

CENTURYLINK, INC
Form PRE 14A
March 24, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ "

Check the appropriate box:

- ☒ x Preliminary Proxy Statement
☐ " **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
☐ " Definitive Proxy Statement
☐ " Definitive Additional Materials
☐ " Soliciting Material under §240.14a-12

CENTURYLINK, INC.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ x No fee required.
☐ " Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Preliminary Proxy Materials

dated March 24, 2014;

Subject to completion

**2014 Notice of Annual Meeting
and Proxy Statement
and
Annual Financial Report**

May 28, 2014

10:00 a.m. local time

100 CenturyLink Drive

Monroe, Louisiana

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF
SHAREHOLDERS TO BE HELD ON MAY 28, 2014**

This proxy statement and related materials are

available at www.envisionreports.com/ctl.

All references in this proxy statement or related materials to we, us, our, the Company or CenturyLink refer to CenturyLink, Inc. In addition, each reference to (i) the Board refers to our Board of Directors, (ii) our executives or executive officers refers to our nine executive officers listed in the tables beginning on page 3 of this proxy statement, (iii) meeting refers to the 2014 annual meeting of our shareholders described further herein, (iv) named executives, named officers, named executive officers or NEOs refers to the five executive officers listed in the Summary Compensation Table appearing on page 49 of this proxy statement, (v) senior officers refers to our Chief Executive Officer, each other officer subject to Section 16 of the Securities Exchange Act of 1934, and any other officer who reports directly to our Chief Executive Officer, (vi) Embarq refers to Embarq Corporation, which we acquired on July 1, 2009, (vii) Qwest refers to Qwest Communications International Inc., which we acquired on April 1, 2011, (viii) Savvis refers to SAVVIS, Inc., which we acquired on July 15, 2011, and (ix) the SEC refers to the U.S. Securities and Exchange Commission. Unless otherwise provided, all information is presented as of the date of this proxy statement.

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CenturyLink, Inc.

100 CenturyLink Drive

Monroe, Louisiana 71203

Notice of Annual Meeting of Shareholders

TIME AND DATE

10:00 a.m. local time on May 28, 2014

PLACE

Corporate Conference Room

CenturyLink Headquarters

100 CenturyLink Drive

Monroe, Louisiana

ITEMS OF BUSINESS

- (1) Elect as directors the 13 nominees named in the accompanying proxy statement
- (2) Ratify the appointment of KPMG LLP as our independent auditor for 2014
- (3) Ratify a bylaw amendment providing proxy access rights
- (4) Conduct a non-binding advisory vote regarding our executive compensation
- (5) Act upon a shareholder proposal if properly presented at the meeting
- (6) Transact such other business as may properly come before the meeting and any adjournment.

RECORD DATE

You can vote if you were a shareholder of record on April 10, 2014.

PROXY VOTING

Shareholders are invited to attend the meeting in person. Even if you expect to attend, it is important that you vote by telephone or the Internet, or by completing and returning a proxy or voting instruction card.

Stacey W. Goff

Secretary

April [], 2014

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CenturyLink, Inc.

100 CenturyLink Drive

Monroe, Louisiana 71203

PROXY STATEMENT

April [], 2014

GENERAL INFORMATION ABOUT THE ANNUAL MEETING

Why am I receiving these proxy materials?

Our Board of Directors is soliciting your proxy to vote at our 2014 annual meeting of shareholders because you owned shares of our stock at the close of business on April 10, 2014, the record date for the meeting, and are entitled to vote those shares at the meeting. Our proxy materials are being made available to you on the Internet beginning on or about April [], 2014. This proxy statement summarizes information regarding matters to be considered at the meeting. You do not need to attend the meeting to vote your shares. For additional information on our proxy materials, see Other Matters Proxy Materials appearing below.

When and where will the meeting be held?

The meeting will be held at 10:00 a.m. local time on Wednesday, May 28, 2014, in the corporate conference room at our corporate headquarters, 100 CenturyLink Drive, Monroe, Louisiana. If you would like directions to the meeting, please see our website, <http://ir.centurylink.com>.

What matters will be considered at the meeting?

Shareholders will vote on the following matters at the meeting:

Matter	Board Voting Recommendation	Page Reference
election of the 13 director nominees named herein (Item 1)	For each nominee	2
ratification of the appointment of KPMG LLP as our independent auditor for 2014 (Item 2)	For	16
ratification of a bylaw amendment providing proxy access rights (Item 3)	For	18
non-binding advisory vote regarding our executive compensation (Item 4)	For	20
the shareholder proposal described in this proxy statement if it is properly presented at the meeting (Item 5)	Against	21

How many votes may I cast?

You may cast one vote for every share of our common stock or Series L preferred stock that you owned on the record date. Our common stock and Series L preferred stock vote together as a single class on all matters. In this proxy statement, we refer to these shares as our Common Shares and Preferred Shares, respectively, and as our Voting Shares, collectively. As of the record date, we had [] Common Shares and [7,018] Preferred Shares outstanding.

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What is the difference between holding shares as a shareholder of record and as a beneficial owner?

If shares are registered in your name with our transfer agent, Computershare Investor Services L.L.C., you are the shareholder of record of those shares and you may directly vote these shares, together with any shares credited to your account if you are a participant in our automatic dividend reinvestment and stock purchase service or our employee stock purchase plans.

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If your shares are held on your behalf in a stock brokerage account or by a bank or other nominee, you are the beneficial owner of shares held in street name. We have requested that our proxy materials be made available to you by your broker, bank or nominee, who is considered the shareholder of record of those shares.

If I am a shareholder of record, how do I vote?

If you are a shareholder of record, you may vote in person at the meeting or by proxy in any of the following three ways:

call 1-800-652-8683 and follow the instructions provided;

log on to the Internet at www.envisionreports.com/ctl and follow the instructions at that site; or

request a paper copy of our proxy materials and, following receipt thereof, mark, sign and date your proxy card and return it to Computershare.

Please note that you may not vote by telephone or the Internet after 1:00 a.m. Central Time on May 28, 2014.

If I am a beneficial owner of shares held in street name, how do I vote?

As the beneficial owner, you have the right to instruct your broker, bank or nominee how to vote your shares by using any voting instruction card supplied by them or by following their instructions for voting by telephone, the Internet, or in person.

If I am a benefit plan participant, how do I vote?

Please see Additional Information About the Meeting Voting by Participants in Our Benefit Plans appearing below.

Do I need identification to attend the meeting in person?

Yes. Please bring proper identification, together with the Notice Regarding Availability of Proxy Materials mailed to you, which will serve as your admission ticket. If your shares are held in street name, please bring acceptable proof of ownership, such as a letter from your broker or an account statement stating or showing that you beneficially owned Voting Shares on the record date.

Where can I find additional information about the conduct of the meeting, voting requirements, and other similar matters relating to the meeting?

Please see Additional Information About the Meeting appearing below.

ELECTION OF DIRECTORS

(Item 1 on Proxy or Voting Instruction Card)

The first proposal for consideration at the meeting is the election of each of the 13 candidates named below as a director for a one-year term expiring at our 2015 annual meeting of shareholders, or until his or her successor is duly elected and qualified.

Acting upon the recommendation of its Nominating and Corporate Governance Committee, the Board has nominated the 13 below-named directors to stand for re-election to one-year terms at the meeting. Unless authority

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is withheld, all votes attributable to Voting Shares represented by each duly executed and delivered proxy will be cast for the election of each of the 13 below-named nominees. Under our bylaw nominating procedures, these nominees are the only individuals who may be elected at the meeting. For additional information on our nomination process, see Corporate Governance Director Nomination Process. If for any reason any such nominee should decline or become unable to stand for election as a director, which we do not anticipate, the persons named as proxies may vote instead for another candidate designated by the Board, without re-soliciting proxies.

As discussed further under Additional Information About the Meeting Vote Required to Elect Directors, each of the 13 nominees must receive a majority of the votes cast to be elected at the meeting.

Nominees For Election to the Board:

Listed below is information on each of the 13 individuals nominated to stand for re-election to the Board. As discussed further elsewhere herein, five of our below-listed nominees formerly served as directors of Embarq or Qwest prior to our acquisitions of those companies.

The Board recommends that you vote FOR each of the following nominees:

Virginia Boulet, age 60; a director since 1995; Managing Director of Legacy Capital LLC, an investment banking firm based in New Orleans, Louisiana, since March 2014; Special Counsel at Adams and Reese LLP, a law firm, from 2002 to March 2014; prior to then, practiced as a corporate and securities attorney for Phelps Dunbar, L.L.P. from 1992 to 2002 and Jones Walker LLP from 1983 to 1992; currently a director of W&T Offshore, Inc.

Key Qualifications, Experiences and Skills:

Legal experience representing telecommunications companies and regarding business combinations

Director of another publicly-held company

Peter C. Brown, age 55; a director since July 1, 2009; Chairman of Grassmere Partners, LLC, a private investment firm, since July 2009; held several executive level positions, including Chairman of the Board, President and Chief Executive Officer, with AMC Entertainment Inc., a theatrical exhibition company, between 1991 and 2009; founded EPR Properties, a NYSE-listed real estate investment trust formerly known as Entertainment Properties Trust, in 1997 and served as its non-executive Chairman of the Board of Trustees until 2003; currently a director of EPR Properties and Cinedigm Corp.; formerly a director of National CineMedia, Inc. within the past five years and a director of Embarq prior to July 1, 2009.

Key Qualifications, Experiences and Skills:

Experience as a former chief executive of a publicly-held company

Qualifies as an audit committee financial expert

Director of other publicly-held companies

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Richard A. Gephardt, age 73; a director since July 1, 2009; Chief Executive Officer and President of Gephardt Group, LLC, a multi-discipline consulting firm, since January 2005; consultant to Goldman Sachs & Co. since January 2005; strategic advisor in the government affairs practice group of DLA Piper between 2005 and 2009; senior advisor to FTI Consulting between 2007 and 2009; member of the U.S. House of Representatives from 1976 to 2005, representing Missouri's Third District and holding key leadership positions, including House Minority Leader; currently a director of Centene Corporation, Ford Motor Company, Spirit Aerosystems Holdings, Inc. and United States Steel Corporation; formerly a director of Dana Holding Company within the past five years, and a director of Embarq prior to July 1, 2009.

Key Qualifications, Experiences and Skills:

Government and labor relations expertise

Director of other publicly-held companies

W. Bruce Hanks, age 59; a director since 1992; a consultant with Graham, Bordelon and Co., Inc., an investment management and financial planning company, since 2005; Athletic Director of the University of Louisiana at Monroe from 2001 to 2004; held various executive positions at CenturyLink from 1980 through 2001, most notably Chief Operating Officer, Senior Vice President – Corporate Development and Strategy, Chief Financial Officer, and President – Telecommunications Services; worked as a certified public accountant with Peat, Marwick & Mitchell for three years prior to then; currently an advisory director of IberiaBank Corporation; also served in the past on the executive boards of several telecommunications industry associations and the boards of other publicly-owned companies.

Key Qualifications, Experiences and Skills:

Prior executive experience with, and historical knowledge of, our company and its prior acquisitions

Former experience as a certified public accountant

Qualifies as an audit committee financial expert

Prior experience as a director of other publicly-owned companies

Gregory J. McCray, age 51; a director since 2005; Chief Executive Officer of Aero Communications, Inc., which provides installation, engineering and support services to the communications industry, since July 2013; interim Chief Executive Officer of ACAL Energy Ltd., which develops fuel cell engine technology, between January 2013 and July 2013; Chairman and Chief Executive Officer of Antenova Limited, a global wireless components development company, between 2003 and December 2012; Chairman and Chief Executive Officer of PipingHot

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Networks, a wireless start-up, from 2000 to 2002; Senior Vice President, Customer Operations, at Lucent Technologies from 1997 to 2000; Sales Vice President, U.S. Eastern Region, at Lucent Technologies from 1994 to 1997; held engineering, product management and other managerial roles at AT&T and IBM from 1984 to 1993.

Key Qualifications, Experiences and Skills:

Executive experience in the communications and technology industries

Experience as a chief executive of privately-held companies that have engaged in several acquisition and divestiture transactions

Engineering expertise in communications industry

International business experience

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C. G. Melville, Jr., age 73; a director since 1968; retired in 1992 after serving as President of Melville Equipment, Inc., a family-owned distributor of marine and industrial equipment, for nearly 30 years; Chief Executive Officer of a family-owned telephone company for six years prior to its sale to CenturyLink in 1968.

Key Qualifications, Experiences and Skills:

Experience owning and managing telecommunications companies

Experience as a former chief executive of family-owned privately-held companies

Fred R. Nichols, age 67; a director since 2003; retired in 2000 from Cox Communications, Inc., where he served as Executive Vice President of Operations since 1999; held various executive positions at TCA Cable TV, Inc. (which was publicly-traded between 1982 and its sale to Cox in 1999) from 1980 to 1999, most notably serving as Chairman, President and Chief Executive Officer from 1997 to 1999 and President and Chief Operating Officer from 1989 to 1997; also served in the past on the executive boards of (i) two cable industry trade associations, (ii) Telesynergy, a cable television programming consortium, and (iii) C-SPAN, a cable television network; prior to joining TCA in 1980, worked as a commercial banker for nine years and as a certified public accountant with Peat, Marwick & Mitchell for three years.

Key Qualifications, Experiences and Skills:

Executive experience in the communications industry

Experience as a former chief executive of a publicly-held company that engaged in multiple acquisitions

Former experience as a certified public accountant and commercial banker

William A. Owens, age 73; a director since July 1, 2009; non-executive Chairman of the Board of CenturyLink since July 1, 2009; Managing Director and Chairman of AEA Investors Asia, a private equity company, since 2006; Vice Chairman, President and Chief Executive Officer of Nortel Networks Corporation, a global supplier of communications equipment, from 2004 to 2005; Chairman and Chief Executive Officer of Teledesic LLC, a satellite communications company, from 1998 to 2003; Vice Chairman, President and Chief Operating Officer of Science Applications International Corporation, a technology and engineering company, from 1996 to 1998; served in the U.S. military from 1962 to 1996, holding various key leadership positions, including Vice Chairman of the Joint Chiefs of Staff; currently a director of AEA Investors LP, Polycom, Inc., Viasystems Group, Inc. and Wipro Limited; formerly a director of Unifrax Corporation and Amerilink within the past five years; Chairman of the Board of Embark prior to July 1, 2009.

Key Qualifications, Experiences and Skills:

Executive experience in the communications industry

Experience as a former chief executive of publicly-held companies

Government relations expertise

International business experience

Director of other domestic and international publicly-held companies

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Harvey P. Perry, age 69; a director since 1990; non-executive Vice Chairman of the Board of Directors of CenturyLink since 2004; retired from CenturyLink in 2003; joined CenturyLink in 1984, serving as Secretary and General Counsel for approximately 20 years and Executive Vice President and Chief Administrative Officer for almost five years; prior to then, worked as an attorney in private practice for 15 years.

Key Qualifications, Experiences and Skills:

Prior executive experience with, and historical knowledge of, our company and its prior acquisitions

Legal experience representing telecommunications companies

Glen F. Post, III, age 61; a director since 1985; Chief Executive Officer of CenturyLink since 1992, and President since July 1, 2009 (and from 1990 to 2002); Chairman of the Board of CenturyLink between 2002 and 2009; Vice Chairman of the Board of CenturyLink between 1993 and 2002; held various other positions at CenturyLink between 1976 and 1993, most notably Treasurer, Chief Financial Officer and Chief Operating Officer.

Key Qualifications, Experiences and Skills:

Executive experience in the telecommunications business

Experience as our chief executive

Michael J. Roberts, age 63; a director since April 1, 2011; President and Chief Executive Officer and founder of LYFE Kitchen, an emerging chain of lifestyle restaurants, since February 2011; Chief Executive Officer and founder of Westside Holdings LLC, a marketing and brand development company, from 2006 to 2013; served as President and Chief Operating Officer of McDonald's Corporation, a foodservice retailer, from 2004 to 2006; served as Chief Executive Officer of McDonald's USA during 2004 and as President of McDonald's USA from 2001 to 2004; currently a director of W.W. Grainger, Inc.; formerly a director of Standard Parking Corporation within the past five years, and a director of Qwest prior to April 1, 2011.

Key Qualifications, Experiences and Skills:

Experience as a chief executive

Marketing and branding expertise

Director of other publicly-held companies

Qualifies as an audit committee financial expert

Laurie A. Siegel, age 58; a director since July 1, 2009; a business and human resources consultant since 2012; retired in September 2012 from Tyco International Ltd., a diversified manufacturing and service company, where she served as Senior Vice President of Human Resources and Internal Communications since 2003; held various positions with Honeywell International Inc. from 1994 to 2002, including Vice President of Human Resources Specialty Materials; prior to then, was director of global compensation at Avon Products and a principal of Strategic Compensation Associates; a director of Embarq prior to July 1, 2009.

Key Qualifications, Experiences and Skills:

Executive experience with a multi-national company

Human resources and executive compensation expertise

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Joseph R. Zimmer, age 60; a director since 2003; a business and financial consultant since 2002; Advisory Director of the Goldman Sachs Group from 2001 to 2002; Managing Director of the Communications, Media & Entertainment Group for the Americas in the investment banking division of Goldman, Sachs & Co. from 1999 to 2001, after acting as Managing Director and a co-head of the group from 1992 to 1999; Managing Director in the mergers and acquisitions department of Goldman, Sachs & Co. from 1988 to 1992; currently a director of FactSet Research Systems Inc. and formerly a director of Digitas Inc. within the past five years.

Key Qualifications, Experiences and Skills:

Advisory experience in the communications industry

Acquisition and investment banking expertise

Qualifies as an audit committee financial expert

Director of other publicly-owned companies

Executive Officers Who Are Not Directors:

Listed below is information on each of our executive officers who are not directors. Unless otherwise indicated, each person has been engaged in the principal occupation shown for more than the past five years.

William E. Cheek, age 58; President Wholesale Operations since July 1, 2009; served as President Wholesale Markets for Embarq from 2006 to 2009; served in similar capacities at divisions or affiliates of Sprint Nextel Corporation from 2004 to 2006.

David D. Cole, age 56; Executive Vice President Controller and Operations Support since May 2013; served as Senior Vice President Controller and Operations Support from April 2011 to May 2013 and as Senior Vice President Operations Support from 1999 to April 2011.

R. Stewart Ewing, Jr., age 62; Executive Vice President, Chief Financial Officer and Assistant Secretary.

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Stacey W. Goff, age 48; Executive Vice President, General Counsel and Secretary since July 2009; served as Senior Vice President, General Counsel and Secretary prior to then.

Maxine L. Moreau, age 52; Executive Vice President Network Services since May 2013; served as Senior Vice President Network Services from May 2012 to May 2013, as Senior Vice President, Integration and Process Improvement from 2010 to May 2012, as Senior Vice President, Centralized Operations, from 2009 to 2010, and as Vice President of Operations from 2006 to 2009.

Karen A. Puckett, age 53; Executive Vice President and Chief Operating Officer since July 2009; served as President and Chief Operating Officer from 2002 to July 2009.

Scott A. Trezise, age 45; Executive Vice President Human Resources since August 2013; served as Senior Vice President Human Resources for The Shaw Group Inc. from June 2010 until its acquisition by Chicago Bridge & Iron Company N.V. in February 2013; served as Vice President of Human Resources for Honeywell International Inc. from 2005 to June 2010.

