CENTURYLINK, INC
Form 424B5
November 15, 2013
**Table of Contents**

**CALCULATION OF REGISTRATION FEE**

| Title of each class of securities offered | Maximum Aggregate Offering Price | Registration Fee(1) |
|---|---|---|
| 6.75% Senior Notes, Series W, due 2023 | $750,000,000 | $96,600 |

(1) Calculated in accordance with Rule 457(o) and Rule 457(r).

Table of Contents

**Filed Pursuant to Rule 424(b)(5)**
**Registration No. 333-179888**

**Prospectus Supplement**

(To Prospectus dated March 2, 2012)

# $750,000,000

# 6.75% Senior Notes, Series W, due 2023

The Notes being offered by CenturyLink, Inc. pursuant to this prospectus supplement will bear interest at the rate of 6.75% per year from the date of issuance to December 1, 2023, when they will mature. Interest on the Notes will be payable semi-annually in arrears on June 1 and December 1 of each year, beginning June 1, 2014.

We may redeem the Notes, at any time in whole or from time to time in part, at the redemption price described in this prospectus supplement. In addition, at any time on or prior to December 1, 2016, we may redeem up to 35% of the principal amount of the Notes using the net proceeds of certain equity offerings at a redemption price equal to 106.75% of the principal amount of the Notes to be redeemed, together with any accrued and unpaid interest to, but not including, the redemption date. For additional information, see Description of the Notes Optional Redemption. Upon the occurrence of a Change of Control Repurchase Event , as described in this prospectus supplement, we will be required, unless we have elected to redeem the Notes as described above, to make an offer to repurchase the Notes at a price equal to 101% of their aggregate principal amount plus accrued and unpaid interest to, but not including, the date of repurchase. For additional information, see Description of the Notes Purchase of Notes upon a Change of Control Repurchase Event.

The Notes will be our senior unsecured obligations and will rank senior in right of payment to any of our future subordinated debt and rank equally in right of payment with all of our existing and future unsecured and unsubordinated debt. The Notes will not be guaranteed by any of our subsidiaries and therefore will be effectively subordinated to all existing and future indebtedness and other obligations of our subsidiaries (other than indebtedness and obligations owed to us) to the extent of the assets of our subsidiaries. We do not plan to list the Notes on any national securities exchange.

**Investing in the Notes involves risks that are described in the Risk Factors section beginning on page S-11 of this prospectus supplement.**

| | Price to Public (1) | Underwriting Discount | Net Proceeds to CenturyLink (2) |
|---|---|---|---|

| | | | |
|---|---|---|---|
| Per Note | 100.00% | 1.00% | 99.00% |
| Total | $ 750,000,000 | $ 7,500,000 | $ 742,500,000 |

(1) Plus accrued interest, if any, from November 27, 2013, if settlement occurs after that date.
(2) Excluding our expenses.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The underwriters named below expect to deliver the Notes only in book-entry form through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *societe anonyme*, against payment in New York, New York on or about November 27, 2013.

**Joint Book-Running Managers**

**Wells Fargo Securities** **BofA Merrill Lynch** **Morgan Stanley** **RBC Capital Markets**

**Co-Managers**

**Fifth Third Securities, Inc.** **Regions Securities LLC** **US Bancorp** **The Williams Capital Group, L.P.**

**The date of this prospectus supplement is November 14, 2013.**

**Table of Contents**

## TABLE OF CONTENTS

### Prospectus Supplement



### Prospectus

Table of Contents

## ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission (the SEC ) using a shelf registration process as a well-known seasoned issuer. Under this process, the document we use to offer securities is divided into two parts. The first part is this prospectus supplement, which describes the specific terms of the offering and also updates and supplements information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which provides you with a general description of the securities we may offer from time to time. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. Before purchasing the Notes, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the additional information described under the heading Where You Can Find More Information.

