

# LEVEL 3 COMMUNICATIONS INC

## **FORM 8-K** (Current report filing)

Filed 02/12/07 for the Period Ending 02/09/07

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

# UNITED STATES 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): February 9, 2007

### Level 3 Communications, Inc.

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of incorporation)

0-15658  
(Commission File  
Number)

47-0210602  
(IRS employer  
Identification No.)

1025 Eldorado Blvd., Broomfield, Colorado 80021  
(Address of principal executive offices) (Zip code)

720-888-1000  
(Registrant's telephone number including area code)

Not applicable  
(Former name and 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 under any of the following provisions (see General Instruction A.2. below):

☐ 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))

## **Item 8.01. Other Events**

### **Private Offering**

On February 9, 2007, Level 3 Communications, Inc. ("Level 3") issued a press release announcing that its wholly owned, first tier subsidiary Level 3 Financing, Inc. agreed to sell \$1.0 billion aggregate principal amount of senior notes - \$300 million aggregate principal amount of Floating Rate Senior Notes due 2015 and \$700 million aggregate principal amount of 8.75% Senior Notes due 2017 in a private offering to "qualified institutional buyers" as defined in Rule 144A under the Securities Act of 1933 and outside the United States under Regulation S under the Securities Act of 1933. The Floating Rate Senior Notes due 2015 have an interest rate equal to the six month London Interbank Offered Rate, or LIBOR, which will be reset semi-annually, plus 3.75%.

The press release is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference as if set forth in full.

## **Item 9.01. Financial Statements and Exhibits**

(a) Financial Statements of Business Acquired

None

(b) Pro Forma Financial Information

None

(c) Shell Company Transactions

None

(d) Exhibits

99.1 Press Release dated February 9, 2007, relating to the launching of the private offering of senior notes by Level 3 Financing, Inc.

## **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, hereunto duly authorized.

### **Level 3 Communications, Inc.**

*By:           /s/ Neil J. Eckstein*  
*Neil J. Eckstein, Senior Vice President*

*Date: February 12, 2007*

[Logo]

1025 Eldorado Boulevard Broomfield, Colorado 80021 [www.Level3.com](http://www.Level3.com)

## NEWS RELEASE

Level 3 contacts:

Media:	Josh Howell 720-888-2517	Investors:	Robin Grey 720-888-2518
	Chris Hardman 720-888-2292		Valerie Finberg 720-888-2501

### Level 3 Announces Pricing of Private Offering of Senior Notes

BROOMFIELD, Colo., February 9, 2007 -- Level 3 Communications, Inc. (Nasdaq:LVT) today announced that its subsidiary, Level 3 Financing, Inc., has agreed to sell \$1.0 billion aggregate principal amount of senior notes - \$300 million aggregate principal amount of Floating Rate Senior Notes due 2015 and \$700 million aggregate principal amount of 8.75% Senior Notes due 2017 - in a private offering to "qualified institutional buyers" as defined in Rule 144A under the Securities Act of 1933 and outside the United States under Regulation S under the Securities Act of 1933. The Floating Rate Senior Notes due 2015 have an interest rate equal to the six month London Interbank Offered Rate, or LIBOR, which will be reset semi-annually, plus 3.75%.

A portion of the debt represented by the notes constitutes purchase money indebtedness under the existing indentures of Level 3 and the portion of the net proceeds from this offering that constitutes purchase money indebtedness will be used solely to fund the cost of construction, installation, acquisition, lease, development or improvement of any assets to be used in Level 3's communications business, including the cash purchase price of Level 3's recently completed and future acquisitions.

Level 3 will also use a portion of the net proceeds to refinance certain existing indebtedness of Level 3 Financing and pay fees and expenses in connection therewith.

Following the completion of this offering, Level 3 currently intends to call for redemption its 12-7/8% Senior Discount Notes due 2010 using cash on hand.

The offering is expected to be completed on February 14, 2007, subject to market conditions.

The senior notes will not be registered under the Securities Act of 1933 or any state securities laws and, unless so registered, may not be offered or sold except pursuant to an applicable exemption from the registration requirements of the Securities Act of 1933 and applicable state securities laws.

#### About Level 3 Communications

Level 3 Communications, Inc. (Nasdaq: LVLT), an international communications company, operates one of the largest Internet backbones in the world. Through its customers, Level 3 is the primary provider of Internet connectivity for millions of broadband subscribers. The company provides a comprehensive suite of services over its broadband fiber optic network including Internet Protocol (IP) services, broadband transport and infrastructure services, colocation services, voice services and voice over IP services. These services provide building blocks that enable Level 3's customers to meet their growing demands for advanced communications solutions. The company's Web address is [www.Level3.com](http://www.Level3.com).

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#### Forward-Looking Statement

Some of the statements made by Level 3 in this press release are forward-looking in nature. Actual results may differ materially from those projected in forward-looking statements. Level 3 believes that its primary risk factors include, but are not limited to: increasing the volume of traffic on Level 3's network; developing new products and services that meet customer demands and generate acceptable margins; successfully completing commercial testing of new technology and information systems to support new products and services, including voice transmission services; stabilizing or reducing the rate of price compression on certain of our communications services; integrating strategic acquisitions; attracting and retaining qualified management and other personnel; and the ability to meet all of the terms and conditions of our debt obligations. Additional information concerning these and other important factors can be found within Level 3's filings with the Securities and Exchange Commission. Statements in this release should be evaluated in light of these important factors.