Jeffrey H. Von Deylen, age 50; President Data Hosting Operations since May 2013; served as Senior Vice President Global Operations and Client Services from July 15, 2011 to May 2013; served as Chief Financial Officer and a director of Savvis from 2003 to July 15, 2011.

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CORPORATE GOVERNANCE

Governance Guidelines

Our Board has adopted corporate governance guidelines, which it reviews at least annually. For information on how you can obtain a complete copy of our guidelines, see [Access to Information](#) below.

Among other things, our corporate governance guidelines provide as follows:

Director Qualifications

The Board of Directors will have a majority of independent directors. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole.

The Board expects directors who change the job or responsibility they held when they were elected to the Board to volunteer to resign from the Board.

On the terms and subject to the conditions specified in our bylaws, directors will be elected by a majority vote of the shareholders and any incumbent director failing to receive a majority of votes cast must promptly tender his or her resignation to the Board.

No director may serve on more than two other unaffiliated public company boards, unless this prohibition is waived by the Board.

No director may be appointed or nominated to a new term if he or she would be age 75 or older at the time of the election or appointment.

Annually, the Board will determine affirmatively which of our directors are independent for purposes of complying with our corporate governance guidelines and the listing standards of the New York Stock Exchange, or NYSE. A director will not be independent for these purposes unless the Board affirmatively determines that the director does not, either directly or indirectly through the director's affiliates or associates, have a material commercial, banking, consulting, legal, accounting, charitable, familial or other relationship with the Company or its affiliates, other than as a director.

Director Responsibilities

The Board periodically reviews our long-term strategic plans, and annually holds a multi-day strategic planning session.

Directors are required to hold confidential all non-public information obtained due to their directorship position absent the express permission of the Board to disclose such information.

Unless otherwise determined by the Board, when a management director retires or ceases to be an active employee for any other reason, that director will be considered to have resigned concurrently from the Board.

Chairman; Lead Outside Director

The Board elects a Chairman from among its members. The Chairman may be a director who also has executive responsibilities, including the CEO (an executive chair), or may be one of the Company's independent directors (a non-executive chair). The Board believes it is in the best interests of the Company for the Board to remain flexible with respect to whether to elect an executive chair or a non-executive chair so that the Board may provide for succession planning and respond effectively to changes in circumstances.

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The non-management directors meet in executive session at least quarterly. The lead outside director elected by the independent directors may call additional meetings of the non-management directors at any time. At all times during which the Chairman is a non-executive chair, all of the functions and responsibilities of the lead outside director shall be performed by the non-executive chair.

CEO Evaluation and Management Succession

The Nominating and Corporate Governance Committee conducts an annual review of the CEO's performance and provides a report of its findings to the Board.

The Nominating and Corporate Governance Committee reports periodically to the Board on succession planning.

Recoupment of Compensation

If the Board or any committee of the Board determines that any bonus, incentive payment, commission, equity award or other compensation awarded to or received by an executive officer was based on any financial or operating result that was impacted by the executive officer's knowing or intentional fraudulent or illegal conduct, we may recover from the executive officer the compensation the Board or any committee of the Board considers appropriate under the circumstances.

Stock Ownership Guidelines

We require our executive officers to beneficially own CenturyLink stock equal in market value to specified multiples of their annual base salary. All executive officers have three years from the date they first become subject to a particular ownership level to attain that target.

We require our outside directors to beneficially own CenturyLink stock equal in market value to five times their annual cash retainer. Outside directors have five years from their election or appointment date to attain that target.

For any year during which an executive or director does not meet his or her ownership target, the executive or director is expected to hold a specified percentage of the CenturyLink stock that the executive or director acquires through our equity compensation programs, excluding shares sold to pay taxes associated with the acquisition thereof.

The Compensation Committee administers the guidelines, and may modify their terms and grant hardship exceptions in its discretion.

See Compensation Discussion and Analysis Stock Ownership Guidelines for information on the executive ownership multiples and the holding percentages currently in effect.

Standards of Business Conduct and Ethics

All of our directors, officers and employees are required to abide by our long-standing ethics and compliance policies and programs, which include standards of business conduct.

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Any waiver of our policies, principles or guidelines relating to business conduct or ethics for executive officers or directors may be made only by the Board or one of its duly authorized committees.

Other

Directors have full access to our officers and employees.

Like most other NYSE-listed companies, (i) all of the Board's standing committees are comprised solely of independent directors, (ii) we provide orientation for new directors, (iii) we maintain a continuing education program for our directors, and (iv) the Board and each committee conducts annual self-reviews.

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Independence

Based on the information made available to it, the Board of Directors has affirmatively determined that each of our non-management directors qualifies as an independent director under the standards referred to above under Governance Guidelines, with the exception of Richard A. Gephardt, who is the Chief Executive Officer and President, and a principal, of a consulting firm from which we have purchased labor advisory services since 2011. In making these determinations, the Board, with assistance from counsel, evaluated responses to a questionnaire completed by each director regarding relationships and possible conflicts of interest. In its review of director independence, the Board considered all known commercial, banking, consulting, legal, accounting, charitable, familial or other relationships any director may have with us.

Some of our directors are employed by or affiliated with companies with which we do business in the ordinary course, either as a service provider, a customer or both. As required under the NYSE listing standards and our corporate governance guidelines, our Board examined the amounts spent by us with those companies and by those companies with us. In all cases the amounts spent under these transactions fell well below the threshold established in the NYSE listing standards and in our corporate governance guidelines. Consequently, our Board concluded that the amounts spent under these transactions did not create a material relationship with us that would interfere with the exercise of independent judgment by any of these directors other than Mr. Gephardt.

Committees of the Board

During 2013, the Board of Directors held ten meetings, including a three-day strategic planning session.

During 2013, the Board's Audit Committee held eight meetings. The Audit Committee is currently composed of four independent directors, all of whom the Board has determined to be audit committee financial experts, as defined under the federal securities laws. The Audit Committee's functions are described further below under Audit Committee Report.

The Board's Compensation Committee met seven times during 2013. The Compensation Committee is currently composed of five directors, all of whom qualify as non-employee directors under Rule 16b-3 promulgated under the Securities Exchange Act of 1934 and all of whom, other than Harvey P. Perry, qualify as outside directors under Section 162(m) of the Internal Revenue Code. The Compensation Committee is described further below under Compensation Discussion and Analysis.

The Board's Nominating and Corporate Governance Committee (which we refer to below as the Nominating Committee) met four times during 2013. The Nominating Committee is responsible for, among other things, (i) recommending to the Board nominees to serve as directors and officers, (ii) monitoring the composition and size of the Board and its committees, (iii) periodically reassessing our corporate governance guidelines described above, (iv) leading the Board in its annual review of the Board's performance, (v) reviewing shareholder proposals and making recommendations to the Board regarding how to respond, (vi) conducting an intensive annual review of the performance of our Chief Executive Officer, including interviewing each of our other senior officers, and (vii) reporting to the Board on succession planning for senior executive officers and appointing an interim CEO if the Board does not make such an appointment within 72 hours of the CEO dying or becoming disabled. For information on the director nomination process, see Director Nomination Process below.

The Board also maintains a Risk Evaluation Committee, which met four times during 2013. This Committee is described further below under the heading Risk Oversight.

Each of the committees listed above is composed solely of independent directors under the standards referred to above under Governance Guidelines.

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The table below lists the Board's standing committees and their membership:

Outside Director⁽¹⁾	Audit Committee Member	Compensation Committee Member⁽²⁾	Nominating and Corporate Governance Committee Member	Risk Evaluation Committee Member
Virginia Boulet		ü	Chair	
Peter C. Brown	ü			ü
W. Bruce Hanks	Chair			ü
Gregory J. McCray			ü	ü
C. G. Melville, Jr.			ü	Chair
Fred R. Nichols		ü	ü	
William A. Owens		ü	ü	
Harvey P. Perry		ü		
Michael J. Roberts	ü			
Laurie A. Siegel		Chair		
Joseph R. Zimmer	ü			

- (1) Glen F. Post, III does not serve on any board committees, other than the Special Pricing Committee described below. Richard A. Gephardt does not serve on any board committees.
- (2) The Compensation Committee maintains an Incentive Awards Subcommittee (the Subcommittee) comprised of Ms. Boulet, Mr. Nichols, Adm. Owens and Ms. Siegel.

If you would like additional information on the responsibilities of the committees listed above, please refer to the committees' respective charters, which can be obtained in the manner described below under Access to Information.

The Board has also established a Special Pricing Committee that has authority to approve the terms and offering prices of any CenturyLink securities sold pursuant to our outstanding shelf registration statement. This *ad hoc* committee is comprised of Peter C. Brown, W. Bruce Hanks, Glen F. Post, III and Joseph R. Zimmer.

During 2013, all of our directors attended at least 75% of the aggregate number of all board meetings and all meetings of board committees on which they served. In addition, each of our directors then in office attended the 2013 annual shareholders' meeting.

Director Nomination Process

Nominations for the election of directors at our annual shareholders' meetings may be made by the Board (upon the receipt of recommendations of the Nominating Committee) or by any shareholder of record who complies with our bylaws. Under our advance notice bylaw, any shareholder of record interested in making a nomination generally must deliver written notice to the Company's Secretary not more than 180 days and not less than 90 days in advance of the first anniversary of the preceding year's annual shareholders' meeting. For the meeting this year, the Board has nominated the 13 nominees listed above under Election of Directors to stand for election as directors, and no shareholders submitted any nominations. For further information on deadlines for submitting nominations for our 2015 annual shareholders' meeting, see Other Matters Shareholder Nominations and Proposals for the 2015 Annual Meeting.

The written notice required to be sent by any nominating shareholder must include various information, including, as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is being made, (i) the name and address of such shareholder, any such beneficial owner, and any other parties affiliated, associated or acting in concert therewith, (ii) their beneficial ownership interests in our Voting Shares, including disclosure of arrangements that might cause such person's voting, investment or

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economic interests in our Voting Shares to differ from those of our other shareholders, (iii) certain additional information concerning such parties required under the federal proxy rules, (iv) a description of all agreements with respect to the nomination among the nominating shareholder, any beneficial owner, any person acting in concert with them, each proposed nominee and certain other persons, and (v) a representation whether any such person intends to solicit proxies or votes in support of their proposed nominees. With respect to each proposed nominee, the written notice must also, among other things, (i) set forth biographical and other data required under the federal proxy rules and a description of various compensation or other arrangements or relationships between each proposed nominee and the nominating shareholder and its affiliated parties and (ii) furnish both a completed and duly executed questionnaire and a duly executed agreement designed to disclose various aspects of the proposed nominee's background, qualifications and certain specified arrangements with other persons, as well as to receive the proposed nominee's commitment to abide by certain specified agreements and undertakings. We may require a proposed nominee to furnish other reasonable information or certifications. Shareholders interested in bringing before a shareholders' meeting any matter other than a director nomination should consult our bylaws for additional procedures governing such requests. We may disregard any nomination or submission of any other matter that fails to comply with these bylaw procedures.

The Nominating Committee will consider candidates nominated by shareholders in accordance with our bylaws. Upon receipt of any such nominations, the Nominating Committee will review the submission for compliance with our bylaws, including determining if the proposed nominee meets the bylaw qualifications for service as a director. These provisions disqualify any person who (i) fails to respond satisfactorily to any inquiry for information to enable us to make certifications required by the Federal Communications Commission under the Anti-Drug Abuse Act of 1988, (ii) has been arrested or convicted of certain specified drug offenses or engaged in actions that could lead to such an arrest or conviction or (iii) fails to furnish any materials or agreements required to be provided by director nominees under our bylaws, or makes false statements or materially misleading statements or omissions in connection therewith.

In the past, the Nominating Committee has considered director candidates suggested by Committee members, other directors, senior management and shareholders. In connection with our July 1, 2009 merger with Embarq, we added to our Board seven directors who previously served as directors of Embarq, four of whom continue to serve. Similarly, in connection with our April 1, 2011 merger with Qwest, we added to our Board four directors who previously served as directors of Qwest, one of whom continues to serve. During the several years preceding the Embarq merger, the Nominating Committee retained, on an as-needed basis, national search firms to help identify potential director candidates, including three directors added to the Board between 2003 and 2005. The Nominating Committee may retain search firms from time to time in the future to help identify additional director candidates. With respect to this year's meeting, all of the nominees are incumbent directors with several years of prior service on our Board or the boards of Embarq or Qwest.

Under our corporate governance guidelines, the Nominating Committee assesses director candidates based on their independence, diversity, character, skills and experience in the context of the needs of the Board. Although the guidelines permit the Nominating Committee to adopt additional selection guidelines or criteria, it has chosen not to do so. Instead, the Nominating Committee annually assesses skills and characteristics then required by the Board based on its membership and needs at the time of the assessment. In evaluating the needs of the Board, the Nominating Committee considers the qualifications of incumbent directors and consults with other members of the Board and senior management. In addition, the Nominating Committee seeks candidates committed to representing the interests of all shareholders and not any particular constituency. The Nominating Committee believes this flexible approach enables it to respond to changes caused by director retirements and industry developments.

In connection with assessing the needs of the Board, the Nominating Committee has sought individuals who possess skill and experience in a diverse range of fields. The Nominating Committee also has sought a mix of individuals from inside and outside of the communications industry. The table above listing biographical data about our directors includes a listing of the key qualifications, experiences and skills that the Nominating

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Committee and Board reviewed in connection with nominating or re-nominating them for service on the Board. In light of our current business and operations, we believe the following skills and experience are particularly important:

senior leadership experience

industry or technical expertise

financial, accounting or capital markets expertise

public company board experience

business combination or investment banking experience

brand marketing expertise

government, labor or human resources expertise

international business experience

legal expertise.

In connection with determining the current composition of the Board, the Nominating Committee assessed the diverse range of skills and experience of our directors outlined above, coupled with the judgment that each has exhibited and the knowledge of our operations that each has acquired in connection with their service on the Board. Although it does not have a formal diversity policy, the Nominating Committee believes that our directors possess a diverse range of backgrounds, perspectives, skills and experiences.

Although we do not have a history of receiving director nominations from shareholders, the Nominating Committee envisions that it would evaluate any such candidate on the same terms as other proposed nominees, but would place a substantial premium on retaining incumbent directors who are familiar with our management, operations, business, industry, strategies and competitive position, and who have previously demonstrated a proven ability to provide valuable contributions to the Board and CenturyLink.

Please see [Proposal to Ratify a New Proxy Access Bylaw](#) for a discussion of a proposal that, if ratified at the meeting, could have a substantial impact on our procedures outlined above.

Compensation Setting Process

The Compensation Committee hires consulting firms to assist it in setting executive and director compensation. In late 2010, the Committee retained Hay Group, following a nationwide search to replace PricewaterhouseCoopers LLC, which advised the Committee for the previous six years. For additional information on the processes used by the Committee to set executive compensation, see [Compensation Discussion and Analysis](#).

Risk Oversight

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Our Board oversees our Company's risk management function, which is a coordinated effort among our business units, our senior leadership, our risk management personnel and our internal audit department. Our directors typically discharge their risk oversight responsibilities by having management provide periodic briefing and information sessions. In some cases, including major new acquisitions, capital expenditures or strategic investments, the full Board participates in risk oversight. In most cases involving recurring systemic risk, a Board committee is primarily responsible for risk oversight. For many years, our Board has maintained a Risk Evaluation Committee, which is responsible for assisting management to identify, monitor, and manage recurring risks to our business, properties and employees. The Risk Evaluation Committee regularly monitors our litigation, cybersecurity initiatives, insurance coverages and the status of our labor relations, and is also responsible for overseeing our ethics

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and compliance program. The Board's other committees are responsible for overseeing specific risks, particularly the Audit Committee with respect to financial, tax and accounting risks and the Compensation Committee with respect to compensation risks. For a discussion of the Compensation Committee's risk analysis, see Compensation Discussion and Analysis Our Compensation Decision-Making Process Risk Assessment. The Board regularly receives reports from each of these committees, and periodically receives enterprise risk management reports from management.

Top Leadership Positions and Structure

Admiral William A. Owens serves as our non-executive Chairman and lead outside director. As explained further on our website, you may contact Adm. Owens by writing a letter to the Chairman and Lead Outside Director, c/o Post Office Box 5061, Monroe, Louisiana 71211, or by sending an email to boardinquiries@centurylink.com. As indicated above, the non-management directors meet in executive session at least quarterly.

Adm. Owens was appointed as our Chairman and lead outside director on July 1, 2009, in connection with our acquisition of Embarq. Prior to July 1, 2009, Adm. Owens served as chairman of Embarq, and, prior to that, as the chief executive of a communications equipment provider and a satellite company. We believe Adm. Owens' service as our Chairman has facilitated the post-merger integration of the management and operations of CenturyLink and Embarq.

The Board believes that the separation of the Chairman and CEO positions has functioned effectively over the past several years. Separating these positions allows our CEO to have primary responsibility for the operational leadership and strategic direction of our business, while allowing our Chairman to lead the Board in its fundamental role of providing guidance to and independent oversight of management. While our bylaws and corporate governance guidelines do not require our Chairman and CEO positions to be separate, the Board believes that delegating responsibilities between Adm. Owens, as Chairman, and Mr. Post, as CEO, is the appropriate leadership structure for our Company at this time. Our Board, however, periodically reviews its leadership structure and may make such changes in the future as it deems appropriate. The Board believes that its programs for overseeing risk would be effective under a variety of top leadership structures, and, accordingly, this factor has not materially affected its current choice of structure.

Waivers of Governance Requirements

Members of our Board are subject to our corporate governance guidelines, which, among other things, prohibit a director from serving on more than two additional unaffiliated public company boards. In addition to serving on our Board, Richard A. Gephardt and William A. Owens serve on the board of directors of more than two unaffiliated public companies. In connection with appointing both of them to the Board, the Board waived compliance by each of them with the above-described service limitation, subject to the understanding that this waiver permits such individuals to serve only on the boards of the unaffiliated companies on which they were then serving, unless and until the individual is permitted to accept a new directorship under our corporate governance guidelines then in effect due to any future reductions in the number of the individual's directorships, any future changes in such guidelines, or any future additional waivers granted by the Board.

Access to Information

The following documents are posted on our website at www.centurylink.com:

Amended and restated articles of incorporation

Bylaws

Corporate governance guidelines

Charters of our Board committees

Edgar Filing: CENTURYLINK, INC - Form PRE 14A

Corporate ethics and compliance program documents, including the CenturyLink Code of Conduct.

Table of Contents**RATIFICATION OF THE SELECTION OF THE INDEPENDENT AUDITOR****(Item 2 on Proxy or Voting Instruction Card)**

The Audit Committee of the Board has appointed KPMG LLP as our independent auditor for the fiscal year ending December 31, 2014, and we are submitting that appointment to our shareholders for ratification on an advisory basis at the meeting. Although shareholder ratification of KPMG's appointment is not legally required, we are submitting this matter to the shareholders, as in the past, as a matter of good corporate practice.

If the shareholders fail to vote on an advisory basis in favor of the appointment, the Audit Committee will reconsider whether to retain KPMG LLP, and may appoint that firm or another without re-submitting the matter to the shareholders. Even if the shareholders ratify the appointment, the Audit Committee may, in its discretion, select a different independent auditor at any time during the year if it determines that such a change would be in the Company's best interests. In connection with selecting the independent auditor, the Audit Committee reviews the auditor's qualifications, geographic reach, control procedures, cost, proposed staffing, prior performance and other relevant factors.

In connection with the audit of the 2014 financial statements, we entered into an engagement letter with KPMG LLP which sets forth the terms by which KPMG will provide audit services to us. Any future disputes between KPMG and us under that letter will be subject to certain specified alternative dispute resolution procedures.