**You should rely solely on the information contained in this prospectus supplement, the accompanying prospectus, any related free writing prospectus issued by us and the documents incorporated by reference herein or therein. Neither the underwriters nor we have authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither the underwriters nor we are making an offer of the Notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus, any related free writing prospectus issued by us, and any document incorporated by reference herein or therein is accurate only as of the date on the front cover of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.**

Unless otherwise provided in this prospectus supplement or the context requires otherwise, in this prospectus supplement:

- CenturyLink, we, us and our refer to CenturyLink, Inc. and not any of its subsidiaries (except in connection with the description of our business under the headings Cautionary Statement Regarding Forward-Looking Statements and Prospectus Supplement Summary CenturyLink in this prospectus supplement, where such terms refer to the consolidated operations of CenturyLink and its subsidiaries);

- Embarq refers to Embarq Corporation and its subsidiaries, which we acquired on July 1, 2009;

- Notes refers to the 6.75% Senior Notes, Series W, due 2023 being offered pursuant to this prospectus supplement;

- QCII refers to our wholly-owned subsidiary Qwest Communications International Inc. and not any of its subsidiaries;

- Qwest refers to QCII and its subsidiaries, which we acquired on April 1, 2011;

- recent acquisitions refers to our acquisitions of Embarq, Qwest and Savvis; and

- Savvis refers to SAVVIS, Inc. and its subsidiaries, which we acquired on July 15, 2011.

Table of Contents

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, contain forward-looking statements within the meaning of the Securities Act of 1933, as amended (the Securities Act ), and the Securities Exchange Act of 1934, as amended (the Exchange Act ). These statements are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are all statements other than statements of historical fact, such as statements about our anticipated future operating and financial performance, financial position and liquidity, tax position, contingent liabilities, pension obligations, growth opportunities, growth rates, business plans, integration initiatives, transaction benefits, acquisition and divestiture opportunities, business prospects, regulatory and competitive outlook, investment and expenditure plans, capital resources, financing sources and general economic and business conditions, as well as other similar statements of our expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts, many of which are highlighted by words such as may, would, could, should, plan, believes, expects, anticipates, estimates, projects, intends, likely, seeks, hopes, expressions.

Our forward-looking statements are based upon our judgment and assumptions as of the date such statements are made concerning future developments and events, many of which are beyond our control. These forward-looking statements, and the assumptions upon which they are based, are inherently speculative and are subject to a number of risks and uncertainties. Actual events and results may differ materially from those anticipated, estimated, projected, expressed or implied by us in those statements if one or more of these risks or uncertainties materialize, or if our underlying assumptions prove incorrect. Factors that could affect actual results include but are not limited to:

- the timing, success and overall effects of competition from a wide variety of competitive providers;
- the risks inherent in rapid technological change;
- the effects of ongoing changes in the regulation of the communications industry, including the outcome of regulatory or judicial proceedings relating to intercarrier compensation, access charges, universal service, broadband deployment and net neutrality;
- our ability to successfully negotiate collective bargaining agreements on reasonable terms without work stoppages;
- our ability to effectively adjust to changes in the communications industry and changes in the composition of our markets and product mix caused by our recent acquisitions;
- our ability to successfully integrate recently-acquired operations into our incumbent operations, including the possibility that the anticipated benefits from our recent acquisitions cannot be fully realized in a timely manner or at all, or that integrating the acquired operations will be more difficult, disruptive or costly than anticipated;
- our ability to use net operating loss carryovers of Qwest in projected amounts;
- our ability to effectively manage our expansion opportunities, including retaining and hiring key personnel;
- possible changes in the demand for, or pricing of, our products and services, including our ability to effectively respond to increased demand for high-speed broadband services;

our ability to successfully introduce new product or service offerings on a timely and cost-effective basis;

our continued access to credit markets on favorable terms;

our ability to collect our receivables from financially troubled communications companies;

Table of Contents

- any adverse developments in legal or regulatory proceedings involving us;
- our ability to continue to pay common share dividends in accordance with past practices, which may be affected by changes in our cash requirements, capital spending plans, cash flows or financial position;
- unanticipated increases or other changes in our future cash requirements, whether caused by unanticipated increases in capital expenditures, increases in pension funding requirements or otherwise;
- the effects of adverse weather;
- other risks referenced in this prospectus supplement or other of our filings with the SEC; and
- the effects of more general factors, such as changes in interest rates, in tax rates, in accounting policies or practices, in operating, medical, pension or administrative costs, in general market, labor or economic conditions, or in legislation, regulation or public policy.

