

# LEVEL 3 COMMUNICATIONS INC

## FORM 8-A12B/A

(Amended Securities Registration (section 12(b)))

Filed 11/30/11

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

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**

(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934**

**Level 3 Communications, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State of Incorporation or Organization)

**47-0210602**

(IRS Employer  
Identification Number)

**1025 Eldorado Blvd.**

**Broomfield, Colorado**

(Address of Principal Executive Offices)

**80021**

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box: ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box: ☐

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class to be so Registered**

**Common Stock, par value \$0.01 per share  
Preferred Stock Purchase Rights**

**Name of Each Exchange on Which  
Each Class is to be Registered**

**New York Stock Exchange  
New York Stock Exchange**

Securities Act registration statement file number to which this form relates: **N/A**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

## EXPLANATORY NOTE

As previously disclosed, on April 10, 2011, Level 3 Communications, Inc. (the “Company”) entered into a rights agreement with Wells Fargo Bank, N.A., as rights agent (the “Rights Agreement”). A copy of the Rights Agreement is attached as Exhibit 4.2 to the Company’s Form 8-A, filed on October 19, 2011. As further previously disclosed, on October 19, 2011, the Company effected a 1-for-15 reverse stock split of the Company’s common stock, par value \$0.01 per share, (the “Common Stock”), at which time every 15 shares of issued and outstanding Common Stock were automatically combined into one issued and outstanding share of Common Stock without any change in the par value per share (the “Reverse Stock Split”).

Pursuant to Section 11(n) of the Rights Agreement, as a result of the Reverse Stock Split, the number of shares of the Company’s Series B Junior Participating Preferred Stock (the “Preferred Stock”) purchasable upon the exercise of preferred stock purchase rights (the “Rights”) associated with each share of Common Stock was multiplied by fifteen (15), and the number of Rights associated with each share of Common Stock remains one (1). Accordingly, each share of Common Stock now grants the holder thereof the right to purchase fifteen ten-thousandths (0.0015) of a share of Preferred Stock.

Pursuant to Section 12 of the Rights Agreement, upon any adjustment made pursuant to Section 11 thereof, the Company is required to, among other things, file with the Securities and Exchange Commission a certificate setting forth such adjustment and a brief statement of the facts accounting for such adjustment (the “Certificate of Adjustment”). A copy of the Certificate of Adjustment is filed herewith as Exhibit 99.1.

### **Item 2. Exhibits**

The following exhibit is filed as a part of this Form 8-A:

99.1	Certificate of Adjustment Pursuant to Section 12 of the Rights Agreement, dated as of April 10, 2011, by and between Level 3 Communications, Inc. and Wells Fargo Bank, N.A., as Rights Agent.
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**Signature**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: November 30, 2011

**LEVEL 3 COMMUNICATIONS, INC.**

By: /s/ Neil J. Eckstein

Name: Neil J. Eckstein

Title: Senior Vice President, Assistant General Counsel and  
Assistant Secretary

## EXHIBIT INDEX

99.1 Certificate of Adjustment Pursuant to Section 12 of the Rights Agreement, dated as of April 10, 2011, by and between Level 3 Communications, Inc. and Wells Fargo Bank, N.A., as Rights Agent.

LEVEL 3 COMMUNICATIONS, INC.

CERTIFICATE OF ADJUSTMENT

PURSUANT TO

SECTION 12 OF THE RIGHTS AGREEMENT

November 30, 2011

The undersigned, Neil J. Eckstein, Senior Vice President, Assistant General Counsel and Assistant Secretary of Level 3 Communications, Inc. (the “Company”), hereby certifies on behalf of the Company pursuant to Section 12 of the Rights Agreement, dated as of April 10, 2011, by and between the Company and Wells Fargo Bank, N.A. (the “Rights Agreement”), that:

1. On October 19, 2011, the Company effected a reverse stock split (the “Reverse Stock Split”) of the Company’s common stock, par value \$.01 (the “Company Common Stock”), at a ratio of 1-for-15, whereby every fifteen (15) shares of Company Common Stock issued and outstanding at 5:00 p.m. Eastern Time on October 19, 2011 were automatically combined at that time into one issued and outstanding share of Company Common Stock, without any change in the par value per share.

2. Pursuant to Section 11(n) of the Rights Agreement, as a result of the Reverse Stock Split, (x) the number of one-ten-thousandths (0.0001) of a Preferred Share purchasable upon proper exercise of each Right was multiplied by fifteen (15), such that each Right now represents the right to purchase fifteen ten-thousandths (0.0015) of a Preferred Share upon proper exercise of such Right and (y) each share of Company Common Stock outstanding immediately after the Reverse Stock Split shall have issued with respect to it the number of Rights which each share of Company Common Stock outstanding immediately prior to the Reverse Stock Split had issued with respect to it.

3. Pursuant to Section 12 of the Rights Agreement, the Company is filing this Certificate with Wells Fargo Bank, N.A., in its capacity as Rights Agent and as the Company’s transfer agent for the Company Common Stock and the Preferred Shares, and with the Securities and Exchange Commission.

Capitalized terms used herein but not defined shall have the meanings assigned to them in the Rights Agreement.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned has hereunto signed his name as of the date first written above.

By: /s/ Neil J. Eckstein  
Name: Neil J. Eckstein  
Title: Senior Vice President, Assistant General Counsel and  
Assistant Secretary

*[Signature Page to the Certificate of Adjustment]*

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