The following table lists the aggregate fees and costs billed to us by KPMG and its affiliates for the 2012 and 2013 services identified below:

	Amount Billed	
	2012	2013
Audit Fees ⁽¹⁾	\$ 8,756,591	\$ 9,310,003
Audit-Related Fees ⁽²⁾	114,903	340,434
Tax Fees ⁽³⁾	499,865	2,483,641
Other ⁽⁴⁾		309,047
Total Fees	\$ 9,371,359	\$ 12,443,125

- (1) Includes the cost of (i) services rendered in connection with auditing our annual consolidated financial statements, (ii) auditing our internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, (iii) reviewing our quarterly financial statements, (iv) auditing the financial statements of several of our subsidiaries, (v) services rendered in connection with reviewing our registration statements and issuing related comfort letters, (vi) statutory audits for certain of our foreign subsidiaries, and (vii) consultations regarding accounting standards.
- (2) Includes the cost of preparing agreed upon procedures reports and providing general accounting consulting services.
- (3) Includes costs associated with (i) assistance in preparing income tax returns and related matters (which were approximately \$24,000 in 2012 and \$99,000 in 2013), (ii) assistance with various tax audits (which were approximately \$16,000 in 2012 and \$0 in 2013), and (iii) general tax planning, consultation and compliance (which were approximately \$460,000 in 2012 and \$2,385,000 in 2013).
- (4) Reflects professional services provided in 2013 in connection with a system assessment project.

The Audit Committee maintains written procedures that require it to annually review and pre-approve the scope of all services to be performed by our independent auditor. This review includes an evaluation of whether the provision of non-audit services by our independent auditor is compatible with maintaining the auditor's independence in providing audit and audit-related services. The Committee's procedures prohibit the independent auditor from providing any non-audit services unless the service is permitted under applicable law and is pre-approved by the Audit Committee or its Chairman. The Chairman is authorized to pre-approve projects

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expected to cost no more than \$100,000, provided the total cost of all projects pre-approved by the Chairman during any fiscal quarter does not exceed \$150,000. The Audit Committee has pre-approved the Company's independent auditor to provide up to \$75,000 per quarter of miscellaneous permitted tax services that do not constitute discrete and separate projects. The Chairman and the Chief Financial Officer are required periodically to advise the full Committee of the scope and cost of services not pre-approved by the full Committee. Although applicable regulations waive these pre-approval requirements in certain limited circumstances, the Audit Committee did not use these waiver provisions in either 2012 or 2013.

KPMG has advised us that one or more of its partners will be present at the meeting. We understand that these representatives will be available to respond to appropriate questions and will have an opportunity to make a statement if they desire to do so.

Ratification of KPMG's appointment as our independent auditor for 2014 will require the affirmative vote of the holders of at least a majority of the Voting Shares present or represented at the meeting.

The Board unanimously recommends a vote FOR this proposal.

AUDIT COMMITTEE REPORT

Management is responsible for our internal controls and financial reporting process. Our independent auditor is responsible for performing an independent audit of our consolidated financial statements and the effectiveness of our internal control over financial reporting, and to issue reports thereon. As more fully described in its charter, the Audit Committee is responsible for assisting the Board in its general oversight of these processes, and for appointing the independent auditor.

In this context, the Committee has met and held discussions with management and our internal auditors and independent auditor for 2013, KPMG LLP. Management represented to the Committee that our consolidated financial statements were prepared in accordance with generally accepted U.S. accounting principles. The Committee has reviewed and discussed with management and KPMG the consolidated financial statements, and management's report and KPMG's report and attestation on internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002. The Committee also discussed with KPMG matters required to be discussed by Auditing Standard No. 16, *Communications with Audit Committees*. Among other matters, the Committee also:

reviewed the scope of and overall plans for the annual audit and the internal audit program;

reviewed and discussed each quarterly and annual earnings press release;

received periodic reports from the director of internal audit, and met with other members of the internal audit staff;

received periodic reports pursuant to our policy for the submission and confidential treatment of communications from employees and others about accounting, internal controls and auditing matters;

reviewed with management the scope and effectiveness of our disclosure controls and procedures; and

received an annual report with regard to any hiring of former employees of KPMG.

KPMG also provided to the Committee the written disclosures required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with audit committees concerning independence. The Committee discussed with KPMG that firm's independence, and considered the effects that the provision of non-audit services may have on KPMG's independence.

Based on and in reliance upon the reviews and discussions referred to above, and subject to the limitations on the role and responsibilities of the Committee referred to in its charter, the Committee recommended that the Board of Directors include the audited consolidated financial

statements in our Annual Report on Form 10-K for the year ended December 31, 2013.

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If you would like additional information on the responsibilities of the Audit Committee, please refer to its charter, which you can obtain in the manner described above under Corporate Governance Access to Information.

Submitted by the Audit Committee of the Board of Directors.

W. Bruce Hanks (Chair)
Michael J. Roberts

Peter C. Brown
Joseph R. Zimmel

PROPOSAL TO RATIFY A NEW PROXY ACCESS BYLAW

(Item 3 on Proxy or Voting Instruction Card)

For the reasons discussed below, in February 2014 the Board adopted a new bylaw permitting shareholders to include shareholder-nominated director candidates in our annual meeting proxy materials, along with Board-nominated candidates. We are asking our shareholders to ratify this new bylaw at the meeting.

Terms of Proxy Access Bylaw

A summary of the proxy access bylaw amendment (the Proxy Access Bylaw) is set forth below. This summary of the Proxy Access Bylaw is qualified in its entirety by reference to the text of the Proxy Access Bylaw, which constitutes Section 5.3 of Article IV of our Bylaws and is fully set forth in *Appendix A* attached to this Proxy Statement.

Shareholder Eligibility to Nominate up to 20% of Our Directors. If ratified by our shareholders, the Proxy Access Bylaw would permit any shareholder, or group of up to ten shareholders, owning 3% or more of our outstanding Common Shares continuously for at least the previous three years to include the number of director nominees specified below in our annual meeting proxy materials.

The maximum number of shareholder-nominated candidates allowed per annual meeting of shareholders would be equal to 20% of the number of directors serving on the Board at the time the below-described notice is required to be submitted to us. If the 20% calculation does not result in a whole number, the maximum number of shareholder-nominated candidates would be the closest whole number below 20%. Based on our current Board size of 13 directors, the maximum number of shareholder-nominated candidates that we would be required to include in our proxy materials for an annual meeting is two. The number of permitted candidates would include nominees submitted under the Proxy Access Bylaw that were either later withdrawn or that the Board subsequently decided to include in that year's proxy materials as Board-nominated candidates. If the number of shareholder-nominated candidates exceeds 20%, each nominating shareholder would select one nominee for inclusion in our proxy materials until the maximum number is reached, selecting in order from the largest to the smallest of such shareholders based upon the number of Common Shares held by each nominating shareholder or group of shareholders.

Nominating Procedure. Under the Proxy Access Bylaw, requests to include director nominees in our proxy materials would need to be received within the time period applicable to notices of shareholder proposals made at annual meetings of shareholders pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended.

Each shareholder or group of shareholders seeking to include a director nominee in our proxy materials would be required to provide certain information and make certain representations and undertakings at the time of nomination, including among others:

Proof that the nominating shareholder or group of shareholders has held the required number of Common Shares for the requisite period;

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A copy of shareholder's notice on Schedule 14N required to be filed with the SEC;

The written consent of the shareholder nominee to being named in our proxy materials as a nominee and to serving as a director if elected;

The information required to be furnished by the advance notice provisions of our bylaws;

Representations regarding, among other things, the shareholder's compliance with applicable laws, including compliance with proxy solicitation rules, and the lack of an intent to change or influence control of the Company; and

Undertakings to assume liability arising out of the information that the shareholder provides to us and to comply with all other rules and regulations applicable to any solicitation in connection with the annual meeting of shareholders.

Calculation of Ownership. To ensure that the interests of shareholders seeking to include director nominees in our proxy materials are aligned with those of other shareholders, such shareholder would be considered to own only the shares for which the shareholder possesses the full voting and investment rights and the full economic interest associated with the shares. Under the Proxy Access Bylaw, borrowed or hedged shares would not count as owned shares.

Supporting Statement. Shareholders would be permitted to include in our proxy statement a 500-word statement in support of their nominees; *provided, however*, that we may omit from our proxy materials any information or statement that we believe, in good faith, would be materially false or misleading, omits a material fact, or would violate any applicable law or regulation.

Re-Nomination of Shareholder Nominees. Shareholder nominees who are included in our proxy materials but subsequently withdraw from, or become ineligible or unavailable for, election at the annual meeting of shareholders, or who have not received at least 25% of the votes cast at the annual meeting of shareholders would be ineligible to be a nominee at our next two annual meetings of shareholders. In addition, we would not be required to include any shareholder-nominated candidates in our proxy materials for any annual meeting of shareholders for which any shareholder nominates one or more directors for election pursuant to the advance notice provisions of our bylaws (which are also included in *Appendix A* to this Proxy Statement).

Qualifications of Shareholder Nominees. We will not be required to include any nominee information in our proxy materials for any director nominee submitted by shareholders who (i) is not independent under the listing standards of the principal U.S. exchange upon which our Common Shares are listed, any applicable rules of the SEC, or any publicly-disclosed standards used by the Board in determining and disclosing the independence of our directors, (ii) provided any information to us or our shareholders that is not accurate, truthful and complete in all material respects, or that otherwise contravenes certain specified agreements or representations, (iii) has been an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914, within the past three years, (iv) is named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in a criminal proceeding within the past ten years, or (v) is subject to certain specified orders, including final orders of certain state and federal regulators, SEC disciplinary orders, SEC cease-and-desist orders and SEC stop orders.

Each director nominee would also be required to execute and deliver, among other things, a written questionnaire and an agreement designed to disclose various aspects of the nominee's background, qualifications and certain specified arrangements with other persons, as well as to receive the nominee's commitment to abide by certain specified agreements and undertakings.

Background of and Reasons for the Proposal

The proposal is a result of an ongoing review of corporate governance matters by the Board and its Nominating and Corporate Governance Committee. The Committee considered the advantages and disadvantages of providing proxy access rights to shareholders.

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The Committee considered the view of a substantial number of our shareholders who believe that proxy access rights would increase accountability of directors to shareholders and would give shareholders a more meaningful voice in electing directors. The Committee in its evaluation gave considerable weight to the approval at our 2013 annual meeting of a shareholder proposal urging the Board to take steps necessary to adopt a proxy access bylaw on terms substantially similar to those contained in the Proxy Access Bylaw recommended by our Committee and approved by our Board and set forth in *Appendix A*.

The Committee also considered the potential harm that proxy access rights could have on the Board's effectiveness and ability to fulfill its oversight responsibility to you as shareholders. Opponents of proxy access believe that this amendment could, among other things, lead to an inexperienced, fragmented, and less effective Board with directors who may pursue narrow special interests.

Certain Effects of Approval or Disapproval of the Proposal

If approved by the shareholders at the meeting, the Proxy Access Bylaw would be effective immediately and available for use at our next annual shareholders' meeting in 2015. If the Proxy Access Bylaw is not approved by our shareholders, it will not take effect. In that event, shareholders would continue to be permitted to submit director nominations under our existing advance notification bylaw, subject to complying with various notification and informational requirements summarized under *Corporate Governance* *Director Nomination Process*, but would not have the right to require us to include information with respect to any such qualifying nominations in our proxy materials.

Vote Required

Since the Board has approved the Proxy Access Bylaw and is presenting it to shareholders for ratification, approval of the Proxy Access Bylaw will require the affirmative vote of holders of at least a majority of the Voting Shares present or represented at the meeting.

The Board of Directors recommends a vote FOR this proposal.

ADVISORY VOTE ON EXECUTIVE COMPENSATION

(Item 4 on Proxy or Voting Instruction Card)

This year we are once again providing you with the opportunity to vote on a non-binding, advisory resolution to approve the compensation of our named executive officers as disclosed in this proxy statement pursuant to the rules of the SEC.

Under our executive compensation programs, our named executive officers are rewarded for achieving specific annual and long-term goals, as well as increased shareholder value. We believe this structure aligns executive pay with our financial performance and the creation of sustainable shareholder value. The Compensation Committee of our Board continually reviews our executive compensation programs to ensure they achieve the goals of aligning our compensation with current market practices and your interests as shareholders. For additional information on our executive compensation, we urge you to read the *Compensation Discussion and Analysis* and *Executive Compensation* sections of this proxy statement.

At the meeting, we will ask you to vote, in an advisory manner, to approve the overall compensation of our executive officers, as described herein further below, including the *Compensation Discussion and Analysis*, the *Summary Compensation Table* and the other related tables and disclosures. This proposal, commonly known as a *say-on-pay* proposal, gives you the opportunity to express your views. This advisory vote is not intended to address any specific item of compensation, but rather the overall compensation policies and practices with

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respect to our named executive officers as described in this proxy statement. Accordingly, your vote will not directly affect or otherwise limit any existing compensation or award arrangement of any of our named executive officers. It is our current policy to provide you this advisory voting opportunity annually.

While this say-on-pay vote is advisory and will not be binding on our Company or the Board, it will provide valuable information to our Compensation Committee regarding shareholder sentiment about our executive compensation. Additionally, we invite shareholders who wish to communicate with our Board on executive compensation or any other matters to contact us as provided under Corporate Governance Top Leadership Positions and Structure.

Approval of this proposal will require the affirmative vote of the holders of at least a majority of the Voting Shares present or represented at the meeting.

The Board recommends that you vote FOR the overall compensation of our named executive officers as described in this proxy statement.

SHAREHOLDER PROPOSAL

(Item 5 on Proxy or Voting Instruction Card)

We periodically receive suggestions from our shareholders, some as formal shareholder proposals. We give careful consideration to all suggestions, and assess whether they promote the best long-term interests of CenturyLink and its shareholders.

The Board of Trustees of the International Brotherhood of Electrical Workers Pension Fund, located at 900 Seventh Street, NW, Washington D.C., 20001, has informed us that it beneficially owns, and has beneficially owned for more than a year, at least \$2,000 of our Common Shares and that it intends to present for consideration at the meeting the following proposal (and has furnished the following statement in support of the proposal). We take no responsibility for this proposal. Adoption of this proposal requires the affirmative vote of the holders of at least a majority of the Voting Shares present or represented at the meeting.

Shareholder Proposal: RESOLVED: Shareholders of CenturyLink (the Company) urge the Compensation Committee of the Board of Directors (the Committee) to adopt a policy requiring that senior executives retain a significant percentage of shares acquired through equity compensation programs until reaching normal retirement age or terminating employment with the Company. For the purpose of this policy, normal retirement age shall be defined by the Company's qualified retirement plan that has the largest number of plan participants. The shareholders recommend that the Committee adopt a share retention percentage requirement of at least 75 percent of net after-tax shares. The policy should prohibit hedging transactions for shares subject to this policy which are not sales but reduce the risk of loss to the executive. This policy shall supplement any other share ownership requirements that have been established for senior executives, and should be implemented so as not to violate the Company's existing contractual obligations or the terms of any compensation or benefit plan currently in effect.

Supporting Statement: Equity-based compensation is an important component of senior executive compensation at our Company. While we encourage the use of equity-based compensation for senior executives, we are concerned that our Company's senior executives are generally free to sell shares received from our Company's equity compensation plans. In our opinion, the Company's current share ownership guidelines for its senior executives do not go far enough to ensure that the Company's equity compensation plans continue to build stock ownership by senior executives over the long-term.

For example, our Company's share ownership guidelines require the Chief Executive Officer (the CEO) to hold an amount of shares equivalent to six times his base salary, or approximately 206,968 shares based on the

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current trading price. In comparison, the CEO currently owns more than a million shares. What's more, in 2012, our Company granted the CEO 58,843 time-vested stock awards and 58,844 performance-based stock awards based on target. In other words, two year's equity awards could surpass the Company's long-term share ownership guidelines for the CEO.

Our proposal seeks to better link executive compensation with long-term performance by requiring a meaningful share retention ratio for shares received by senior executives from the Company's equity compensation plans. Requiring senior executives to hold a significant percentage of shares obtained through equity compensation plans until they reach retirement age will better align the interests of executives with the interests of shareholders and the Company. A 2009 report by the Conference Board Task Force on Executive Compensation observed that such hold-through-retirement requirements give executives an ever growing incentive to focus on long-term stock price performance as the equity subject to the policy increases (available at http://www.conference-board.org/pdf_free/ExecCompensation2009.pdf).

We believe that requiring senior executives to only hold shares equal to a set target loses effectiveness over time. After satisfying these target holding requirements, senior executives are free to sell all the additional shares they receive in equity compensation.

The Board recommends that you vote AGAINST this proposal for the following reasons:

For the second consecutive year (and for the third time in five years), you are being asked to vote on this same topic. Holders of less than 25% and 27%, respectively, of the voted shares supported nearly identical proposals at our 2010 and 2013 annual shareholders' meetings. For the reasons discussed below, we continue to believe that our existing compensation policies adequately address the concerns addressed in this proposal.

The Board agrees with the proponent that equity ownership by executive officers serves to align the long-term interests of our senior executives and shareholders. We believe, however, that sensible stock ownership and compensation programs balance the importance of aligning the long-term interests of executives and shareholders with the need to permit executives and shareholders to prudently manage their personal financial affairs. As described further below, the Board believes that our stock ownership guidelines, in conjunction with our performance-based compensation plans and policies, successfully strike this balance effectively, making the adoption of the current proposal unnecessary. By contrast, the rigid anti-diversification mandate inherent in this proposal could be harmful in several respects, and put us at a competitive disadvantage for attracting and retaining executive officers.

Our executives are already subject to share ownership requirements. Our stock ownership guidelines (which are discussed further in "Corporate Governance Governance Guidelines and Compensation Discussion and Analysis Stock Ownership Guidelines") mandate significant stock ownership for all of our executives. As noted in the proponent's supporting statement, these guidelines require our CEO to beneficially own CenturyLink stock with a value of at least six times his annual base salary, and further require all other executive officers to beneficially own CenturyLink stock with a value of at least three times their annual base salary. All of our top executives own CenturyLink stock at levels well in excess of these requirements. For instance, our CEO currently holds stock valued at over 35 times his current salary. We believe that our stock ownership guidelines accomplish the proponent's intended purpose of aligning executive and shareholder interests through at-risk equity ownership.

Our compensation plans and policies further align the long-term interests of our executives and shareholders. Our executive compensation plans and policies are carefully designed to provide additional alignment of the long-term interests of our senior executives and shareholders. Typically, a substantial majority of our annual executive compensation consists of awards of time-vested and performance-based restricted stock. Our time-vested restricted stock typically vests over a three-year period so that our executives realize full value from the grants only after serving us for at least three years, while our performance-based restricted stock vests

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only if we achieve our three-year threshold level of targeted performance. As such, the value realized upon vesting of our restricted stock is directly tied to our long-term performance and the appreciation of our stock price over the vesting period, which benefits all shareholders. In addition, we have implemented both anti-hedging and anti-pledging policies to ensure that our executives bear the full economic risk and reward of their stock ownership, and that their economic interests remain fully aligned with the economic interests of our other shareholders. We also have implemented recoupment policies designed to further assure a linkage between our executive compensation and our long-term performance. We believe our compensation plans and policies, coupled with our above-described stock ownership guidelines, achieve the central objective of this shareholder proposal.

