

LEVEL 3 COMMUNICATIONS INC

FORM 8-K/A

(Amended Current report filing)

Filed 10/25/04 for the Period Ending 10/20/04

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-K/A-1

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 20, 2004

Level 3 Communications, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

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

80021
(Zip code)

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

Not applicable
(Former name and former address, if changed since last report)

Item 8.01 Other Events of the Form 8-K filed with the Securities and Exchange

Commission on October 22, 2004 is amended and restated in its entirety as follows:

Item 8.01 Other Events

On October 20 2004, Level 3 Financing, Inc., a wholly owned subsidiary of Level 3 Communications, Inc. ("Level 3") entered into a Supplemental Indenture dated as of October 20, 2004, supplementing the Indenture, dated as of October 1, 2003, among Level 3 Communications, Inc., as Guarantor, Level 3 Financing, Inc., as Issuer, and The Bank of New York, as Trustee, relating to Level 3 Financing, Inc.'s 10.75% Senior Notes due 2011 (the "Senior Notes"). The Supplemental Indenture was entered into among Level 3 Financing, Inc., Level 3 Communications, LLC and The Bank of New York as Trustee. Pursuant to the Supplemental Indenture, Level 3 Communications, LLC has provided an unconditional, unsecured guaranty of the Senior Notes. The Supplemental Indenture is filed as exhibit 99.1 to this Current Report and incorporated by reference as if set forth in full.

Item 9.01 Financial Statements and Exhibits of the Form 8-K filed with the

Securities and Exchange Commission on October 22, 2004 is amended and restated in its entirety as follows:

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of business acquired

None

(b) Pro forma financial information

None

(c) Exhibits

99.1 Supplemental Indenture, dated as of October 20, 2004 among Level 3 Financing, Inc., Level 3 Communications, LLC and The Bank of New York as Trustee, supplementing the Indenture dated as of October 1, 2003, among Level 3 Financing, Inc. as Issuer, Level 3 Communications, Inc., as Guarantor and The Bank of New York as Trustee, relating to Level 3 Financing, Inc.'s 10.75% Senior Notes due 2011.

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, thereunto duly authorized.

Level 3 Communications, Inc.

October 22, 2004
Date

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