These and other uncertainties related to our business and our recent acquisitions are described in greater detail in Item 1A of Part II of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, incorporated by reference into this prospectus supplement and the accompanying prospectus, as may be updated and supplemented by our subsequent SEC reports.

You should be aware that new factors may emerge from time to time and it is not possible for us to identify all such factors nor can we predict the impact of each such factor on the business or the extent to which any one or more factors may cause actual results to differ from those reflected in any forward-looking statements. You are further cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of the documents in which they appear. Except for meeting our ongoing obligations under the federal securities laws, we undertake no obligation to update or revise our forward-looking statements for any reason.

Table of Contents

## WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy that information at the Public Reference Room of the SEC, located at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You may also obtain copies of this information by mail from the SEC at the above address, at prescribed rates. In addition, the SEC maintains an Internet site at www.sec.gov, from which interested persons can electronically access the registration statement of which this prospectus supplement and the accompanying prospectus forms a part, including the exhibits and schedules thereto, as well as reports, proxy and information statements and other information about us. In addition, our common stock is listed and traded on the New York Stock Exchange ( NYSE ), and you may obtain similar information about us at the offices of the NYSE at 20 Broad Street, New York, New York 10005.

As permitted by the SEC, we are incorporating by reference into this prospectus supplement and the accompanying prospectus specific documents that we have filed or will file with the SEC, which means that we can disclose important information to you by referring you to those documents that are considered part of this prospectus supplement and accompanying prospectus. We incorporate herein and therein by reference the documents listed below, and any future documents that we file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act until the termination or completion of the offering of all of the securities covered by this prospectus supplement (which we refer to collectively below as the incorporated documents ). This prospectus supplement and accompanying prospectus are part of a registration statement filed with the SEC, which may contain additional information that you might find important.

We are incorporating by reference into this prospectus supplement the following documents filed by us with the SEC; *provided, however*, we are not incorporating by reference any such documents or portions of such documents that have been furnished but not filed for purposes of the Exchange Act:

| CenturyLink Filings | Period or Date Filed |
|---|---|
| Annual Report on Form 10-K | Fiscal year ended December 31, 2012 |
| Quarterly Reports on Form 10-Q | Quarterly periods ended March 31, 2013, June 30, 2013 and September 30, 2013 |
| Current Reports on Form 8-K (excluding certain Current Reports furnished but not filed with the SEC) | Filed on January 14, 2013, February 13, 2013 (filed portions only), March 19, 2013, March 21, 2013, March 25, 2013, May 15, 2013, May 23, 2013, May 28, 2013 and November 14, 2013 |
| Proxy Statement on Schedule 14A | Filed on April 10, 2013 |

We will provide to each person to whom this prospectus supplement and the accompanying prospectus is delivered, upon written or oral request and without charge, a copy of the incorporated documents referred to above (except for exhibits, unless the exhibits are specifically incorporated by reference into the filing). You can request copies of such documents if you (i) write us at CenturyLink, Inc., 100 CenturyLink Drive, Monroe, Louisiana 71203, Attention: Investor Relations, or (ii) call us at (318) 388-9000.

This prospectus supplement, the accompanying prospectus and the incorporated documents may contain summary descriptions of certain agreements that we have filed as exhibits to various SEC filings, as well as certain agreements that we will enter into in connection with the offering of Notes covered by this prospectus supplement. These summary descriptions do not purport to be complete and are subject to, or qualified in their entirety by reference to, the definitive agreements to which they relate. Copies of the definitive agreements will be made available without charge to you by making a written or oral request to us. You should not rely on or

**Table of Contents**

assume the accuracy of any representation or warranty in any agreement that we have filed or incorporated by reference as an exhibit to this prospectus supplement or the accompanying prospectus because such representation or warranty may be subject to exceptions and qualifications contained in separate disclosure schedules, may have been included in such agreement for the purpose of allocating risk between the parties to the particular transaction, may apply standards of materiality in a manner different from what may be viewed as material to you or other investors, and may no longer continue to be true as of any given date.