Adoption of the proponent's proposal could be harmful in several respects. While it is essential that our executive officers have a meaningful equity stake in our Company, the Board also believes that it is important that we do not place undue hardships on our executive officers and do not disable them from being able to responsibly manage their personal financial affairs. The adoption of this policy would limit our executive officers' abilities to engage in customary and prudent estate planning, portfolio diversification or charitable giving. Worse yet, these onerous restrictions could create a strong incentive for senior executives to resign in order to realize the value of their prior service. We believe that the type of retention policy described in this proposal is not common among our peers and that the adoption of this proposal would put us at a competitive disadvantage relative to our peers who do not have such restrictions.

Our guidelines, plans and policies are better balanced than the proponent's proposal. We believe our Compensation Committee of independent directors is best suited to formulate executive compensation principles and practices that discourage excessive risk-taking and promote long-term, sustainable value creation, and that it should have the flexibility to structure effective and competitive compensation policies and programs. We believe that our current mix of ownership guidelines, compensation practices and policies provide for an appropriate balance between aligning the long-term interests of management and the shareholders, while also permitting our executives to prudently manage their own affairs.

For all these reasons, our Board believes this proposal is unnecessary and undesirable, and contrary to your best interests.

Table of Contents**OWNERSHIP OF OUR SECURITIES****Principal Shareholders**

The following table sets forth information regarding ownership of our Common Shares by the persons known to us to have beneficially owned more than 5% of the outstanding Common Shares on December 31, 2013, unless otherwise noted.

Name and Address	Amount and Nature of Beneficial Ownership of Common Shares⁽¹⁾	Percent of Outstanding Common Shares⁽¹⁾
Capital Research Global Investors	72,406,172 ⁽²⁾	12.4%
333 South Hope Street		
Los Angeles, California 90071		
Blackrock, Inc.	35,059,498 ⁽³⁾	6.0%
40 East 52nd Street		
New York, New York 10022		
State Street Corporation	34,401,538 ⁽⁴⁾	5.9%
State Street Financial Center		
One Lincoln Street		
Boston, Massachusetts 02111		
Capital Income Builder	32,819,235 ⁽⁵⁾	5.6%
333 South Hope Street		
Los Angeles, California 90071		

- (1) The figures and percentages in the table above have been determined in accordance with Rule 13d-3 of the SEC based upon information furnished by the investors listed, except that we have calculated the percentages in the table based on the actual number of Common Shares outstanding on December 31, 2013, as opposed to the estimated percentages set forth in the reports of the investors referred to below in notes 2 through 5. In addition to Common Shares, we have outstanding Preferred Shares that vote together with the Common Shares as a single class on all matters. One or more persons beneficially own more than 5% of the Preferred Shares; however, the percentage of total voting power held by such persons is immaterial. For additional information regarding the Preferred Shares, see Questions and Answers About the Meeting How many votes may I cast?
- (2) Based on information contained in a Schedule 13G/A Report dated as of February 13, 2014 that this investor filed with the SEC. In this report, the investor indicated that, as of December 31, 2013, it held sole voting and dispositive power with respect to all of these shares in its capacity as an investment adviser to various investment companies, including Capital Income Builder, which has separately reported its beneficial ownership interest in what we believe to be a portion of these shares pursuant to the Schedule 13G Report described in note 5 below.
- (3) Based on information contained in a Schedule 13G/A Report dated as of February 10, 2014 that this investor filed with the SEC. In this report, the investor indicated that, as of December 31, 2013, it held sole voting power with respect to 29,818,614 of the shares and sole dispositive power with respect to all of these shares.

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- (4) Based on information contained in a Schedule 13G Report dated as of February 3, 2014 that this investor filed with the SEC. In this report, the investor indicated that, as of December 31, 2013, it shared voting and dispositive power with respect to all of these shares with various of its subsidiaries specified in such report.
- (5) Based on information contained in a Schedule 13G Report dated as of February 14, 2014 that this investor filed with the SEC. In this report, the investor indicated that, as of December 31, 2013, it held sole voting power with respect to all of these shares and sole dispositive power with respect to none of these shares in its capacity as an investment company advised by Capital Research Global Investors, whose interest in what we believe to be a portion of these shares is described in note 1 above.

Table of Contents**Executive Officers and Directors**

The following table sets forth information, as of the record date, regarding the beneficial ownership of Common Shares by our executive officers and directors. Except as otherwise noted, all beneficially owned shares are held with sole voting and investment power and are not pledged to third parties.

Name	Components of Total Shares Owned			Total Shares Beneficially Owned ⁽⁴⁾
	Unrestricted Shares Beneficially Owned ⁽¹⁾	Unvested Restricted Stock ⁽²⁾	Options or	
			Rights	
			Exercisable Within 60 Days ⁽³⁾	
Executive Officers				
Glen F. Post, III				
Karen A. Puckett ⁽⁵⁾				
R. Stewart Ewing, Jr.				
Stacey W. Goff				
William E. Cheek				
David D. Cole ⁽⁶⁾				
Maxine L. Moreau				
Jeffrey H. Von Deylen				
Scott A. Trezise				
Outside Directors:				
Virginia Boulet ⁽⁷⁾				
Peter C. Brown				
Richard A. Gephardt				
W. Bruce Hanks				
Gregory J. McCray				
C.G. Melville, Jr.				
Fred R. Nichols				
William A. Owens				
Harvey P. Perry ⁽⁸⁾				
Michael J. Roberts				
Laurie A. Siegel				
Joseph R. Zimmer ⁽⁹⁾				

All directors and executive officers as a group
(21 persons)⁽¹⁰⁾

- (1) This column includes the following number of shares allocated to the individual's account under one of our qualified 401(k) plans: [] Mr. Post; [] Ms. Puckett; [] Mr. Ewing; [] Mr. Goff; [] Mr. Cheek; [] Mr. Cole; [] Ms. Moreau; [] Mr. Von Deylen; and [] Participants in these plans are entitled to direct the voting of their plan shares, as described in greater detail elsewhere herein.
- (2) Reflects (i) for all shares listed, unvested shares of restricted stock over which the person holds sole voting power but no investment power, and (ii) with respect to our performance-based restricted stock granted to our executive officers in 2012, 2013 and 2014, the number of shares that will vest if we attain target levels of performance.
- (3) Reflects shares that the person has the right to acquire within 60 days of the record date pursuant to options granted under our incentive compensation plans; does not include (i) shares that might be issued under restricted stock units if our performance exceeds target levels, (ii) options held by former spouses, or (iii) phantom units held by Mr. Roberts that are payable in cash upon the termination of his service as a director, as described further under Director Compensation Other Benefits.
- (4) None of the persons named in the table beneficially owns more than 1% of the outstanding Common Shares. The shares beneficially owned by all directors and executive officers as a group constituted []% of the

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- outstanding Common Shares as of the record date (calculated in accordance with rules of the SEC assuming that all options listed in the table have been exercised for Common Shares retained by the recipient).
- (5) Includes [202] shares held by Ms. Puckett as custodian for the benefit of her children.
 - (6) Includes [6,898] plan shares beneficially held by Mr. Cole's wife, one of our former employees, in her accounts under our qualified 401(k) plan, as to which Mr. Cole disclaims beneficial ownership.
 - (7) Includes [955] shares held by Ms. Boulet as custodian for the benefit of her children.
 - (8) Includes [709] shares beneficially held by Mr. Perry's spouse, as to which Mr. Perry disclaims beneficial ownership, and [] shares held by Mr. Perry through our dividend reinvestment plan (as of the most recent date practicable).
 - (9) Includes [] shares held by Mr. Zimmer through our dividend reinvestment plan (as of the most recent date practicable).
 - (10) Includes (i) [7,607] shares held beneficially by the spouses of these individuals, as to which beneficial ownership is disclaimed, (ii) [1,157] shares held as custodian for the benefit of children of such individuals and (iii) [] shares held through our dividend reinvestment plan (as of the most recent date practicable), all as described further in the notes above.

COMPENSATION DISCUSSION AND ANALYSIS

In this CD&A, we first summarize our 2013 business and executive compensation highlights, our commitment to aligning executive pay with performance and value creation, our general compensation philosophy, and our compensation programs and benchmarking practices for our named executive officers in 2013. We then describe the various elements of our compensation programs in detail. Finally, we discuss our compensation decision-making process and various other compensation-related matters. Our named executive officers for 2013 were:

Glen F. Post, III	<i>Chief Executive Officer and President</i>
Karen A. Puckett	<i>Executive Vice President and Chief Operating Officer</i>
R. Stewart Ewing, Jr.	<i>Executive Vice President, Chief Financial Officer and Assistant Secretary</i>
Stacey W. Goff	<i>Executive Vice President, General Counsel and Secretary</i>
David D. Cole	<i>Executive Vice President – Controller and Operations Support</i>

Executive Summary

As described further below, the central goals of our executive pay programs are to incentivize our executives to attain objectives that we believe will create shareholder value, to reward performance that contributes to the execution of our business strategies, and to attract and retain the right executives for our business.

2013 Business Highlights. During 2013, we achieved several significant accomplishments, including the following:

Improved our core revenue (which is the sum of the strategic revenues and legacy revenues line items from our Consolidated Statements of Operations) trend by 100 basis points, to a 1.3% decline in 2013 from 2.3% in 2012, representing continued solid progress toward revenue stability and anticipated growth over time.

Generated strategic revenue growth of nearly \$400 million, a 4.7% increase from 2012, and realized 99.3% of our 2013 target goal.

Added approximately 140,000 high-speed Internet (broadband) customers during the year, representing 2.4% year over year growth.

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Expanded availability of our facilities-based video services, marketed as Prism™ TV, to approximately 800,000 additional households during 2013; achieved a record 64% increase in annual Prism™ TV customer growth, adding nearly 69,000 subscribers during the year.

Launched Managed Office, featuring user-friendly, fully managed IT services and communication solutions bundles for businesses of all sizes that deliver a level of customer service typically available only to larger business customers.

Successfully completed over \$2.5 billion of debt refinancing transactions, which, coupled with other related financing transactions, (i) simplified our capital and public reporting structure and (ii) extended the average maturity of our outstanding debt.

Completed our acquisitions of AppFog, Inc. and Tier 3, Inc., further strengthening and enhancing our managed hosting and cloud solutions infrastructure and capabilities.

Repurchased 46 million Common Shares for \$1.57 billion during 2013, representing 7.3% of shares outstanding as of December 31, 2012.

2013 Executive Compensation Highlights. During 2013, the Compensation Committee of our Board took various steps to (i) continue its prior efforts to reduce the gap between the compensation of our named executive officers and their peers at other companies caused by the rapid acquisition-driven growth in the size, territorial reach and complexity of the Company and (ii) strengthen the linkage between executive pay and our performance and strategic goals. Our recent key executive compensation decisions and highlights are summarized below.

In May 2013, we received the favorable vote of over 94% of our shareholders with regards to our annual say on pay vote.

Our 2013 operating performance resulted in annual incentive bonus performance payouts of 102% for each of our named executive officers, other than our chief operating officer, whose 2013 performance merited a 107.1% payout.

After increasing the base salaries of our named executive officers in August 2012, the Compensation Committee increased short- and long-term incentive opportunities for our named executive officers in May 2013 to address pay gaps and move compensation levels closer to the 50th percentile of market levels, as described further in Summary of 2013 Compensation for our Named Executives Shortfall in Compensation Levels.

The Compensation Committee also modified the design of our short- and long-term incentive programs, further aligning executive pay with business performance and strategies. See further discussion of these changes below under Pay for Performance.

Pay for Performance

We believe that a significant portion of our executives' compensation should be payable only when merited by our performance. Currently, all of the annual bonus compensation of each of our senior officers and half of their long-term equity incentive compensation is payable only if we attain certain specified goals, thereby placing a substantial portion of their compensation at risk. The remaining portion of our senior officers long-term equity incentive compensation is currently paid in time-vested restricted stock, the value of which is dependent on our performance over an extended vesting period. This pay element is designed to create additional incentives for our executives to focus on sustainable, long-term growth. We took the following steps in 2013 to further strengthen the linkage between our executive pay and our performance:

The above-described modifications of compensation programs increased the portion of target total direct compensation that is performance-based from 52% to 53% for our CEO and on average from 47% to 51% for our other named executives.

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The Compensation Committee increased, from 30% to 50%, the portion of the annual bonus dependent upon attainment of strategic revenue and strategic goals and increased the number and specificity of the strategic goals.

The Compensation Committee awarded half of the performance-based restricted shares based upon a new revenue target over a three year performance period and the other half upon our relative total shareholder return versus a new custom peer group over a three year performance period.

For further information on the performance goals established by our Compensation Committee, see below Annual Incentive Bonuses and Long-Term Equity Incentive Compensation. For more information on our recent financial performance, see *Appendix B* to this proxy statement.

Realized Vesting of Performance-Based Restricted Stock. Our past issuances of performance-based restricted shares provide further evidence of our pay for performance philosophy. In 2010 and 2011, the Committee granted half of the value of the executives long-term awards in the form of performance-based restricted stock measured against our total shareholder return relative to the S&P 500 index, with the other half being in the form of time-vested restricted stock.

The 2010 performance-based restricted shares had a performance period of January 1, 2010 through December 31, 2012 and our total shareholder return was 35.29%, which ranked 254 out of 471 (representing the number of S&P 500 index companies remaining) or the 46th percentile, which resulted in a 92% payout rate. Ultimately, 92% of the target number of performance-based restricted shares granted for each of our officers vested in March 2013, with all remaining shares being forfeited.

The 2011 performance-based restricted shares had a performance period of January 1, 2011 through December 31, 2013 and our total shareholder return was (14.42)%, which ranked 431 out of 472 (representing the number of S&P 500 index companies remaining) or the ninth percentile, which was below threshold and resulted in a 0% payout. In February 2014, the Compensation Committee confirmed that none of the target performance-based restricted shares granted in 2011 will vest, and all shares were forfeited.

Assessment of Say on Pay Voting Results. In May 2012 and 2013, over 96% and 94%, respectively, of the votes cast by our shareholders with respect to our say on pay proposal were favorable. In connection with making executive compensation decisions since May 2013, the Committee has taken note of this vote, and concluded that shareholders are generally satisfied with the scope and structure of our compensation programs. Nonetheless, the Committee has continued to change and refine these programs in an effort to further promote the goals of our executive compensation philosophy described below.

Our Compensation Philosophy

We compensate our senior management through a mix of programs designed to be market-competitive and fiscally responsible. More specifically, our executive compensation programs are designed to:

provide performance-based reward opportunities that support growth and innovation without encouraging excessive risk taking,

reinforce our business strategies and our creation of long-term shareholder value by making substantial amounts of our executives compensation dependent upon attaining these goals,

align the interests of executives and shareholders by providing a majority of our executive compensation in the form of long-term equity grants,

attract, retain and motivate key executives by targeting compensation at the 50th percentile of market levels with an appropriate mix of fixed and variable compensation, short-term and long-term incentives, and cash and equity-based pay,

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recognize and support outstanding contributions and results, both on an individual basis and a company or divisional basis,

manage cost and share dilution, and

promote internal equity by offering comparable remunerative opportunities to executives whom we expect to make roughly equivalent contributions, while differentiating executives' compensation arrangements when appropriate.

Our Compensation Practices

To assist us in achieving our broad compensation goals outlined above, we apply the following practices (many of which are described further elsewhere in this CD&A):

What We Do

Adhere to various other executive compensation best practices, including (i) a commitment to performance-based compensation weighted heavily towards long-term equity awards, (ii) requiring our executives to own a significant amount of our stock, (iii) reviewing annually our compensation programs to avoid encouraging excessively risky behavior, (iv) conducting annual say-on-pay votes and (v) maintaining a compensation clawback policy

Annually review the continued appropriateness of our peer group

Benchmark base salary and annual and long-term incentive opportunities against 50th percentile peer compensation levels

Incorporate into our executive compensation decisions the results of intensive annual full-day performance reviews of our senior officers led by independent directors serving on our Nominating and Corporate Governance Committee and our Compensation Committee

Limit the number of performance-based restricted shares that will vest if our total shareholder return over the applicable performance period is negative (regardless of how strong our relative performance is)

Require shareholders to approve any future severance agreements valued at more than 2.99 times the executive's target cash compensation

Require our executives to agree to compensation forfeiture covenants broader than those mandated by law.

What We Don't Do

Enter into employment agreements with our incumbent executives

Maintain a supplemental executive retirement plan

Permit our directors or employees to hedge our stock, or our directors or senior officers to pledge our stock

Pay dividends on our executives' unvested restricted stock

Permit the Compensation Committee's current consultant to provide services to CenturyLink

Pay, provide or permit (i) excessive perquisites, (ii) excise tax gross-up payments, (iii) single-trigger change of control equity acceleration benefits or (iv) other comparable disfavored compensation practices.

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Use of Benchmarking Data

With assistance from its compensation consultant, the Compensation Committee assembles peer groups of other companies comparable to CenturyLink in order to compare:

the **compensation** of our executives against individuals who work in similarly-situated positions at peer companies (compensation benchmarking), and

our relative company-wide **performance** against the performance of other peer companies (performance benchmarking). We generally endeavor to perform this analysis in the fourth quarter of a year in order to determine compensation levels and pay actions, if any, for the upcoming year. See the further discussion below in Our Compensation Decision-Making Process Review Process.

Compensation Benchmarking. Assuming targeted levels of performance are achieved, we strive to provide to each executive who has demonstrated strong performance total compensation within a range of the median of compensation levels paid by a designated group of peer companies selected by our Compensation Committee. We believe that this practice allows us to attract and retain talented executives, while also enabling us to maintain a competitive cost base with respect to compensation expense.

Over the past year, the Compensation Committee used the following data, based on input from its compensation consultant, to benchmark compensation levels for our executives against individuals who work in similarly-situated positions at comparable companies:

general survey data compiled by the compensation consultant containing compensation information about a broad range of public companies generally similar in size to us, and

compensation data publicly disclosed by companies included within the compensation peer group described below. Since our 2011 acquisitions of Qwest and Savvis, we have made several refinements to our compensation benchmarking peer group to match the increased size, complexity and diversity of our expanded operations. In August 2012, the Committee adopted the following 13-company peer group for compensation benchmarking in support of pay decisions for 2013:

Cablevision Systems Corporation
Charter Communications, Inc.
Comcast Corporation
DIRECTV
DISH Network Corporation
Frontier Communications Corporation
Liberty Global, Inc.

Motorola Solutions, Inc.
NII Holdings, Inc.
QUALCOMM Incorporated
Sprint Nextel Corporation
Time Warner Cable Inc.
Viacom Inc.

In selecting these 13 peer companies, the Committee focused principally on cable and other communications companies that are generally comparable to us in terms of size, markets and operations. The Committee elected to include two other telecommunication companies (Sprint and Frontier), but elected not to include Verizon or AT&T, both of which are substantially larger than us, or any other telecommunication companies, all of which are substantially smaller than us.

The Committee reviews its compensation benchmarking peer group annually to ensure that it remains well-suited for its intended purposes. In October 2013, in support of pay decisions for 2014, the Committee made changes to this peer group by removing Liberty Global, Inc. due to its merger and removing Frontier Communications Corporation due to a decline in revenue size.

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For additional information about how we set pay levels, see Our Compensation Decision-Making Process.

