Communications Company, Inc. issuable upon conversion of the Series B Convertible Preferred Stock. Pursuant to the provisions of Rule 457(i) a separate registration fee is not payable.

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THE REGISTRANTS HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANTS SHALL FILE A FURTHER AMENDMENT THAT SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

BY THIS POST-EFFECTIVE AMENDMENT NO. 1 TO THE REGISTRATION STATEMENT, PKS HEREBY DEREGISTERS 165 SHARES OF ITS CLASS C CONSTRUCTION & MINING GROUP RESTRICTED REDEEMABLE CONVERTIBLE EXCHANGEABLE COMMON STOCK, \$0.0625 PAR VALUE AND 416,777 SHARES OF ITS CLASS D DIVERSIFIED GROUP CONVERTIBLE EXCHANGEABLE COMMON STOCK, \$0.0625 PAR VALUE, WHICH SHARES WERE NOT ISSUED IN EXCHANGE FOR EXCHANGEABLE STOCK PURSUANT TO THE EXCHANGE OFFER TO WHICH THIS REGISTRATION STATEMENT RELATES. SUCH DEREGISTRATION IS BEING MADE IN ACCORDANCE WITH UNDERTAKING 1(C) MADE BY PKS IN THIS REGISTRATION STATEMENT PURSUANT TO ITEM 512(A)(3) OF REGULATION S-K UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the Registrants has duly caused this post-effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Omaha, Nebraska on October 13, 1995.

Peter Kiewit Sons', Inc.  
By: /s/ WALTER SCOTT, JR.  
-----  
Walter Scott, Jr.  
President

MFS Communications Company, Inc.  
By: /s/ JAMES Q. CROWE  
-----  
James Q. Crowe  
Chairman of the Board

## PKS DIRECTORS AND OFFICERS

Pursuant to the requirements of the Securities Act of 1933, this post-effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
----- /s/ WALTER SCOTT, JR. ----- Walter Scott, Jr.	Chairman of the Board and President (Principal Executive Officer)	October 13, 1995
* ----- William L. Grewcock	Vice Chairman and Director	October 13, 1995
* ----- Robert E. Julian	Executive Vice President -- Chief Financial Officer (Principal Financial Officer) and Director	October 13, 1995
* ----- Kenneth E. Stinson	Executive Vice President and Director	October 13, 1995
* ----- Eric J. Mortensen	Controller (Principal Accounting Officer)	October 13, 1995
----- Richard Geary	Director	

SIGNATURE	TITLE	DATE
----- * ----- Leonard W. Kearney	Director	October 13, 1995
----- * ----- Richard R. Jaros	Director	October 13, 1995
----- * ----- George B. Toll, Jr.	Director	October 13, 1995
----- Richard W. Colf	Director	
----- * ----- Bruce E. Grewcock	Director	October 13, 1995
----- * ----- Tait P. Johnson	Director	October 13, 1995
----- * ----- James Q. Crowe	Director	October 13, 1995
----- Robert B. Daugherty	Director	
----- Charles M. Harper	Director	
----- Peter Kiewit, Jr.	Director	
----- /s/ MATTHEW J. JOHNSON		October 13, 1995
----- Matthew J. Johnson Attorney-In-Fact		



## MFS DIRECTORS AND OFFICERS

Pursuant to the requirements of the Securities Act of 1933, this post-effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ JAMES Q. CROWE		
James Q. Crowe	Chairman of the Board and Chief Executive Office (Principal Executive Officer)	October 13, 1995
*		
R. Douglas Bradbury	Senior Vice President, Chief Financial Officer (Principal Financial Officer) and Director	October 13, 1995
*		
Robert J. Ludvik	Vice President and Controller (Principal Accounting Officer)	October 13, 1995
Howard Gimbel	Director	
*		
Royce J. Holland	Director	October 13, 1995
*		
Richard R. Jaros	Director	October 13, 1995
*		
Robert E. Julian	Director	October 13, 1995
David C. McCourt	Director	
Ronald W. Roskens	Director	

SIGNATURE	TITLE	DATE
----- * ----- Walter Scott, Jr.	Director	October 13, 1995
----- * ----- Kenneth E. Stinson	Director	October 13, 1995
----- Michael B. Yanney	Director	
----- /s/ JAMES Q. CROWE ----- James Q. Crowe Attorney-In-Fact		October 13, 1995

II-8

**End of Filing**

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