Information appearing in this prospectus supplement, the accompanying prospectus or any particular incorporated document is not necessarily complete and is qualified in its entirety by the information and financial statements appearing in all of the incorporated documents and should be read together therewith. Any statement contained in any particular incorporated document will be deemed to be modified or superseded to the extent that a statement contained in this prospectus supplement or in any other incorporated document filed after such particular incorporated document modifies or supersedes such statement.

**Table of Contents**

## PROSPECTUS SUPPLEMENT SUMMARY

*The following summary does not contain all of the information you should consider before investing in the Notes and is qualified in its entirety by reference to the more detailed information and consolidated historical financial statements appearing elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus, as well as the materials filed with the SEC that are considered to be part of this prospectus supplement and the accompanying prospectus. Before making an investment decision, you should read this prospectus supplement and the accompanying prospectus carefully, including Risk Factors and all incorporated documents.*

### CenturyLink

We are an integrated communications company engaged primarily in providing an array of communications services to our residential, business, governmental and wholesale customers. Our communications services include local and long-distance, network access, private line (including special access), public access, broadband, data, managed hosting (including cloud hosting), colocation, wireless and video services. In certain local and regional markets, we also provide local access and fiber transport services to competitive local exchange carriers and security monitoring.

At September 30, 2013, we operated approximately 13.2 million access lines in 37 states, served approximately 5.9 million broadband subscribers, and operated 55 data centers throughout North America, Europe and Asia.[1]

Our principal executive office is located at 100 CenturyLink Drive, Monroe, Louisiana 71203 and our telephone number is (318) 388-9000. Our website is located at www.CenturyLink.com. The information contained in our website is not a part of this prospectus supplement or the accompanying prospectus.

### Ratio of Earnings to Fixed Charges

The information below updates the ratio of consolidated earnings to fixed charges data appearing in the accompanying prospectus. For important information regarding how these ratios are calculated, see Ratio of Earnings to Fixed Charges in the accompanying prospectus.

The table below sets forth our ratio of consolidated earnings to fixed charges for each of the years in the five-year period ended December 31, 2012 and for the nine months ended September 30, 2013. These ratios are based on our historical consolidated financial statements incorporated by reference herein, which reflect our recent acquisitions only from and after the respective dates of each such acquisition.

| | Year Ended December 31, | | | | | Nine Months Ended September 30, |
|---|---|---|---|---|---|---|
| | 2008 | 2009 | 2010 | 2011 | 2012 | 2013 |
| Ratio of earnings to fixed charges | 3.5 | 2.9 | 3.5 | 1.8 | 1.8 | [2] |

[1] An access line is a telephone line connecting our customers premises to the public switched telephone network and a data center is any facility where we market, sell and deliver either colocation services or multi-tenant managed services. Our methodology for counting access lines may not be comparable to those of other companies.

[2] Fixed charges exceeded earnings by $127 million for the nine months ended September 30, 2013, which included a $1.1 billion non-cash goodwill impairment charge. If the impact of this $1.1 billion non-cash charge is disregarded, our ratio of earnings to fixed charges for the nine months ended September 30, 2013 would have been 1.9.

Table of Contents

**Tender Offer**

QCII has outstanding $800 million aggregate principal amount of its 7.125% Notes due 2018 (the 2018 Notes ). On November 14, 2013, QCII commenced a cash tender offer (the Tender Offer ) to repurchase any and all of the 2018 Notes, which will expire at 12:00 midnight, New York City time, on December 12, 2013, unless extended or earlier terminated (the Expiration Time ). Subject to the terms and conditions of the Tender Offer, holders of 2018 Notes who validly tender (and do not validly withdraw) their 2018 Notes prior to 5:00 p.m., New York City time, on November 26, 2013, unless extended (the Early Tender Time ), will be entitled to receive an amount in cash equal to $1,040 per $1,000 principal amount of 2018 Notes tendered and accepted by QCII for purchase in the Tender Offer, which includes a supplemental cash payment of $30 per $1,000 principal amount of 2018 Notes so tendered and accepted, on a business day chosen by QCII following the Early Tender Time, which is expected to be November 27, 2013 (the Initial Settlement Date ). Subject to the terms and conditions of the Tender Offer, holders who validly tender their 2018 Notes after the Early Tender Time and prior to the Expiration Time, and whose 2018 Notes are accepted for purchase by QCII, will be entitled to receive $1,010 per $1,000 principal amount of 2018 Notes tendered and accepted by QCII for purchase in the Tender Offer on a business day chosen by QCII following the Expiration Time, which is expected to be December 13, 2013. All holders whose 2018 Notes are accepted for purchase pursuant to the Tender Offer will also receive accrued and unpaid interest from the last interest payment date relating to their purchased 2018 Notes up to, but not including, the applicable settlement date.