Performance Benchmarking. In 2013, the Committee constructed an additional peer group in connection with its grant of performance-based restricted stock to our senior officers on May 23, 2013. As explained in greater detail under the heading Long-Term Equity Incentive Compensation, the Committee elected to base the vesting of half of the 2013 grants of performance-based restricted shares on our relative total shareholder return between January 1, 2013 and December 31, 2015 compared to that of the 30-company industry peer group described below. In prior years, the Committee compared our total shareholder return to that of the S&P 500 index for these purposes. In 2013, the Committee determined that it could construct a broad industry peer group with historical total shareholder returns that correlate more closely with our historical total shareholder returns, when compared to correlations of our returns with the S&P 500 index and other readily-available indexes. With the aid of its compensation consultant, the Committee selected the following companies to comprise its 30-member peer group for performance benchmarking:

Finisar Corporation	Windstream Corporation
General Communication, Inc.	Consolidated Communications Holdings, Inc.
IDT Corporation	DISH Network Corporation*
Cogent Communications Group, Inc.	USA Mobility, Inc.
JDS Uniphase Corporation	Virgin Media Inc.
Time Warner Cable Inc.*	Sirius XM Radio Inc.
Motorola Solutions, Inc.*	Ciena Corporation
TW Telecom Inc.	NII Holdings, Inc.*
United States Cellular Corp	Cablevision Systems Corporation*
AT&T Inc.	Viacom Inc.*
Sprint Nextel Corporation*	LodgeNet Interactive Corporation
Level 3 Communications, Inc.	Liberty Global, Inc.*
Verizon Communications Inc.	Cincinnati Bell Inc.
Comcast Corporation*	Telephone and Data Systems, Inc.
Multiband Corporation	Crown Castle International Corp.

* Also included in the Committee's above-listed 13-company peer group used for 2013 compensation benchmarking.

Overview of Elements and Amounts of Compensation

We believe the following elements of our compensation program help us to realize our compensation philosophy and objectives:

Base Salary. Base salary provides a competitive and stable component of income to our executives, as a majority of their total compensation is variable and contingent on performance from year to year.

Annual Incentive Bonuses. This element provides competitively based short-term incentive opportunities for our executives to earn annual cash bonuses for achieving financial or strategic goals that are established by the Compensation Committee each fiscal year. See Annual Incentive Bonuses for a description of how the Committee sets goals and determines annual incentive bonuses.

Long-Term Incentive Compensation. Long-term incentive compensation ensures that our executives' interests are aligned with those of our shareholders. During 2013, the Company further strengthened the pay-for-performance component of our long-term incentive compensation program by (i) adding a new three-year revenue goal in addition to relative total shareholder return measured over a three-year performance period and (ii) constructing a new custom peer group. For further discussion, see Long-Term Equity Incentive Compensation below.

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Other Benefits. We believe our other benefit programs, which comprise a minimal portion of our executive officers' total annual compensation, are in line with standard market practices. For further discussion, see *Other Benefits* below.

Change of Control and Severance Benefits. We do not have individual employment agreements, but rather have adopted change of control agreements and an executive severance program offering customary severance benefits in order to retain executives and enhance their productivity by alleviating concerns about the economic impact of involuntary terminations of employment and, in the case of a change of control, providing continuity of management. We do not offer tax gross-up provisions and have double-trigger change of control provisions. For further discussion, see *Other Benefits* below.

Summary of 2013 Compensation for our Named Executive Officers

General. Two of the core principles of our compensation philosophy are to offer competitive compensation to our named executive officers at the 50th percentile of market levels with an appropriate mix of fixed and variable compensation. Our 2013 annual incentive bonus target percentages and the total fair value of our 2013 equity grants for our executive officers were based on these principles.

Annual Incentive Bonus Target Percentage. In determining the bonus target percentage for each senior officer, the Committee discussed each officer's responsibilities, capabilities, performance and contributions both against individual goals and objectives as well as in comparison to internal peers. The Committee also reviewed market data regarding annual incentive compensation paid to comparable executives at peer companies reflected in the benchmarking data compiled by the compensation consultant.

Long-Term Incentive Compensation. In determining the size of each senior officer's 2013 grant, the Committee (i) discussed each officer's responsibilities, capabilities, performance and contributions, (ii) reviewed market data regarding long-term incentive compensation paid to comparable executives at peer companies reflected in the benchmarking data compiled by the compensation consultant, and (iii) reviewed current equity ownership levels to ensure they are sufficient to adequately incentivize our officers to create sustainable long-term shareholder value and to mitigate the risk associated with competitor offer packages.

As discussed further below under *Shortfall in Compensation Levels*, the Committee's compensation consultant advised us in 2013 that our annual incentive bonus targets and long-term incentive compensation were both well below market-competitive compensation levels of peer companies. After assessing all of these factors, in 2013 the Committee granted the increased awards illustrated in the charts in the next section below.

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Shortfall in Compensation Levels. Over the past few years, our rapid growth through acquisitions has caused our total target compensation levels to fall well below market-competitive compensation levels. The Committee took a two-step approach to address these pay gaps and move compensation levels closer to the 50th percentile of market levels. The Committee increased named executives' salaries in August 2012, as reported in our 2013 proxy statement, and increased the named executives' short- and long-term incentive opportunities in May 2013. These changes to compensation are illustrated in the charts below.

Note: All market data reflected in the charts above represents target total direct compensation as of August 2012, which was the most recent information available when the Committee took action in May 2013.

Prior to our August 2012 base salary increases, Mr. Post's target total direct compensation was below the 25th percentile of market compensation levels and 51% of market median compensation levels. As a result of Mr. Post's strong performance and his below market-competitive level, in May 2013 the Committee took the following actions, (i) increased his bonus target percentage from 125% to 150% and (ii) increased his targeted aggregate grant date fair value from \$4,400,000 to \$6,600,000, which puts all 2013 compensation increases at risk or subject to the performance of our stock. Following these compensation increases, Mr. Post's target total direct compensation was slightly above the 25th percentile of market compensation levels and 71% of market median compensation levels.

Prior to our August 2012 base salary increases, Ms. Puckett's target total direct compensation was between the 25th and 50th percentile of market compensation levels and 70% of market median compensation levels. In May 2013, the Committee increased her bonus target percentage from 85% to 110% and increased her targeted aggregate grant date fair value from \$1,920,000 to \$2,283,750, which puts all 2013 compensation increases at risk or subject to the performance of our stock. Following these compensation increases, Ms. Puckett's target total direct compensation was between the 25th and 50th percentile of market compensation levels and 85% of market median compensation levels.

Prior to our August 2012 base salary increases, Mr. Ewing's target total direct compensation was below the 25th percentile of market compensation levels and 84% of market median compensation levels. In May 2013, the Committee increased his bonus target percentage from 85% to 110% and increased his targeted aggregate grant date fair value from \$1,488,000 to \$1,560,000, which puts all 2013 compensation increases at risk or subject to the performance of our stock. Following these compensation increases, Mr. Ewing's total direct compensation was slightly below the 50th percentile of market compensation levels and 95% of market median compensation levels.

Prior to our August 2012 base salary increases, Mr. Goff's target total direct compensation was between the 25th and 50th percentile of market compensation levels and 73% of market median compensation levels. In May 2013, the Committee increased his bonus target percentage from 65% to 110% and increased his targeted aggregate grant date fair value from \$1,104,000 to \$1,200,000, which puts all 2013 compensation increases at

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risk or subject to the performance of our stock. Following these compensation increases, Mr. Goff's target total direct compensation was below the 50th percentile of market compensation levels and 90% of market median compensation levels.

Prior to our August 2012 base salary increases, Mr. Cole's target total direct compensation was between the 25th and 50th percentile of market compensation levels and 81% of market median compensation levels. In May 2013, the Committee increased his bonus target percentage from 65% to 90% and increased his targeted aggregate grant date fair value from \$1,104,000 to \$1,140,000, which puts all 2013 compensation increases at risk or subject to the performance of our stock. Following these compensation increases, Mr. Cole's target total direct compensation was below the 50th percentile of market compensation levels and 91% of market median compensation levels.

Each element of our 2013 compensation is discussed further below under the headings Salary, Annual Incentive Bonuses and Long-Term Equity Incentive Compensation. In each case, more information on how we determined specific pay levels is located under the heading Our Compensation Decision-Making Process.

Salary

General. In the first half of 2013, the Committee determined that the named executives' then-prevailing salaries were generally in alignment with their targeted 50th percentile salary levels based on data compiled by its compensation consultant. Although several of the named executives' salaries were below mean levels, the Committee elected to make no changes to the named executives' salaries during 2013 in light of the Committee's desire to emphasize incentive compensation opportunities more than salary.

Recent Actions. In February 2014, the Committee increased Mr. Goff's salary by 5% to \$525,000. There were no other changes to our remaining executive officers' salaries.

Annual Incentive Bonuses

General. We design our annual cash bonus programs based on performance objectives that, if attained, can reasonably be expected to (i) promote our business and strategic objectives and (ii) correspond to those paid to similarly-situated and comparably skilled executives at peer companies. We currently offer annual incentive bonuses to 100% of our non-union and non-sales employees.

The 2013 bonuses paid to our named executives were calculated under a two-step process. In step one, the Committee determined that we had attained during 2013 a 14.1% operating cash flow return on average assets, which exceeded the target level established by the Committee in March 2013 under a program designed to qualify our 2013 annual bonuses as performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code. By exceeding this target, each of our named executives qualified for potential annual bonuses up to a fixed maximum amount defined as a percentage of the executive's 2013 salary.

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In step two, the Committee authorized actual bonuses substantially lower than these maximum potential bonuses. The 2013 bonuses actually paid to our named executives were determined by measuring the executives' performance against the specific objectives and targets established by the Committee in 2013 and described below under the heading Performance Objectives and Targets. The actual amounts of the named officers' 2013 bonuses were calculated as follows:

Named Officer	2013 Salary	x	Bonus Target %	x	Earned Performance %(1)	=	Bonus(2)	Actual Award as % of Salary
Glen F. Post, III	\$ 1,100,000		150%		102.0%		\$ 1,683,000	153%
<i>Chief Executive Officer and President</i>								
Karen A. Puckett	725,000		110%		107.1%		854,123	118%
<i>Executive Vice President and Chief Operating Officer</i>								
R. Stewart Ewing, Jr.	650,000		110%		102.0%		729,300	112%
<i>Executive Vice President, Chief Financial Officer and Assistant Secretary</i>								
Stacey W. Goff	500,000		110%		102.0%		561,000	112%
<i>Executive Vice President, General Counsel and Secretary</i>								
David D. Cole	475,000		90%		102.0%		436,050	92%
<i>Executive Vice President - Controller and Operations Support</i>								

(1) Calculated as discussed below under 2013 Performance Results.

(2) These bonus amounts are reflected in the Summary Compensation Table appearing below under the column Non-Equity Incentive Plan Compensation.

Performance Objectives and Targets. As noted above, in 2013 the Committee established:

A target level of operating cash flow return on average assets for purposes of fixing the maximum amount of potential annual bonuses for 2013 payable to our senior officers in accordance with Section 162(m) of the Internal Revenue Code, and

minimum, target and maximum threshold levels of operating cash flow and strategic revenues, as well as certain strategic initiative goals, for purposes of determining in early 2014 the actual amount of 2013 annual bonuses to be paid to our senior officers.

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For purposes of calculating the aggregate 2013 bonus payment to each of our named executive officers, the following goals were weighted as follows:

Named Officer	Financial Performance Objectives				Total
	Consolidated Operating Cash Flow	Consolidated Strategic Revenue	Business Unit Strategic Revenue	Strategic Initiatives ⁽¹⁾	
Glen F. Post, III	50%	30%		20%	100%
<i>Chief Executive Officer and President</i>					
Karen A. Puckett	50%	10%	20%	20%	100%
<i>Executive Vice President and Chief Operating Officer</i>					
R. Stewart Ewing, Jr.	50%	30%		20%	100%
<i>Executive Vice President, Chief Financial Officer and Assistant Secretary</i>					
Stacey W. Goff	50%	30%		20%	100%
<i>Executive Vice President, General Counsel and Secretary</i>					
David D. Cole	50%	30%		20%	100%
<i>Executive Vice President Controller and Operations Support</i>					

- (1) Each named executive's potential payout with respect to these strategic initiatives is dependent upon his or her respective business unit and area of responsibility. See further discussion below under the heading 2013 Performance Results.

The 2013 operating cash flow and strategic revenue targets set by our Committee with respect to our named officers were as follows:

Financial Performance Objectives	Performance Levels (in millions)		
	Minimum	Target ⁽¹⁾	Maximum
Consolidated Operating Cash Flow ⁽²⁾	\$ 6,977.75	\$ 7,345.00 ⁽³⁾	\$ 7,712.25
Consolidated Strategic Revenue ⁽⁴⁾	8,482.35	8,790.00	9,097.65
Business Unit Strategic Revenue ⁽⁵⁾	5,075.90	5,260.00	5,444.10

- (1) Based upon the same forecasts used in connection with our publicly-disclosed guidance.
- (2) Represents operating income plus depreciation and amortization expenses.
- (3) Represents the midpoint of a target that ranges from \$7,308.275 million to \$7,381.725 million.
- (4) Represents revenue from providing the following services: high speed internet, internet protocol television (IPTV), data hosting, cloud computing, private line/special access, Ethernet/multiprotocol label switching (MPLS), satellite video and voice over internet protocol (VoIP), all as reported in our publicly-filed financial statements.
- (5) Represents revenue derived from our business and consumer segments, all as reported in our publicly-filed financial statements; these targets were applicable to Ms. Puckett for 2013, with different targets being applicable to other officers with responsibilities regarding other operating segments.

Bonuses payable with respect to attainment of strategic initiatives were based on the Compensation Committee's assessment of each senior officer's specific contributions regarding some or all of the following five strategic initiatives selected by the Committee in consultation with management:

attainment of growth goals for our facilities-based internet protocol television service (IPTV), marketed as Prism™ TV

increases in the number of customers in our markets purchasing our data services, which we refer to as our data penetration rate

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the number of completed installations of fiber optic cables linking our network to nearby wireless towers

simplification of our network designed to reduce costs and improve our operations

attainment of hosting growth goals.

Each of these five strategic initiatives was weighed equally for Messrs. Post, Ewing, Goff and Cole (meaning that 4% of their total bonus was based on their attainment of each of these five strategic initiatives). Ms. Puckett's strategic bonus was based principally on IPTV growth and increased data penetration, and secondarily on network simplification. Depending on their responsibilities, our other senior officers' strategic bonuses were based on their contributions towards different combinations of these five goals.

Linkage of Performance Objectives with our Compensation Philosophy. The Committee selected the above-described 2013 metrics because they correlate strongly with our compensation philosophy and financial and strategic objectives for the following reasons:

Strong operating cash flow is critical to our success because it enables us to, among other things, (i) fund strategic capital investments designed to expand our business opportunities, (ii) return cash to our shareholders through dividends or share repurchases, and (iii) meet our debt and pension obligations.

Strategic revenue growth promotes our critical strategic objective of identifying new or growing revenue sources designed to offset anticipated decreases in our legacy revenues and to diversify our earnings streams.

Attaining success with respect to each of the five above-listed strategic initiatives will help us expand and diversify our customer base, reduce costs or otherwise improve our operations.

The Compensation Committee set the target levels of performance described above based on assessments of the difficulty of achieving such levels and the potential impact of such achievement on enhancing shareholder value. Based upon our earned performance levels for the past three years, our chief executive officer received bonus payments equal to 96%, 135% and 102% of target levels for 2011, 2012 and 2013, respectively.

2013 Performance Results. In February 2014, the Compensation Committee reviewed management's assessment of the Company's performance as compared to the targets established for 2013 with respect to each of our senior officers. The Committee determined that the aggregate earned performance for these performance objectives and targets was 102.0% for Messrs. Post, Ewing, Goff and Cole and 107.1% for Ms. Puckett, as described further below.

During 2013, we achieved the financial results described below which, based on the financial objective payout scale described below, resulted in the following earned performance level for each financial objective:

consolidated operating cash flow of \$7.432 billion, which exceeded its target of \$7.345 billion, thereby resulting in earned performance of 115.2% of the target level for each named executive

consolidated strategic revenue of \$8.729 billion, which was slightly under its target of \$8.790 billion, thereby resulting in earned performance of 90.1% of the target level for each named executive

Business and Consumer segment revenue of \$5.253 billion, which was slightly under its target of \$5.260 billion, thereby resulting in earned performance of 98.1% of the target level for Ms. Puckett

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Financial Objective Payout Scale

Performance Level	Consolidated Operating Cash Flow	Consolidated Strategic Revenue	Business Unit Strategic Revenue	Percentage of Earned Performance
Maximum	³ 105.0%	³ 103.5%	³ 103.5%	200%
Target	100.0%	100.0%	100.0%	100%
Threshold	95.0%	96.5%	96.5%	50%
Below Threshold	< 95.0%	< 96.5%	< 96.5%	0%

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With respect to the 20% of 2013 annual bonuses attributable to strategic initiatives, the Committee reviewed with management in early 2014 the degree to which certain specific quantitative goals or benchmarks were met, as well as qualitative assessments of each senior officer's performance. Based on these assessments, the Committee determined that earned performance for these strategic objectives was 87.0% for Messrs. Post, Ewing, Goff and Cole and 104.4% for Ms. Puckett, based on the following results:

we achieved growth goals for IPTV by initiating service in several new markets and met almost all of our target goals for new subscribers

we increased our data penetration rate, increased data revenues and gained efficiencies by integrating some internal operations, but did not meet all of our target goals for new customers

we exceeded our target goal of installations of fiber optic cables

we rolled out four multi-year projects to simplify our network to reduce costs and improve our operations, of which two are ahead of schedule and two are slightly behind schedule with mitigation plans put into place

although we made progress towards increasing the collaboration between our hosting and business segments, we fell short of achieving our goals regarding increasing revenues and improving our managed hosting and cloud platform.

Committee Discretion. As noted above, we exceeded our target for our 162(m) objectives which set the maximum 2013 bonuses payable to each of our senior officers. Although the Committee had the discretion, subject to certain limits, to either increase or decrease the bonus amounts determined on the basis of actual performance earned for financial and strategic initiative targets and goals, the Committee elected to do neither for our 2013 annual incentive bonus payments to any of our named executive officers.

Recent Actions. The Committee has not made any changes to the bonus target percentages for our executive officers since May 2013; however, the increase to Mr. Goff's base salary in February 2014 yielded an increase to his bonus target dollar amount.

Non-Executive Bonuses. Compared to our senior officers, the remainder of our employees have more diverse and individualized performance goals. When an officer or manager has responsibility for a particular business unit, division or region, the performance goals are typically heavily weighted toward the operational performance of those units or areas. Other individuals may receive individual performance goals. Depending on the level of seniority, these individuals may also receive a portion of their bonus based on overall corporate performance. As discussed below under the heading "Our Compensation Decision-Making Process," the CEO approves the performance goals of substantially all of the non-senior officers under the general supervision of the Compensation Committee.

Long-Term Equity Incentive Compensation

General. Our shareholder-approved long-term incentive compensation programs authorize the Compensation Committee to grant stock options, restricted stock, restricted stock units and various other stock-based incentives to key personnel. We believe stock incentive awards (i) encourage key personnel to focus on sustainable long-term performance, (ii) strengthen the relationship between compensation and growth in the market price of the Common Shares and thereby align management's financial interests with those of the shareholders and (iii) help attract and retain talented personnel. In March 2014, we granted long-term equity incentive compensation awards to approximately 2% of our employees.

