

LEVEL 3 COMMUNICATIONS INC

FORM SC 13G (Statement of Ownership)

Filed 10/03/95

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

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

MFS Communications Company, Inc.
(Name of Issuer)

Common Stock \$0.01 Par Value
(Title of Classes of Securities)

55272T101
(CUSIP Number)

Check the following box if a fee is being paid with this
statement: []

SCHEDULE 13G

CUSIP No. 55272T101

Page 2

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Peter Kiewit Sons', Inc.
47-0210602
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) ☐
(b) ☐
N/A
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware corporation

5 SOLE VOTING POWER
-0-
NUMBER OF
SHARES
BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH
6 SHARED VOTING POWER
N/A
7 SOLE DISPOSITIVE POWER
-0-
8 SHARED DISPOSITIVE POWER
N/A
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*
☐
N/A
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
-0-
- 12 TYPE OF REPORTING PERSON*
HC

SCHEDULE 13G

CUSIP No. 55272T101

Page 3

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Kiewit Diversified Group Inc.
47-0705284
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) ☐
(b) ☐
N/A
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware corporation
- 5 SOLE VOTING POWER
-0-
NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON
WITH
- 6 SHARED VOTING POWER
N/A
- 7 SOLE DISPOSITIVE POWER
-0-
- 8 SHARED DISPOSITIVE POWER
N/A
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*
☐
N/A
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
-0-
- 12 TYPE OF REPORTING PERSON*
CO

SCHEDULE 13G STATEMENT

This Schedule 13G and Statement are filed with respect to certain shares of the Common Stock of MFS Communications Company, Inc. ("Issuer") which were owned by Kiewit Diversified Group Inc. ("KDG"). KDG is a wholly owned subsidiary of Peter Kiewit Sons', Inc. ("PKS").

On September 29, 1995, KDG exchanged 2,900,000 shares of MFS Common Stock for 15,000,000 shares of MFS Series B Convertible Preferred Stock, \$.01 par value ("MFS Preferred Stock"). On September 30, 1995, KDG distributed all its shares of MFS Common Stock and MFS Preferred Stock to PKS as a dividend. Next, PKS purchased 28,986 shares of MFS Common Stock from MFS for \$1 million. Finally, on September 30, 1995, PKS distributed all its (40,062,658) shares of MFS Common Stock and all its (15,000,000) shares of MFS Preferred Stock to the holders of record on September 30, 1995 of the PKS Class D Diversified Group Convertible Exchangeable Common Stock, as a dividend, pro rata. At the end of September 30, 1995, neither PKS nor KDG retained any shares of MFS Common Stock or MFS Preferred Stock.

ITEM 1.

(a) Name of Issuer: No change.

(b) Address: No change.

ITEM 2.

(a) Name of Person Filing: No change.

(b) Address: No change.

(c) Citizenship: No change.

(d) Title of Class of Securities: No change.

(e) CUSIP Number: No change.

ITEM 3. No change.

ITEM 4. Ownership. Not applicable; see Item 5.

ITEM 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

None. However, as a result of the stock dividends declared as of and paid on September 30, 1995 described above, two individual stockholders of PKS, Walter Scott, Jr. and Donald L. Sturm, will each own more than five percent of the outstanding shares of MFS Common Stock and MFS Preferred Stock.

ITEM 7. Identification and Classification of the Subsidiary which

Acquired the Security Being Reported on by the Parent Holding Company. No change.

ITEM 8. Identification and Classification of Members of the

Group. No change.

ITEM 9. Notice of Dissolution of Group. Not applicable.

ITEM 10. Certification. Not applicable.

JOINT FILING AGREEMENT

In lieu of a separate written agreement attached as an exhibit pursuant to Rule 13d-1(f)(1), by signing below, KDG and PKS hereby agree that this Schedule 13G and Statement are filed on behalf of each of them.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 2, 1995.

*/s/ Robert E. Julian
Executive Vice President
Kiewit Diversified Group Inc.*

*/s/ Robert E. Julian
Executive Vice President
Peter Kiewit Sons', Inc.*

End of Filing

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