The Tender Offer is subject to the satisfaction or waiver of certain conditions, including our sale of at least $500 million principal amount of either Notes in connection with this offering or other similar debt securities in another debt financing transaction. The Tender Offer is not conditioned upon any minimum amount of 2018 Notes being tendered. The Tender Offer is being made solely on the terms and subject to the conditions set forth in, and will be governed by, the offer to purchase, dated November 14, 2013, relating to the Tender Offer (the Offer to Purchase ). We cannot assure you that the Tender Offer will be consummated in accordance with its terms, or at all, or that a significant principal amount of the 2018 Notes will be tendered and purchased thereunder. To the extent that any 2018 Notes remain outstanding after the consummation or termination of the Tender Offer, QCII presently intends, assuming the successful completion of this offering, to redeem such 2018 Notes at a redemption price of 103.563% of the principal amount thereof plus accrued and unpaid interest to, but not including, the redemption date, although it has no obligation to do so.

We intend to use the net proceeds from this offering, together with available cash or borrowings under our revolving credit facility, to provide QCII with the total amount of funds required to purchase the 2018 Notes pursuant to either the Tender Offer or the subsequent proposed redemption transaction, including the payment of all accrued and unpaid interest payable on the 2018 Notes to be repurchased or redeemed thereunder and all related fees and expenses.

This offering is not conditioned upon the consummation of the Tender Offer. All of the joint book-running managers for this offering are also acting as the dealer managers in connection with the Tender Offer.

For additional information on these transactions, see Use of Proceeds herein and our Current Report on Form 8-K filed with the SEC on November 14, 2013.

**Table of Contents**

## The Offering

| | |
|---|---|
| **Issuer** | CenturyLink, Inc., a Louisiana corporation. |
| **Notes** | Under this prospectus supplement, we are offering $750,000,000 aggregate principal amount of 6.75% Senior Notes, Series W, due 2023. |
| **Maturity Date** | The Notes will mature on December 1, 2023. |
| **Interest Rate** | The annual interest rate for the Notes will be 6.75%. |
| **Interest Payment Dates** | June 1 and December 1 of each year, beginning on June 1, 2014. |
| **Optional Redemption** | We may redeem the Notes, at any time in whole or from time to time in part, at a redemption price equal to the greater of (i) 100% of the principal amount of the Notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes being redeemed, discounted to the redemption date at the then current Treasury Rate applicable to the Notes plus 50 basis points, together with any accrued and unpaid interest to, but not including, the redemption date. In addition, at any time on or prior to December 1, 2016, we may redeem up to 35% of the principal amount of the Notes using the net proceeds of certain equity offerings at a redemption price equal to 106.75% of the principal amount of the Notes to be redeemed, together with any accrued and unpaid interest to, but not including, the redemption date. For additional information, see Description of the Notes Optional Redemption. |
| **Change of Control Repurchase Event** | Upon the occurrence of a Change of Control Repurchase Event, as defined under Description of the Notes Purchase of Notes upon a Change of Control Repurchase Event, we will be required, unless we have elected to redeem the Notes as described above, to make an offer to repurchase the Notes at a price equal to 101% of their aggregate principal amount, plus accrued and unpaid interest to, but not including, the date of repurchase. For additional information, see Description of the Notes Purchase of Notes upon a Change of Control Repurchase Event. |
| **No Security or Guarantees** | None of our obligations under the Notes will be secured by collateral or guaranteed by any of our subsidiaries or other persons. |
| **Certain Covenants** | The indenture governing the Notes contains covenants that, among other things, will limit our ability to: |

incur, issue or create liens upon our property, and consolidate with or merge into, or transfer or lease all or substantially all of our assets to, any other party.