2013 Executive Grants. During 2013, the Committee granted to our named officers the following number of (i) restricted shares that will vest over a three-year period principally in exchange for continued service (time-vested restricted shares), (ii) performance-based restricted shares that will vest in 2016 principally based on our

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relative total shareholder return (the TSR performance-based restricted shares) and (iii) performance-based restricted shares that will vest in 2016 principally based on our attainment of absolute revenue targets over the three year performance period (the absolute revenue performance-based restricted shares):

Named Officer	Time-Vested Restricted Shares		Performance-Based Restricted Shares			
	No. of Shares	Fair Value ⁽¹⁾	No. of TSR Performance-Based Restricted Shares ⁽²⁾	No. of Absolute Revenue Performance-Based Restricted Shares ⁽²⁾	Fair Value ⁽¹⁾	Total Fair Value ⁽¹⁾
Glen F. Post, III	88,145	\$ 3,300,000	44,073	44,073	\$ 3,300,000	\$ 6,600,000
<i>Chief Executive Officer and President</i>						
Karen A. Puckett	30,500	1,141,875	15,251	15,250	1,141,875	2,283,750
<i>Executive Vice President and Chief Operating Officer</i>						
R. Stewart Ewing, Jr.	20,834	780,000	10,418	10,417	780,000	1,560,000
<i>Executive Vice President, Chief Financial Officer and Assistant Secretary</i>						
Stacey W. Goff	16,026	600,000	8,014	8,013	600,000	1,200,000
<i>Executive Vice President, General Counsel and Secretary</i>						
David D. Cole	15,225	570,000	7,613	7,612	570,000	1,140,000
<i>Executive Vice President – Controller and Operations Support</i>						

- (1) For purposes of this table, we determine both time-vested and performance-based restricted shares by dividing the total fair value granted to the executive by the volume-weighted average closing price of our Common Shares over a 15-trading day period ending five trading days prior to the grant date. In the Summary Compensation Table, however, our 2013 grants of time-vested restricted stock are valued based on the closing stock price of our Common Shares on the day of grant, and our 2013 grants of performance-based restricted shares are valued as of the grant date based on probable outcomes, in each case in accordance with SEC disclosure rules. See note 1 to the Summary Compensation Table for more information.
- (2) Based on the number of restricted shares granted in 2013. As discussed further below, the actual number of shares that vests in the future may be lower or higher.

Linkage of Performance Objectives with our Compensation Philosophy. We believe basing a portion of our executives' long-term compensation on our stock performance against our industry peers is a powerful tool to incentivize our executives' performance. We further believe that meeting our annual revenue targets is critical to our long-term company strategy and, if achieved consistently and at superior levels, should maintain or increase shareholder value. Therefore in 2013, we redesigned our performance-based restricted shares to further strengthen the linkage between our performance objectives with our most important long-term goals by implementing the following design changes:

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Relative Total Shareholder Return. In 2013, the Committee, after discussions with its compensation consultant and management, changed the peer group benchmark used to measure our total shareholder return performance from the S&P 500 index to a self-selected 30-company industry peer group. See further discussion under [Use of Benchmarking Data Performance Benchmarking](#).

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An overview of our TSR performance-based restricted shares granted in 2013 is outlined below.

Performance Benchmark: Our percentile rank versus the above-described 30-company industry peer group

Performance Period: January 1, 2013 through December 31, 2015

Performance Vesting: The ultimate number of TSR performance-based restricted shares that vest will be based on our total shareholder return during the above-described performance period relative to the total shareholder return of the 30-company peer group over the same period, as illustrated in the table below; provided, however, that none of our TSR performance-based restricted shares will vest unless we attain a 6% operating cash flow annual return on average assets during the performance period (the Cash Flow Target):

Relative Total Shareholder Return		Payout as % of Target Award ⁽¹⁾
Performance Level	Company's Percentile Rank	
Maximum	≥ 75 th Percentile	200%
Target	50 th Percentile	100%
Threshold	25 th Percentile	50%
Below Threshold	< 25 th Percentile	0%

- (1) Linear interpolation is used when our relative TSR performance is between the threshold, target and maximum amounts to determine the corresponding percentage of target award earned.

Absolute Revenue Target. In 2013, the Committee introduced a new metric based principally upon the attainment of absolute revenue targets over a three-year performance period. Absolute revenue is defined as the sum of our consolidated legacy and strategic revenue, in each case defined in the same manner we reported such amounts in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC.

An overview of our absolute revenue performance-based restricted shares granted in 2013 is outlined below.

Performance Benchmark: The sum of an absolute revenue target separately established by the Subcommittee during the first quarter of the years 2013, 2014, and 2015

Performance Period: January 1, 2013 through December 31, 2015

Performance Vesting: The ultimate number of our absolute revenue performance-based restricted shares that vest will be based on our achievement of the aggregate three-year absolute revenue target, as illustrated in the table below; provided, however, none of our absolute revenue performance-based restricted shares will vest unless we attain the Cash Flow Target.

Absolute Revenue		Payout as % of Target
Performance Level	Company's Performance ⁽¹⁾	

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			Award ⁽²⁾
Maximum	³	103.5%	200%
Target		100.0%	100%
Threshold		96.5%	50%
Below Threshold		< 96.5%	0%

- (1) Sum of absolute revenue actually attained for the years 2013, 2014 and 2015 divided by the sum of absolute revenue target separately established for each of the years 2013, 2014, and 2015
- (2) Linear interpolation is used when our absolute revenue performance is between the threshold, target and maximum amounts to determine the corresponding percentage of target award earned.

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For additional information on the above-described grants, see Executive Compensation Incentive Compensation and Other Awards.

Types of Awards. We strive to pay equity compensation in forms that create appropriate incentives to optimize performance at reasonable cost, that minimize enterprise risk, that align the interests of our officers and shareholders, that foster our long-term financial and strategic objectives and that are competitive with incentives offered by other companies. Since 2008, the Committee has elected to issue all of our long-term equity compensation grants in the form of restricted stock for a variety of reasons, including:

the Committee's recognition of the prevalent use of restricted stock by our peers,

the Committee's desire to minimize the dilution associated with our rewards, and

the retentive value of restricted stock under varying market conditions.

In an effort to increase the link between our performance and executive compensation, since 2010 the Committee has issued at least half of the value of our senior officers' long-term awards in the form of performance-based restricted stock, with the other half being in the form of time-vested restricted stock. As described further above, the number of performance-based restricted shares that ultimately vest is dependent solely upon our relative total shareholder returns for the awards made between 2010 and 2012, and is dependent upon both our relative total shareholder returns and our attainment of certain absolute performance targets for awards made in 2013.

For additional information on the vesting and other terms of our equity awards (including certain voluntary limits on the number of performance-based restricted shares that vest if our total shareholder return over the performance period is negative and our intent to comply with Section 162(m) of the Internal Revenue Code) with respect to certain aspects our executive compensation, see Executive Compensation Incentive Compensation and Other Awards.

Dividends. Since 2011, all dividends paid with respect to restricted stock awards have been payable to the recipient only upon the vesting of the award.

Recent Actions. At its February 2014 meeting, the Committee granted equity awards to our senior officers on terms and in amounts substantially similar to the awards granted to them in 2013. The Committee did, however, (i) increase the targeted aggregate grant date fair value of Mr. Post's and Mr. Goff's awards from \$6,600,000 to \$7,500,000 and from \$1,200,000 to \$1,260,000, respectively, and (ii) increased the portion of each senior officer's equity awards subject to performance conditions from 50% in 2013 to 60% in 2014.

Qwest Retention Grants

As contemplated under our merger agreement with Qwest, we implemented in mid-2010 a retention program designed to ensure that over 200 of our top officers and managers had adequate incentives to remain employed with us through completion of the Qwest acquisition and the critical period of integration thereafter. All of the grant date value of the CEO's awards under this plan and three-quarters of the grant date value of all other executives' awards thereunder have been previously reported as 2010 compensation in our prior proxy statements. The remaining one-quarter of the grant date value of these awards payable to the other executives (in the form of deferred cash awards) is reported in equal installments for 2011 and 2012 in the Summary Compensation Table appearing below.

Other Benefits

As a final component of executive compensation, we provide a broad array of benefits designed to be competitive, in the aggregate, with similar benefits provided by our peers. We summarize these additional benefits below.

Retirement Plans. We maintain one or more traditional qualified defined benefit retirement plans for most of our employees who meet certain eligibility requirements, plus one or more traditional qualified defined

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contribution 401(k) plans for a similar group of our employees. With respect to these qualified plans, we maintain nonqualified plans that permit our officers to receive or defer supplemental amounts in excess of federally-imposed caps that limit the amount of benefits highly-compensated employees are entitled to receive under qualified plans. Additional information regarding our retirement plans is provided in the tables and accompanying discussion included below under the heading **Executive Compensation**.

Change of Control Arrangements. We have agreed to provide cash and other severance benefits to each of our executive officers who is terminated under certain specified circumstances following a change of control of CenturyLink. If triggered, benefits under these change of control agreements include payment of (i) a lump sum cash severance payment equal to a multiple of the officer's annual cash compensation, (ii) the officer's annual bonus, based on actual performance and the portion of the year served, (iii) certain continued welfare benefits for a limited period, and (iv) the value or benefit of any long-term equity incentive compensation, if and to the extent that the exercisability, vesting or payment thereof is accelerated or otherwise enhanced upon a change of control pursuant to the terms of any applicable long-term equity incentive compensation plan or agreement.

Under these agreements, change of control benefits are payable to our executive officers if within a certain specified period following a change in control (referred to as the **protected period**) the officer is terminated without cause or resigns with **good reason**, which is defined to include a diminution of responsibilities, an assignment of inappropriate duties, and a transfer of the officer exceeding 50 miles. We have filed with the SEC copies of our change of control agreements.

The table below shows (i) the length of the **protected period** afforded to officers following a change of control and (ii) the multiple of salary and bonus payment and years of welfare benefits to which officers will be entitled if change of control benefits become payable under our agreements and related policies:

	Protected Period	Multiple of Annual Cash Compensation	Years of Welfare Benefits
CEO	2 years	3 times	3 years
Other Executives	1.5 years	2 times	2 years
Other Officers	1 year	1 time	1 year

Effective January 1, 2011, we restructured these change of control agreements to reduce the benefits payable thereunder, to eliminate tax gross-up provisions, to eliminate modified single trigger provisions, and to narrow the rights of executives to make claims for severance benefits.

For more information on change of control arrangements applicable to our executives, including our rationale for providing these benefits, see **Executive Compensation** **Potential Termination Payments** **Payments Made Upon a Change of Control**. For information on change of control severance benefits payable to our junior officers and managers, see **Severance Benefits** immediately below.

Severance Benefits. In August 2012, the Compensation Committee adopted an executive severance plan that provides severance benefits to our senior officers and other specified key employees. The plan provides cash severance payments equal to two years of total targeted cash compensation (defined as salary plus the targeted amount of annual incentive bonus) for our CEO or one year of total targeted cash compensation for any other senior officer, payable solely if the senior officer is involuntarily terminated by us without cause in the absence of a change of control. Payments to senior officers terminated in connection with a change of control are separately governed by the change of control arrangements discussed immediately above under the heading **Change of Control Arrangements**.

Under our executive severance plan, subject to certain conditions and exclusions, more junior officers or managers receive certain specified cash payments and other benefits if they are either (i) involuntarily terminated

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without cause in the absence of a change of control or (ii) involuntarily terminated without cause or resign with good reason in connection with a change of control. Our full-time non-union employees not covered by our executive severance plan may, subject to certain conditions, be entitled to certain specified cash severance in connection with certain qualifying terminations.

In 2012, we adopted a policy requiring us to seek shareholder approval of any future senior executive severance agreements providing for cash payments, perquisites and accelerated health or welfare benefits with a value greater than 2.99 times the sum of the executive's base salary plus target bonus.

Perquisites. Officers are entitled to be reimbursed for the cost of an annual physical examination, plus related travel expenses.

Our aircraft usage policy permits the CEO to use our aircraft for personal travel without reimbursing us, and permits each other executive officer to use our aircraft for up to \$10,000 per year in personal travel without reimbursing us. In all such cases, personal travel is permitted only if aircraft is available and not needed for superseding business purposes. For purposes of valuing and reporting the use of our aircraft, we determine the incremental cost of aircraft usage on an hourly basis, calculated in accordance with applicable guidelines of the SEC. The incremental cost of this usage, which may be substantially different than the cost as determined under alternative calculation methodologies, is reported in the Summary Compensation Table appearing below. Each year the Compensation Committee receives a report on the personal use of aircraft by senior management, and determines whether or not to alter our aircraft usage policy. In connection with its recent election to retain this policy, the Committee determined that the policy was (i) providing valuable and cost-effective benefits to our executives residing in a small city with limited commercial airline service, (ii) enabling our executives to travel in a manner that we believe is more expeditious than commercial airline service, and (iii) being implemented responsibly by the executives.

On behalf of our executive officers, we pay premiums on their respective supplemental life insurance policies in amounts sufficient to provide the same death benefits available under predecessor agreements, and permit each executive officer to purchase additional post-retirement coverage at their cost.

Most years, we organize one of our regular board meetings and related committee meetings as a board retreat scheduled over a long weekend. These retreats are typically held in an area where we conduct operations, and include site visits that enable our directors and senior officers to meet with local personnel. The spouses of our directors and executive officers are invited to attend these retreats, and we typically schedule recreational activities for those who are able and willing to participate.

For more information on the items under this heading, see the Summary Compensation Table appearing below.

Other Employee Benefits. We maintain a stock purchase plan that enables our officers and most of our other employees to purchase Common Shares on attractive terms. We also maintain certain broad-based employee welfare benefit plans in which the executive officers are generally permitted to participate on terms that are either substantially similar to those provided to all other participants or which provide our executives with enhanced benefits upon their death or disability. We also maintain a supplemental disability plan designed to ensure disability payments to our officers in the event payments are unavailable from our disability insurer.

Our Compensation Decision-Making Process

Role of Compensation Committee. The Compensation Committee of our Board establishes, evaluates and monitors our executive compensation programs, subject to the Board's oversight. Specifically, the Committee (or a subcommittee thereof) approves the compensation payable to each executive officer, as well as any other senior officer.

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As described further below, the Compensation Committee's compensation decision-making process requires a careful balancing of a wide range of factors, including:

the group and individual performance and responsibilities of our executives,

the competitive compensation practices of peer companies,

the performance of our Company in relation to our peers and our internal goals,

the financial impact and risk characteristics of our compensation programs, and

our strategic and financial imperatives.

The Compensation Committee also establishes, implements, administers and monitors our director cash and equity compensation programs. For more information, see Director Compensation.

Role of Compensation Consultants. The Committee engages the services of a compensation consultant to assist in the design and review of executive compensation programs, to determine whether the Committee's philosophy and practices are reasonable and compatible with prevailing practices, and to provide guidance on specific compensation levels based on industry trends and practices.

The Committee has used Hay Group as its compensation consultant since September 2010. Throughout 2013, representatives of Hay Group actively participated in the design and development of our executive compensation programs, and attended all of the Committee's meetings. Hay Group provides no other services to the Company, and, to our knowledge, has no prior relationship with any of our named executive officers. As required by SEC rules and New York Stock Exchange listing standards, the Committee has assessed the independence of Hay Group and concluded that its work has not raised any conflicts of interest.

Review Process. Each year, the Committee and its compensation consultant use benchmarking data to determine median levels of salary, annual bonuses and equity compensation paid to executives comparable to ours. In determining how much to compensate each officer, the Committee also extensively reviews a wide range of other factors, typically including:

the officer's individual performance in terms of both results and behaviors, industry experience and particular set of skills,

the anticipated degree of difficulty of replacing the officer with someone of comparable experience and skill,

the role the officer plays in maintaining a cohesive management team and improving the performance of others,

the role the officer may have played in any recent extraordinary corporate achievements,

the officer's pay and performance relative to other officers and employees,

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the officer's prior compensation in recent years and, to a limited degree, his or her accumulated wealth under our programs, and

the recent and long-term performance of CenturyLink.

In assessing our performance, we typically review how various measures of our financial performance relate to amounts previously projected by us or market participants, as well as the results of peer telecommunications companies. We also assess operational benchmarks, such as our access line losses or customer growth in relation to our competitors.

Each year, we compile lists of compensation data relating to each of our executives. These tally sheets include the executive's salary, annual cash incentive award, equity-based compensation, perquisites, pension

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benefit accruals and other compensation. These tally sheets also contain performance highlights for each of our executives. The Compensation Committee uses these tally sheets to (i) review the total annual compensation of the executive officers, (ii) assess the executive officers performance and (iii) assure that the Committee has a comprehensive understanding of all elements of our compensation programs.

Annual Bonus Procedures. With the assistance of management and its compensation consultant, the Compensation Committee sets bonus targets annually, and, under special circumstances, more frequently than annually. For several years, the Committee has administered our annual bonus program substantially in the manner outlined above under Annual Incentive Bonuses, although 2013 was the first year that we used the two-step assessment process described in such section. The Committee is responsible for approving for each year (i) the performance objectives, (ii) the minimum, target and maximum threshold levels of performance, (iii) the weighting of the performance objectives, (iv) the amount of bonus payable if the target level of performance is attained and (v) the finally determined amount of the bonus payments.

Upon completion of the fiscal year, if necessary, our actual operating results are adjusted in accordance with the Committee's long-standing guidelines that are designed to eliminate the effects of extraordinary or non-recurring transactions that were not known, anticipated or quantifiable on the date the performance goals were established. The Committee intends to use these same guidelines to adjust as necessary, our actual revenues with respect to the absolute revenue performance-based restricted shares awarded in 2013. Then the specific bonus payments are calculated for that fiscal year using the formulas and other criteria approved the prior year by the Committee. After our Internal Audit Department has reviewed these determinations and calculations, they are provided in writing to the Committee for its review and approval.

Under our annual bonus programs, the Committee may pay the annual bonuses in cash or stock. Since 2000, the Committee has paid these bonuses entirely in cash, principally to diversify our compensation mix and prevent us from over-utilizing equity grants.

Annual Equity Grant Procedures. As explained further above, annual grants of stock awards to executives are typically made during the first quarter after we publicly release our earnings, although in some years, such as 2013, the Committee may defer grants for a variety of reasons, including to request additional information or conduct further reviews of management's performance. Grants of stock awards to newly-hired executive officers who are eligible to receive them are made at the next regularly scheduled Committee meeting following their hire date. We award our executives with a greater proportion of their total compensation in the form of equity grants compared to more junior officers.

Role of CEO and Management in Compensation Decisions. Although the Compensation Committee is responsible for all executive compensation decisions, each year it receives the CEO's recommendations, particularly with respect to senior officers' salaries. The Committee, in particular, values the CEO's input and judgment regarding:

the relative strengths and weaknesses of the other senior officers and their recent performance in terms of both results and behaviors,

the role these senior officers play in achieving our operational and strategic goals,

the potential of these senior officers to assume different, additional or greater responsibilities in the future,

internal equity issues that could impact cohesion, teamwork or the overall viability of the executive group, and

the relative criticality of retaining each senior officer, as well as such senior officer's vulnerability to job solicitations from competitors.

The Committee considers the CEO's recommendations as one of the many factors it uses to establish compensation levels for each executive.

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The CEO and the executive management team, in consultation with the Compensation Committee's compensation consultant, recommend to the Compensation Committee business goals to be used in establishing incentive compensation performance targets for our senior officers. In addition, our Executive Vice President, Human Resources, works closely with the Committee and its compensation consultant to ensure that the Committee is provided with appropriate information to discharge its responsibilities.