These covenants are subject to important exceptions and qualifications that are described under the heading Description of Debt Securities of CenturyLink Merger and Consolidation and Limitations on Liens in the accompanying prospectus.

Table of Contents

| | |
|---|---|
| **Reopening of Notes** | We may reopen the Notes at any time without the consent of the holders of outstanding Notes and issue additional debt securities with the same terms (except the issue price, issue date and initial interest payment date), which will thereafter constitute a single fungible series with the Notes. |
| **Ranking** | The Notes will rank senior in right of payment to any of our future subordinated debt and rank equally in right of payment with all of our existing and future unsecured and unsubordinated debt. As of September 30, 2013, we had approximately $7.7 billion of unsecured and unsubordinated long-term debt that would have ranked equally with the Notes. We are a holding company and, therefore, the Notes will be effectively subordinated to all existing and future indebtedness and other obligations of our subsidiaries (other than indebtedness and obligations owed to us) to the extent of the assets of our subsidiaries. As of September 30, 2013, the aggregate principal amount of long-term debt of our subsidiaries (excluding long-term debt classified as Capital leases and other ) was approximately $12.3 billion. For additional information, see Capitalization. |
| **Use of Proceeds** | We expect to receive net proceeds from the sale of the Notes of approximately $742,000,000, after deducting the underwriting discount and our estimated expenses. We intend to use these net proceeds, together with available cash or borrowings under our revolving credit facility, to provide QCII with the total amount of funds required to complete the Tender Offer and the redemption of any 2018 Notes that remain outstanding after the consummation or termination of the Tender Offer, including the payment of all accrued and unpaid interest payable on the 2018 Notes to be repurchased or redeemed thereunder and all related fees and expenses. For additional information, see Use of Proceeds. |
| **Form of Notes** | The Notes will be issued in minimum denominations of $2,000 and any integral multiple of $1,000. The Notes will be represented by one or more global Notes, which will be deposited with the trustee as custodian for The Depository Trust Company, which we refer to below as DTC, and registered in the name of a nominee of DTC. Holders of Notes may elect to hold interests in a global Note only in the manner described in this prospectus supplement. Any such interest may not be exchanged for certificated securities except in limited circumstances described in this prospectus supplement. For additional information, see Description of the Notes Global Notes and Book-Entry System. |
| **No Listing** | The Notes are not and are not expected to be listed on any national securities exchange. |
| **Trustee, Registrar and Paying Agent** | Regions Bank. |

Table of Contents

| | |
|---|---|
| **Risk Factors** | Your investment in the Notes will involve risks. You should carefully consider all of the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus as well as the specific factors under the heading Risk Factors beginning on the next page. |

Table of Contents

## RISK FACTORS

*Any investment in the Notes involves risk. Before purchasing any Notes, you should carefully consider the risks described below and the risks disclosed in Item 1A of Part II of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, as may be updated and supplemented in our subsequent SEC reports, as well as the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus.*

### Risks Relating to the Notes

***We and our affiliates have a significant amount of indebtedness, which could adversely affect our financial performance and impact our ability to make payments on the Notes.***

We continue to carry significant debt. As of September 30, 2013, we had total consolidated long-term debt (including the debt of our subsidiaries, but excluding long-term debt classified as Capital leases and other ) of approximately $19.9 billion, and we had approximately $7.7 billion of unsecured and unsubordinated long-term debt that would have ranked equally with the Notes. For additional information, see Capitalization. The degree to which we, together with our subsidiaries, are leveraged or incur additional debt could have important consequences to the holders of the Notes. For example, the degree of our consolidated leverage:

- may limit our and our affiliates ability to obtain additional financing for working capital, capital expenditures or general corporate purposes, particularly if, as discussed further in the following risk factors, (i) the ratings assigned to our debt securities by nationally recognized credit rating organizations ( credit ratings ) are revised downward or (ii) we seek capital during periods of turbulent or unsettled market conditions;

- will require us and our affiliates to dedicate a substantial portion of our and their cash flow from operations to the payment of interest and principal on our and their debt, reducing the funds available to us and our affiliates for other purposes, including acquisitions, capital expenditures, marketing and other growth initiatives;

- may increase our and our affiliates future borrowing costs;

- may limit our flexibility to adjust to changing business and market conditions and make us and our affiliates more vulnerable to a downturn in general economic conditions as compared to our competitors; and

- may put us and our affiliates at a competitive disadvantage to competitors that are not as leveraged.