The CEO, in consultation with the executive management team, is responsible for approval of annual incentive targets and business goals for our non-senior officers. Annual incentive thresholds, targets, and maximum performance targets for our non-senior officers are the same as the Committee approves for our senior officers and the goals closely mirror those approved by the Committee but may have variations for weightings, inclusion or exclusion of certain goals, which may or may not be applicable to a particular business unit, group or individual. The CEO is also responsible for approving any annual salary increases, typically referred to as merit increases, earned annual bonus payout percentages, and total bonus payments for our non-senior officers, as well as individual compensation levels for all of our vice presidents. The CEO also approves all equity compensation awards to the non-senior officers, acting under authority delegated by the Compensation Committee in accordance with our shareholder approved long-term incentive plans. The Committee oversees these processes and receives an annual report from the CEO.

Risk Assessment. As part of its duties, the Compensation Committee assesses risks arising out of our employee compensation policies and practices. Based on its most recent assessment, the Committee does not believe that the risks arising from our compensation policies and practices are reasonably likely to materially adversely affect us. In reaching this determination, we have taken into account the risk exposures of our operations and the following design elements of our compensation programs and policies:

our balance of annual and long-term compensation elements at the executive and management levels,

our use of a diverse mix of performance metrics that create incentives for management to attain goals well aligned with the shareholders' interests,

the multi-year vesting of equity awards, which promotes focus on our long-term performance and mitigates the risk of undue focus on our short-term results,

clawback policies and award caps that provide safeguards against inappropriate behavior, and

bonus arrangements that generally permit either the Committee (for compensation payable to senior officers) or senior management (for compensation payable to other key employees) to exercise negative discretion to reduce the amount of certain incentive awards.

We believe these features, as well as the stock ownership requirements for our executive officers, result in a compensation program that aligns our executives' interests with those of our shareholders and does not promote excessive risk-taking on the part of our executives or other employees.

Forfeiture of Prior Compensation

For over 10 years, all recipients of our equity compensation grants have been required to contractually agree to forfeit certain of their awards (and to return to us any cash, securities or other assets received by them upon the sale of Common Shares they acquired through certain prior equity awards) if at any time during their employment with us or within 18 months after termination of employment they engage in activity contrary or harmful to our interests. The Compensation Committee is authorized to waive these forfeiture provisions if it determines in its sole discretion that such action is in our best interests. We have filed with the SEC copies of our form of equity incentive agreements containing these forfeiture provisions. Our 2010 Executive Officers Short-Term Incentive Plan contains substantially similar forfeiture provisions.

Our corporate governance guidelines authorize the Board to recover, or clawback, compensation from an executive officer if the Board determines that any bonus, incentive payment, equity award or other compensation received by the executive was based on any financial or operating result that was impacted by the executive's

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knowing or intentional fraudulent or illegal conduct. Certain provisions of the Sarbanes-Oxley Act of 2002 would require our CEO and CFO to reimburse us for incentive compensation paid or trading profits earned following the release of financial statements that are subsequently restated due to material noncompliance with SEC reporting requirements caused by misconduct. In addition, provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, which are expected to become effective upon the completion of related rulemaking, will require all of our current or former executive officers to make similar reimbursement payments in connection with certain financial statement restatements, irrespective of whether such executives were involved with the mistake that caused the restatement.

Stock Ownership Guidelines

Under our current stock ownership guidelines, the CEO is required to beneficially own CenturyLink stock equal in market value to at least six times his annual base salary, and all other executive officers are required to beneficially own CenturyLink stock valued at least three times their annual base salary. Each executive officer has three years to attain these targets.

Under our director stock ownership guidelines, each outside director must beneficially own CenturyLink stock equal in market value to five times the annual cash retainer payable to outside directors. Each outside director has five years to attain this target.

For any year during which an executive or outside director does not meet his or her ownership target, the executive or director is expected to hold 65% of the CenturyLink stock that he or she acquires through our equity compensation programs, excluding shares sold to pay related taxes.

All of our officers and directors are currently in compliance with our stock ownership guidelines. For additional information on our stock ownership guidelines, see Governance Guidelines.

Use of Employment Agreements

We have a long-standing practice of not providing employment agreements to our officers, and none of our long-standing executives has been granted an employment agreement. In connection with our recent mergers, however, we have assumed several employment agreements formerly granted by Embarq, Qwest or Savvis to its officers, and in a couple of instances have extended or renewed these arrangements to retain officers critical to our future plans.

Tax Gross-ups

We eliminated the use of tax gross-up benefits in our executives' change of control agreements and split-dollar insurance policies in 2010, and in our outside directors' executive physical program in early 2012. Consequently, we continue to provide these tax benefits only to a limited number of our officers under legacy employment agreements that are expected to lapse over the next couple of years. We do not intend to provide tax gross-up benefits in any new compensation programs.

Anti-Hedging and Anti-Pledging Policies

Under our insider trading policy, our employees and directors may not:

purchase or sell short-term options with respect to CenturyLink shares,

engage in short sales of CenturyLink shares, or

engage in hedging transactions involving CenturyLink shares which allow employees to fix the value of their CenturyLink shareholdings without all the risks of ownership or cause them to no longer have the same interests or objectives as our other shareholders.

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In addition, under our insider trading policy, our senior officers and directors are prohibited from holding our securities in a margin account or otherwise pledging our securities as collateral.

We believe that all of our senior officers and directors are currently in compliance with our anti-hedging and anti-pledging policies.

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code (the "Code") limits the amount of compensation paid to our CEO and our other three most highly compensated executive officers, other than our CFO, that may be deducted by us for federal income tax purposes in any fiscal year to \$1,000,000. Performance-based compensation that has been approved by our shareholders and otherwise satisfies the performance-based requirements under Section 162(m) of the Code is not subject to the Code's \$1,000,000 deduction limit. While the Compensation Committee believes that it is important for compensation paid to such covered employees to be tax deductible under the Code, the Compensation Committee also recognizes the need to retain flexibility to make compensation decisions that may not meet the standards of Section 162(m) when necessary to enable us to continue to attract, retain, reward and motivate highly-qualified executives. Section 162(m) is highly technical and complex, so that even when we seek favorable tax treatment thereunder, we cannot assure you that our tax position will prevail.

Impact of FASB ASC Topic 718

The accounting standards applicable to the various forms of long-term incentive plans under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718 (formerly FASB Statement 123R) constitute one factor that we consider in the design of long-term equity incentive programs. We monitor FASB ASC Topic 718 expense to ensure that it is reasonable, but expense will not be the most important factor in making decisions about our long-term incentive plans.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with management the report included above under the heading "Compensation Discussion and Analysis." Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis report be included in this proxy statement and incorporated into our Annual Report on Form 10-K for the year ended December 31, 2013.

Submitted by the Compensation Committee of the Board of Directors.

*Laurie A. Siegel (Chair)
Fred R. Nichols
Harvey P. Perry*

*Virginia Boulet
William A. Owens*

EXECUTIVE COMPENSATION

Overview

The following table sets forth certain information regarding the compensation of (i) our principal executive and financial officers and (ii) each of our three most highly compensated executive officers other than our principal executive and financial officers. Following this table is additional information regarding incentive compensation, pension benefits, deferred compensation and potential termination payments pertaining to the named officers. For additional information on the compensation summarized below and other benefits, see "Compensation Discussion and Analysis."

Table of Contents**Summary Compensation Table**

Name and Principal			Restricted	Non-Equity	Change in	All Other	
Position	Year	Salary	Stock Awards⁽¹⁾	Incentive Plan Compensation⁽²⁾	Pension Value⁽³⁾	Compensation⁽⁴⁾	Total
Glen F. Post, III	2013	\$ 1,100,000	\$ 6,086,446	\$ 1,683,000	\$	\$ 123,801	\$ 8,993,247
	2012	1,047,606	5,157,049	1,767,836	649,156	103,392	8,725,040
<i>Chief Executive Officer</i>							
<i>and President</i>	2011	1,020,800	4,706,735	1,224,960	383,282	317,667	7,653,445
Karen A. Puckett	2013	725,000	2,106,061	854,123		53,845	3,739,029
<i>Executive Vice President</i>	2012	684,562	2,250,332	1,015,837	411,822	42,838	4,405,391
	2011	663,872	2,053,858	772,022	210,954	126,342	3,827,048
<i>and Chief Operating Officer</i>							
R. Stewart Ewing, Jr.	2013	650,000	1,438,623	729,300		55,769	2,873,692
<i>Executive Vice President,</i>	2012	616,105	1,744,036	914,696	415,853	38,595	3,729,286
	2011	598,764	1,591,731	696,306	259,685	178,779	3,325,265
<i>Chief Financial Officer and Assistant Secretary</i>							
Stacey W. Goff	2013	500,000	1,106,631	561,000		37,527	2,205,158
<i>Executive Vice President,</i>	2012	450,096	1,293,966	526,336	220,263	15,965	2,506,626
<i>General Counsel and Secretary</i>							
David D. Cole	2013	475,000	1,051,288	436,050		31,048	1,993,386
<i>Executive Vice President</i>	2012	448,790	1,293,966	528,525	359,479	38,012	2,668,771
	2011	435,380	1,180,951	406,389	202,594	86,806	2,312,120
<i>Controller and Operations Support</i>							

- (1) The amounts shown in this column reflect the fair value of awards of restricted stock made in early 2013, 2012, and 2011 in connection with our program of making annual long-term incentive compensation grants. The fair value of the awards presented in the table above has been determined in accordance with FASB ASC Topic 718. For purposes of this table, in accordance with SEC disclosure rules we determined the fair value of shares of:

time-vested restricted stock using the closing trading price of our Common Shares on the day of grant (or, in 2012, the business day immediately preceding the date of grant, which was a holiday), except that in 2011 we determined the value of time-vested restricted shares using a 15-trading day volume-weighted average closing price of our Common Shares;

relative performance-based restricted stock (as defined below) granted during each year indicated as of the grant date based on probable outcomes using Monte Carlo simulations; and

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absolute performance-based restricted stock (as defined below) granted during 2013 based on probable outcomes (subject to future adjustments based upon changes in the closing trading price of our Common Shares at the end of each reporting period).

The aggregate value of the restricted stock awards granted to these named executives in 2013, based on the grant date closing trading price of our Common Shares and assuming maximum payout of his or her performance-based restricted shares, would be as follows: Mr. Post, \$9,897,877, Ms. Puckett, \$3,424,920, Mr. Ewing, \$2,339,525, Mr. Goff, \$1,799,634, and Mr. Cole, \$1,709,615. See Note 9 titled "Share-based Compensation" of the notes to our audited financial statements included in *Appendix B* for an explanation of material assumptions that we used to calculate the fair value of these stock awards.

- (2) The amounts shown in this column reflect (i) cash payments made under our annual incentive bonus plans for actual performance in the respective years (which are described further under "Incentive Compensation and Other Awards" "2013 Awards") and (ii) the portion of Ms. Puckett's, Mr. Ewing's, Mr. Goff's and Mr. Cole's August 2010 deferred cash award that was paid in two equal installments during 2011 and 2012 (which are described further under "Compensation Discussion and Analysis" "Qwest Retention Grants").
- (3) Reflects the net change during each of the years reflected in the present value of the named executives' accumulated benefits under the defined benefit plans discussed under "Pension Benefits." Each of our named executives experienced negative changes in the value of their pensions in 2013 (primarily due to increases in the discount rates used to value pension liabilities). The present value of the accumulated

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benefits under these pension plans decreased during 2013 by \$125,605 for Mr. Post, \$195,547 for Ms. Puckett, \$91,118 for Mr. Ewing, \$118,903 for Mr. Goff and \$158,184 for Mr. Cole. SEC rules dictate that such decreases be treated as a \$0 Change in Pension Value for purposes of calculating total compensation.

- (4) The amounts shown in this column are comprised of (i) reimbursements for the cost of an annual physical examination, (ii) personal use of our aircraft, (iii) contributions or other allocations to our defined contribution plans and (iv) the payment of premiums on life insurance policies, in each case for and on behalf of the named executives as follows:

Name	Year	Physical Exam	Aircraft Use	Contributions to Plans	Life Insurance Premiums Paid	Total
Mr. Post	2013	\$ 4,026	\$ 17,920	\$ 101,855	\$	\$ 123,801
	2012	2,620	15,341	85,430		103,392
	2011	3,201	20,846	102,021	191,599	317,667
Ms. Puckett	2013			53,845		53,845
	2012			42,838		42,838
	2011	3,469		51,572	71,301	126,342
Mr. Ewing	2013		7,400	48,369		55,769
	2012			38,595		38,595
	2011			47,436	131,343	178,779
Mr. Goff	2013		9,510	28,017		37,527
	2012		1,194	14,771		15,965
Mr. Cole	2013			31,048		31,048
	2012	6,577	6,272	25,163		38,012
	2011			29,981	56,825	86,806

In accordance with applicable SEC and accounting rules, we have not reflected the accrual or payment of dividends relating to unvested restricted stock as compensation in the Summary Compensation Table. In addition, the amounts shown in the Summary Compensation Table do not reflect any benefits associated with participating in recreational activities scheduled during board retreats. For additional information, see Compensation Discussion and Analysis Other Benefits Perquisites.

Incentive Compensation and Other Awards

2013 Awards. The table and discussion below summarize:

the range of potential cash payouts under short-term incentive bonus awards that were granted to each named officer on March 14, 2013 with respect to performance during 2013, and

grants of long-term compensation awarded to each named officer on May 23, 2013, consisting of (i) the number of shares of time-vested restricted stock awarded, (ii) the range of potential share payouts under relative performance-based restricted stock awards and (iii) the range of potential share payouts under absolute performance-based restricted stock awards, which for purposes of the table below are referred to as the time-vested awards, the relative performance awards and the absolute performance awards, respectively.

Table of Contents**Grants of Plan-Based Awards**

Name	Type of Award and Grant Date ⁽¹⁾	Range of Payouts Under 2013 Non-Equity Incentive Plan Awards ⁽²⁾			Estimated Future Share Payouts Under All Equity Incentive Plan Awards ⁽³⁾			All other Stock Awards: Unvested Shares ⁽⁴⁾	Grant Date Fair Value of Stock Awards ⁽⁵⁾
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Glen F. Post, III	Annual Bonus	\$ 825,000	\$ 1,650,000	\$ 3,300,000					\$
	Time-Vested Award							88,145	3,098,297
	Relative Performance Award				22,037	44,073	88,146		1,584,424
	Absolute Performance Award				22,037	44,073	88,146		1,403,725
Karen A. Puckett	Annual Bonus	398,750	797,500	1,595,500					
	Time-Vested Award							30,500	1,072,075
	Relative Performance Award				7,625	15,251	30,502		548,273
	Absolute Performance Award				7,625	15,250	30,500		485,713
R. Stewart Ewing, Jr.	Annual Bonus	357,500	715,000	1,430,000					
	Time-Vested Award							20,834	732,315
	Relative Performance Award				5,209	10,418	20,836		374,527
	Absolute Performance Award				5,209	10,417	20,834		331,781
Stacey W. Goff	Annual Bonus	275,000	550,000	1,100,000					
	Time-Vested Award							16,026	563,314
	Relative Performance Award				4,007	8,014	16,028		288,103
	Absolute Performance Award				4,007	8,013	16,026		255,214
David D. Cole	Annual Bonus	213,750	427,500	855,000					
	Time-Vested Award							15,225	535,159
	Relative Performance Award				3,807	7,613	15,226		273,687
	Absolute Performance Award				3,806	7,612	15,224		242,442

- (1) The time-vested awards, the relative performance awards and the absolute performance awards were all granted on May 23, 2013.
- (2) These columns provide information on the potential bonus payouts approved with respect to 2013 performance. For information on the actual amounts paid based on 2013 performance criteria, see the column of the Summary Compensation Table labeled Non-Equity Incentive Plan Compensation. As described further below, the failure to meet the threshold level of performance would result in no annual bonus payment.
- (3) Represents the relative performance awards and absolute performance awards granted on May 23, 2013 to each named executive, as described in greater detail below.
- (4) Represents the time-vested awards granted on May 23, 2013 to each named executive, as described in greater detail below.
- (5) Calculated in accordance with FASB ASC Topic 718 in the manner described in note 1 to the Summary Compensation Table above.

Terms of 2013 Restricted Stock Awards. The restricted stock issued to our executive officers on May 23, 2013 consisted of awards of:

time-vested restricted stock

performance-based restricted stock, the ultimate payout of which will be based on our total shareholder return relative to the peer group referred to below (relative performance-based restricted stock)

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performance-based restricted stock, the ultimate payout of which will be based on our attainment of the absolute financial goals described below (absolute performance-based restricted stock and, collectively with the relative performance-based restricted stock, the performance-based restricted stock).

Vesting. For each named officer, the shares of time-vested restricted stock awarded in 2013 will vest in three equal installments on May 23 of 2014, 2015 and 2016, subject to the named officer's continued employment with us.

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For each named officer, the 2013 performance-based restricted shares will, subject to the named officer's continued employment, vest on May 23, 2016, but only if we attain at least a 6% operating cash flow annual return on average assets (the Cash Flow Target) between January 1, 2013 and December 31, 2015 (the performance period). Assuming we attain this target, the actual number of shares of relative performance-based restricted stock and absolute performance-based restricted stock that will vest will depend, respectively, on whether and to what degree we attain during the performance period the targeted levels of total shareholder return and revenues specified below.

In addition to the vesting described above, all of these time-vested restricted shares and performance-based restricted shares awarded in 2013 also vest upon the death or disability of the named officer, and some or all of these shares may under certain circumstances vest or remain subject to future vesting upon the retirement of the named officer at his or her early or normal retirement age. In addition, upon certain terminations of employment following a change of control of the Company, the 2013 time-vested restricted shares will vest and the performance-based restricted shares will remain subject to future vesting, all as described in greater detail below under Potential Termination Payments. Except as otherwise noted below under Outstanding Awards, the vesting terms for our outstanding restricted stock granted in earlier years is the same as noted above.

Shares Issuable Under Performance-Based Restricted Stock. In the preceding Grants of Plan-Based Awards table, the number of performance-based restricted shares listed under the target column for each named executive officer represents the number of shares actually granted to that officer and that will vest if we perform at the targeted performance level. Assuming we attain the Cash Flow Target specified above, the actual number of shares of performance-based restricted stock that will vest will depend upon whether our relative and absolute performance over the performance period is less than, equal to or more than the relative and absolute targets established by the Subcommittee in connection with granting these awards.

Assuming the Cash Flow Target is met, all of the relative performance-based restricted stock will vest if we perform at the target performance level, which is attaining total shareholder return over the three-year performance period equal to the 50th percentile of the total shareholder return of the companies in a 30-company industry peer group for the same three-year period. Each named executive officer will receive a greater or lesser number of shares of relative performance-based restricted stock depending on our actual total shareholder return in relation to that of the 30 peer companies, as illustrated further below:

Relative Total Shareholder Return		Payout as % of Target Award
Performance Level	Company's Percentile Rank	
Maximum	≥ 75 th percentile	200%
Target	50 th percentile	100%
Threshold	25 th percentile	50%
Below Threshold	< 25 th percentile	0%

If our rank is between (i) the threshold and the target amounts or (ii) the target and the maximum amounts, we will prorate the number of shares using linear interpolation. In no event, however, will more than 100% of the relative performance-based restricted shares vest if our total shareholder return for the three-year period is negative.