***Any downgrade in our credit ratings could limit our ability to obtain future financing, increase our borrowing costs and adversely affect the market price of our outstanding debt securities, including the Notes, or otherwise impair our business, financial condition and results of operations.***

We expect that the Notes will be rated by at least one nationally recognized credit rating organization. A debt rating is not a recommendation to purchase, sell or hold the Notes. These ratings are not intended to correspond to market price or suitability of the Notes for any particular investor.

Credit rating agencies continually review their ratings for the companies that they follow, including us and certain of our subsidiaries. Credit rating agencies also evaluate the industries in which we and our affiliates operate as a whole and may change their credit rating for us based on their overall view of such industries. There can be no assurance that any rating assigned to any of our debt securities, including the Notes, will remain in effect for any given period of time or that any such ratings will not be lowered, suspended or withdrawn entirely by a rating agency if, in that rating agency s judgment, circumstances so warrant.

Table of Contents

A downgrade of our or our subsidiaries credit ratings could, among other things:

- adversely affect the market price of our debt securities, including the Notes;
- limit our access to the capital markets or otherwise adversely affect the availability of other new financing on favorable terms, if at all;
- result in more restrictive covenants in agreements governing the terms of any future indebtedness that we may incur;
- increase our cost of borrowing; and
- impair our business, financial condition and results of operations.

***Our financial performance and other factors could adversely impact our ability to make payments on the Notes.***

Our ability to make scheduled payments or to refinance our obligations with respect to our indebtedness (including the Notes) will depend on our financial and operating performance, which, in turn, is subject to prevailing economic and competitive conditions and other factors beyond our control. As of the date of this prospectus supplement, approximately $2.6 billion aggregate principal amount of the debt securities of us and our consolidated subsidiaries will mature over the next 36 months. While we currently believe we and our subsidiaries will have the financial resources to meet or refinance our and our subsidiaries obligations when they become due, we cannot fully anticipate our future performance or financial condition, or the future condition of the credit markets or the economy generally.

***The Notes will be effectively subordinated to the debt of our subsidiaries.***

As a holding company, substantially all of our income and operating cash flow is dependent upon the earnings of our subsidiaries and the distribution of funds to us from our subsidiaries in the form of dividends, loans or other payments. As a result, we rely upon our subsidiaries to generate the funds necessary to meet our obligations, including the payment of amounts owed under the Notes. Our subsidiaries are separate and distinct legal entities and have no obligation to pay any amounts due pursuant to the Notes or, subject to limited exceptions for tax-sharing purposes, to make any funds available to us to repay our obligations, whether by dividends, loans or other payments. State law applicable to each of our subsidiaries restricts the amount of dividends that they may pay. Restrictions that have been or may be imposed by state regulators (either in connection with obtaining necessary approvals for our acquisitions or in connection with our regulated operations), and restrictions imposed by credit agreements applicable to certain of our subsidiaries may limit the amount of funds that our subsidiaries are permitted to transfer to us, including the amount of dividends that may be paid to us. Moreover, our rights to receive assets of any subsidiary upon its liquidation or reorganization (and the ability of holders of Notes to benefit indirectly therefrom) will be effectively subordinated to the claims of creditors of that subsidiary, including trade creditors. As of September 30, 2013, the aggregate principal amount of long-term debt of our subsidiaries (excluding long-term debt classified as Capital leases and other ) was approximately $12.3 billion. For additional information, see Capitalization.

***The provisions of the Notes relating to change of control transactions will not necessarily protect you in the event of a highly leveraged transaction, sale of assets or change in the composition of our board of directors.***

The terms of the Notes will not necessarily afford you protection in the event of a highly leveraged transaction that may adversely affect you, including a reorganization, recapitalization, restructuring, merger or other similar transactions involving us. As a result, we could enter into any such transaction even though the transaction could increase the total amount of our outstanding indebtedness, adversely affect our capital structure or credit ratings of our debt securities, or otherwise adversely affect the holders of the Notes. For a variety of reasons, these transactions may not necessarily constitute a Change of Control Repurchase Event that affords you

Table of Contents

the protections described in this prospectus supplement. See the definition of Change of Control and Change of Control Repurchase Event under Description of the Notes Purchase of Notes upon a Change of Control Event. Except as described under Description of the Notes Purchase of Notes upon a Change of Control Repurchase Event, the indenture does not contain provisions that permit the holders of the Notes to require us to repurchase the Notes in the event of a takeover, recapitalization or similar transaction.

The definition of Change of Control includes a disposition to any person of all or substantially all of our properties and assets and the properties and assets of our subsidiaries taken as a whole. Although there is a limited body of case law interpreting the phrase all or substantially all, there is no precise established definition of the phrase under applicable law. Accordingly, in certain circumstances there may be a degree of uncertainty as to whether a particular transaction would involve a disposition of all or substantially all of the properties or assets of us and our subsidiaries taken as a whole. As a result, your ability to require us to offer to repurchase Notes as a result of a transfer of less than all of our assets to another person may be uncertain.

In addition, courts in several recent decisions have raised the possibility that a change of control put right occurring as a result of a failure to have continuing directors comprising a majority of a board of directors might be unenforceable on public policy grounds under certain circumstances. Consequently, holders may not be entitled to require us to purchase their Notes in certain circumstances involving a significant change in the composition of our board of directors, including in connection with certain proxy contests.

***We may not be able to repurchase all of the Notes upon a Change of Control Repurchase Event.***

As described under Description of the Notes Purchase of Notes upon a Change of Control Repurchase Event, we will be required to offer to repurchase the Notes upon the occurrence of a Change of Control Repurchase Event. We may not have sufficient funds to repurchase the Notes for cash at such time. In addition, our ability to repurchase the Notes for cash may be limited or prohibited by law or our credit, lease or operating agreements in existence at the time. To the extent we are unable to obtain relief from any such limitations or prohibitions, we may be unable to repurchase the Notes. In that case, our failure to offer to repurchase the Notes could constitute an event of default under the supplemental indenture governing the Notes which could, in turn, constitute a default under other of our agreements relating to our indebtedness outstanding at the time.

***Subject to certain limited exceptions, the Notes will not contain restrictive covenants.***

The indenture governing the Notes does not contain restrictive covenants that would protect you from many kinds of transactions that may adversely affect you, other than certain covenants limiting liens and limiting or relating to certain change of control or other corporate transactions. For instance, the indenture does not contain covenants limiting any of the following:

- the payment of dividends to, or the repurchase of securities from, our shareholders;
- the incurrence of additional indebtedness by us or our subsidiaries;
- the issuance of common or preferred stock by us or our subsidiaries;
- our ability or our subsidiaries ability to enter into sale/leaseback transactions;
- the creation of restrictions on the ability of our subsidiaries to make payments to us;
- our ability or our subsidiaries ability to engage in asset sales;
- our ability or our subsidiaries ability to invest in or loan money to third parties; or

- our ability or our subsidiaries ability to enter into various transactions with affiliates.

As a result, we could enter into any such transaction even though the transaction could increase the total amount of our outstanding indebtedness, adversely affect our capital structure or capital resources, lower the credit ratings of our debt securities, or otherwise adversely affect the holders of the Notes.

**Table of Contents**

***The Notes are a new issue and do not have an established trading market, which may, among several other factors, negatively affect their market value.***

The Notes are a new issue of securities and there is no established trading market for the Notes. We do not intend to apply for listing of the Notes on any national securities exchange or any automated quotation system. Consequently, we cannot make any assurances as to:

- the development or sustainability of an active trading market;
- the liquidity of any trading market that may develop;