Assuming the Cash Flow Target is met, all of the absolute performance-based restricted stock will vest if we attain the target amount of our consolidated legacy and strategic revenue (as defined in our Annual Report on Form 10-K for the year ended December 31, 2012) over the three-year performance period. This target amount of such revenue over this three-year period will equal the sum of (i) the amounts of targeted legacy and strategic revenue for 2013 and 2014 as determined by the Subcommittee in early 2013 and 2014, respectively, and (ii) the amount of targeted legacy and strategic revenue for 2015 to be determined by the Subcommittee in early 2015. Each

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named executive officer will receive a greater or lesser number of shares of absolute performance-based restricted stock depending on our actual absolute revenues over the performance period, as illustrated further below:

Performance Level	Absolute Revenue	Payout as % of
	Company's Performance	Target Award
Maximum	³ 103.5% of Absolute Target	200%
Target	100.0% of Absolute Target	100%
Threshold	96.5% of Absolute Target	50%
Below Threshold	< 96.5% of Absolute Target	0%

If our absolute revenues are between (i) the threshold and the target amounts or (ii) the target and the maximum amounts, we will prorate the number of shares using linear interpolation.

Any contingent right of a named executive officer to receive more than the number of shares actually granted are treated by us as restricted stock units under the terms of the CenturyLink 2011 Equity Incentive Plan.

Other Terms. All dividends related to the above-described time-vested and performance-based restricted shares will be paid to the holder only upon the vesting of such shares. Unless and until forfeited, these shares may be voted by the named executive officers.

All of these above-described restricted shares are subject to forfeiture if the officer competes with us or engages in certain other activities harmful to us, all as specified further in the forms of incentive agreements that we have filed with the SEC. See Potential Termination Payments.

For additional information about our grants of time-vested restricted stock, relative performance-based restricted stock (including the 30-company peer group referred to above) and absolute performance-based restricted stock, see Compensation Discussion and Analysis Long-Term Equity Incentive Compensation.

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Outstanding Awards. The table below summarizes information on stock options and unvested restricted stock outstanding at December 31, 2013.

Outstanding Equity Awards at December 31, 2013⁽¹⁾

Name	Option Awards			Stock Awards			All Other Stock Awards	
	Number of Securities Underlying Unexercised Options ⁽²⁾	Option Exercise Price	Option Expiration Date	Equity Incentive Plan Awards ⁽³⁾		Market Value of Unvested Shares	Unvested Shares ⁽⁴⁾	Market Value of Shares that Have Not Vested
Glen F. Post, III	200,000	\$ 45.90	2/26/2017	8/23/2010				
				5/31/2011	52,707	1,678,718	17,569	559,573
				2/20/2012	58,844	1,874,181	39,229	1,249,444
				5/23/2013	88,146	2,807,450	88,145	2,807,418
Karen A. Puckett	75,000	45.90	2/26/2017	8/23/2010				
				5/31/2011	23,000	732,550	7,667	244,194
				2/20/2012	25,677	817,812	17,118	545,208
				5/23/2013	30,501	971,457	30,500	971,425
R. Stewart Ewing, Jr.	20,600	33.40	2/17/2015	8/23/2010				
				5/31/2011	17,825	567,726	5,942	189,253
				2/20/2012	19,900	633,815	13,267	422,554
				5/23/2013	20,835	663,595	20,834	663,563
Stacey W. Goff	40,500	45.90	2/26/2017	8/23/2010				
				5/31/2011	13,225	421,216	4,408	140,395
				2/20/2012	14,765	470,265	9,843	313,500
				5/23/2013	16,027	510,460	16,026	510,428
David D. Cole	40,500	45.90	2/26/2017	8/23/2010				
				5/31/2011	13,225	421,216	4,408	140,395
				2/20/2012	14,765	470,265	9,843	313,500
				5/23/2013	15,225	484,916	15,225	484,916

- (1) All information on exercisability, vesting and market value is solely as of December 31, 2013. This table does not reflect (i) exercises of options, vesting of restricted stock or other changes in the equity awards since such date or (ii) any additional equity grants since such date.
- (2) We have not granted options to executives since 2007; all of the options summarized under this column were exercisable as of December 31, 2013.
- (3) Represents performance-based restricted shares granted on May 31, 2011, February 20, 2012 and May 23, 2013. The table above assumes that we will perform at target levels such that all performance-based shares granted to each named executive will vest fully. For additional information on the vesting and other terms of our most recent grant of performance-based restricted shares, see 2013 Awards and Terms of 2013 Restricted Stock Awards.
- (4) All shares listed under this column are shares of time-vested restricted stock that generally vest at a rate of one-third per year during the first three years after that grant date. For additional information on the vesting and other terms of our most recent grant of time-vested restricted shares, see Terms of 2013 Restricted Stock Awards.

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2013 Exercises and Vesting. The following table provides information on Common Shares acquired by the named officers during 2013 in connection with the exercise of options and the vesting of restricted stock.

Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of	Value Realized	Number of	Value Realized
	Shares		Shares	
	Acquired	On Exercise	Acquired	on Vesting ⁽¹⁾
	on Exercise		on Vesting ⁽¹⁾	on Vesting ⁽²⁾
Glen F. Post, III		\$	155,239	\$ 5,341,316
Karen A. Puckett			60,425	2,076,654
R. Stewart Ewing, Jr.			49,007	1,684,991
Stacey W. Goff			34,351	1,180,561
David D. Cole			34,537	1,187,045

- (1) Represents the vesting of (i) time-vested restricted shares granted in 2010 and (ii) performance-based restricted shares granted in 2010, the vesting of which is described in Compensation Discussion and Analysis Pay for Performance.
- (2) Based on the closing trading price of the Common Shares on the applicable vesting date.

Pension Benefits

Amount of Benefits. The following table and discussion summarize pension benefits payable to the named officers under (i) our legacy retirement plan qualified under Internal Revenue Code Section 401(a), which permits eligible participants (including officers) who have completed at least five years of service to receive a pension benefit upon attaining early or normal retirement age, and (ii) our nonqualified supplemental plan, which is designed to pay supplemental retirement benefits to certain officers in amounts equal to the benefits such officers would otherwise forego due to federal limitations on compensation and benefits under qualified plans. We refer to these particular defined benefit plans below as our Qualified Plan and our Supplemental Plan, respectively, and as our Pension Plans, collectively.

Name	Plan Name	Number of Years of Credited Service	Present	Payments During Last Fiscal Year
			Value of Accumulated Benefit ⁽¹⁾	
Glen F. Post, III	Qualified Plan	15	\$ 1,603,030	
	Supplemental Plan	15	1,840,631	
Karen A. Puckett	Qualified Plan	14	911,651	
	Supplemental Plan	14	675,817	
R. Stewart Ewing, Jr.	Qualified Plan	15	1,691,486	
	Supplemental Plan	15	757,010	
Stacey W. Goff	Qualified Plan	15	486,806	
	Supplemental Plan	15	273,492	
David D. Cole	Qualified Plan	15	1,261,452	
	Supplemental Plan	15	344,281	

(1)

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These figures represent accumulated benefits as of December 31, 2013 based on several assumptions, including the assumption that the executive remains employed by us and begins receiving retirement benefits at the normal retirement age of 65, with such accumulated benefits being discounted from the normal retirement age to December 31, 2013 using discount rates ranging between 3.50% to 4.20%. No adjustments have been made to reflect reductions required under any qualified domestic relations orders. See Note 8 titled "Employee Benefits" of the notes to our audited financial statements included in *Appendix B* for additional information.

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CenturyLink Pension Plans. With limited exceptions specified in the Pension Plans, we froze our Qualified Plan and Supplemental Plan as of December 31, 2010, which means that no additional monthly pension benefits have accrued under such plans since that date (although service after that date continues to count towards vesting and benefit eligibility and a limited transitional benefit for eligible participants continues to accrue through 2015).

Prior to this freezing of benefit accruals, the aggregate amount of a participant's total monthly pension benefit under the Qualified Plan and Supplemental Plan was equal to the participant's years of service since 1999 (up to a maximum of 30 years) multiplied by the sum of (i) 0.5% of his final average pay plus (ii) 0.5% of his final average pay in excess of his compensation subject to Social Security taxes, where final average pay was defined as the participant's average monthly compensation during the 60 consecutive month period within his last ten years of employment in which he received his highest compensation. Effective December 31, 2010, the Qualified Plan and Supplemental Plan were amended to cease all future benefit accruals under the above formula (except where a collective bargaining agreement provides otherwise). In lieu of additional accruals under the above-described formula, each affected participant's accrued benefit as of December 31, 2010 increases 4% per year, compounded annually through the earlier of December 31, 2015 or the termination of the participant's employment.

Under both of these CenturyLink retirement plans, average monthly compensation is determined based on the participant's salary plus annual cash incentive bonus. Although the retirement benefits described above are provided through separate plans, we have in the past transferred benefits from the Supplemental Plan to the Qualified Plan, and reserve the right to make further similar transfers to the extent allowed under applicable law. The value of benefits transferred to the Qualified Plan, which directly offset the value of benefits in the Supplemental Plan, will be payable to the recipients in the form of enhanced annuities or supplemental benefits. The enhanced annuities are not part of the normal retirement benefit and were not impacted by the plan freeze.

The normal form of benefit payment under both of the Pension Plans is (i) in the case of unmarried participants, a monthly annuity payable for the life of the participant, and (ii) in the case of married participants, an actuarially equivalent monthly annuity payable for the lifetime of the participant and a survivor annuity payable for the lifetime of the spouse upon the participant's death. Participants may elect optional forms of annuity benefits under each plan and, in the case of the Qualified Plan, an annuity that guarantees ten years of benefits, all of which are actuarially equivalent in value to the normal form of benefit. The enhanced annuities described in the prior paragraph may be paid in the form of a lump sum, at the participant's election.

The normal retirement age is 65 under both of the Pension Plans. Participants may receive benefits under both of these plans upon early retirement, which is defined as attaining age 55 with five years of service. Under both of these plans, the benefit payable upon early termination is calculated under formulas that pay between 60% to 100% of the base plan benefit and 48% to 92% of the excess plan benefit, in each case with the lowest percentage applying to early retirement at age 55 and proportionately higher percentages applying to early retirement after age 55. For additional information on early retirement benefits, please see the applicable early retirement provisions of the Pension Plans, copies of which are filed with the SEC.

Glen F. Post, III, R. Stewart Ewing, Jr. and David D. Cole are currently eligible for early retirement under the Qualified Plan and Supplemental Plan.

Table of Contents**Deferred Compensation**

The following table and discussion provides information on our Supplemental Dollars & Sense Plan, which is designed to permit officers to defer a portion of their salary in excess of the amounts that may be deferred under federal law governing qualified 401(k) plans.

Non-Qualified Deferred Compensation

Name	Aggregate Balance at December 31, 2012	Executive Contributions in 2013 ⁽¹⁾	CenturyLink Contributions in 2013 ⁽²⁾	Aggregate Earnings in 2013 ⁽³⁾	Aggregate Withdrawals/ Distributions	Aggregate Balance at December 31, 2013
Glen F. Post, III	\$ 2,342,210	\$ 250,668	\$ 93,874	\$ 120,486		\$ 2,807,238
Karen A. Puckett	939,108	87,286	50,917	194,150		1,271,461
R. Stewart Ewing, Jr.	765,796	66,669	35,244	122,794		990,503
Stacey W. Goff	802,820	86,828	25,325	190,415		1,105,387
David D. Cole	616,194	48,879	21,312	72,214		758,599

- (1) All of these amounts in this column reflect contributions by the officer of salary paid in 2013 and reported as 2013 salary compensation in the Summary Compensation Table.
- (2) This column includes our match of the officer's contribution under the terms of the plan. We have reflected all of these amounts as 2013 compensation in the column of the Summary Compensation Table labeled All Other Compensation.
- (3) Aggregate earnings in 2013 include interest, dividends and distributions earned with respect to deferred compensation invested by the officers in the manner described in the text below.

Under our Supplemental Dollars & Sense Plan, certain of our senior officers may defer up to 25% of their salary in excess of the federal limit on annual contributions to a qualified 401(k) plan. For every dollar that participants contribute to this plan up to 6% of their excess salary, we add an amount equal to the total matching percentage then in effect for matching contributions made by us under our qualified 401(k) plan (which for 2013 equaled the sum of all of the initial 1% contributed and half of the next 5% contributed). All amounts contributed under this supplemental plan by the participants or us may be invested by the participants in the same broad array of money market and mutual funds offered under our qualified 401(k) plan. Participants may change their investments in these funds at any time. We reserve the right to transfer benefits from the Supplemental Dollars & Sense Plan to our qualified 401(k) or retirement plans to the extent allowed under Treasury regulations and other guidance. The value of benefits transferred to our qualified plans directly offsets the value of benefits in the Supplemental Dollars & Sense Plan. Participants in the Supplemental Dollars & Sense Plan normally receive payment of their account balances in a lump sum once they cease working full-time for us.

Potential Termination Payments

The materials below discuss payments and benefits that our officers are eligible to receive if they (i) resign or retire, (ii) are terminated by us, with or without cause, (iii) die or become disabled or (iv) become entitled to termination benefits following a change of control of CenturyLink.

Notwithstanding the information appearing below, you should be aware that our officers have agreed to forfeit their equity compensation awards (and profits derived therefrom) if they compete with us or engage in other activity harmful to our interests while employed with us or within 18 months after termination. Certain other compensation might also be recoverable by us under certain circumstances after termination of employment. See Compensation Discussion and Analysis Forfeiture of Prior Compensation for more information.

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Payments Made Upon All Terminations. Regardless of the manner in which our employees' employment terminates prior to a change of control, they are entitled to receive amounts earned during their term of employment (subject to the potential forfeitures discussed above). With respect to each such terminated employee, such amounts include his or her:

salary and earned but unused vacation pay through the date of termination, payable immediately following termination in cash

annual incentive bonus, but only if such employee served for the entire bonus period or through the date such bonus is payable (unless this service requirement is waived)

restricted stock that has vested

benefits accrued and vested under our qualified and supplemental defined benefit pension plans, with payouts generally occurring at early or normal retirement age

vested account balance held in our qualified and supplemental defined contribution plans, which the employee is generally free to receive at the time of termination

rights to continued health care benefits to the extent required by law.

Payments Made Upon Voluntary or Involuntary Terminations. In addition to benefits described under the heading immediately above, employees involuntarily terminated by us without cause prior to a change of control are also entitled, subject to certain conditions, to:

exercise all vested options within 190 days of the termination date

accelerated vesting of all, or a portion of, unvested time-vested restricted stock if approved by our Compensation Committee

a cash severance payment in the amount described under Compensation Discussion and Analysis Other Benefits Severance Benefits, plus the receipt of any short-term incentive bonus payable under their applicable bonus plan and outplacement assistance benefits.

None of the benefits listed immediately above are payable if the employee resigns or is terminated for cause, except that resigning employees are entitled to exercise their vested options within 190 days and employees terminated for cause could request the Compensation Committee to accelerate their unvested time-vested restricted stock (which is unlikely to be granted).

Payments Made Upon Retirement. Employees who retire in conformity with our retirement plans and policies are entitled, subject to certain conditions, to:

exercise all of their options, all of which accelerate upon retirement, within three years of their retirement date

accelerated vesting of all, or a portion of, unvested time-vested restricted stock if approved by our Compensation Committee

payment of their annual incentive bonus or a *pro rata* portion thereof, depending on their retirement date

post-retirement life, health and welfare benefits

all of the benefits described under the heading Payments Made Upon All Terminations.

In addition, an employee who retires from the Company will continue to vest in his or her unvested performance-based restricted stock for the remainder of the applicable performance period. If the employee takes early retirement, this continued vesting opportunity only applies to a reduced pro rata number of unvested shares, based on the number of days he or she was employed during the performance period.

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Payments Made Upon Death or Disability. Upon death or disability, officers (or their estates) are generally entitled to (without duplication of benefits):

payments under our disability or life insurance plans, as applicable

exercise all of their options, all of which accelerate upon death or disability, within two years

keep all of their time-vested restricted stock, whether vested or unvested

payment of their annual incentive bonus or a *pro rata* portion thereof, depending on their date of death or disability

continued rights to receive (i) life, health and welfare benefits at early or normal retirement age, in the event of disabilities of employees with ten years of prior service, or (ii) health and welfare benefits payable to surviving eligible dependents, in the event of death of employees meeting certain age and service requirements

all of the benefits described under the heading **Payments Made Upon All Terminations**, except that (i) upon death benefits under our retirement plans are generally available only to surviving spouses and (ii) benefits payable to mentally disabled employees under our nonqualified defined benefit retirement plans may be paid prior to retirement age.

Payments Made Upon a Change of Control. We have entered into agreements that entitle each of our executive officers who are terminated without cause or resign under certain specified circumstances within certain specified periods following any change in control of CenturyLink to (i) receive a lump sum cash severance payment equal to a multiple of such officer's annual cash compensation (defined as salary plus the average annual incentive bonus over the past three years), (ii) receive such officer's currently pending bonus or *pro rata* portion thereof, depending on the date of termination, and (iii) continue to receive, subject to certain exceptions, certain welfare benefits for certain specified periods. See

Compensation Discussion and Analysis **Other Benefits** **Change of Control Arrangements** for a description of the benefits under our change of control agreements.

Under CenturyLink's above-referenced agreements, a change in control of CenturyLink would be deemed to occur upon (i) any person (as defined in the Securities Exchange Act of 1934) becoming the beneficial owner of 30% or more of the outstanding Common Shares, (ii) a majority of our directors being replaced, (iii) consummation of certain mergers, substantial asset sales or similar business combinations, or (iv) approval by the shareholders of a liquidation or dissolution of CenturyLink.

The above-referenced agreements provide the benefits described above if we terminate the officer's employment without cause or the officer resigns with good reason, which we describe further under the heading **Compensation Discussion and Analysis** **Other Benefits** **Change of Control Arrangements**. We have filed copies or forms of these agreements with the SEC.

Participants in our supplemental defined benefit plan whose service is terminated within two years of the change in control of CenturyLink will receive a cash payment equal to the present value of their plan benefits (after providing age and service credits of up to three years if the participant is terminated by us without cause or resigns with good reason), determined in accordance with actuarial assumptions specified in the plan. Certain account balances under our qualified retirement plans will also fully vest upon a change of control of CenturyLink.

Under the terms of our 2011 Equity Incentive Plan, incentives granted thereunder will not vest, accelerate, become exercisable or be deemed fully paid unless otherwise provided in a separate agreement, plan or instrument. None of our equity award agreements since 2011 have provided for any such accelerated recognition of benefits solely upon a change of control. Instead, our current award agreements provide that any holder of incentives who is terminated by us or our successor without cause or resigns with good reason following a

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change of control will be entitled to receive full vesting of his or her time-vested restricted shares and continued rights under his or her performance-based restricted shares (on the same terms as if he or she had not been terminated).

We believe the above-described change of control benefits enhance shareholder value because:

prior to a takeover, these protections help us to recruit and retain talented officers and to help maintain the productivity of our workforce by alleviating concerns over economic security, and

during or after a takeover, these protections (i) help our personnel, when evaluating a possible business combination, to focus on the best interests of CenturyLink and its shareholders, and (ii) reduce the risk that personnel will accept job offers from competitors during takeover discussions.

Estimated Potential Termination Payments. The table below provides estimates of the value of payments and benefits that would become payable if our current named executives were terminated in the manner described below, in each case based on various assumptions, the most significant of which are described in the table's notes.

Potential Termination Payments

Name	Type of Termination Payment ⁽²⁾	Type of Termination of Employment ⁽¹⁾				Termination Upon a Change of Control ⁽⁵⁾
		Involuntary Termination Without Cause ⁽³⁾	Retirement ⁽⁴⁾	Disability	Death	
Glen F. Post, III	Annual Bonus	\$ 1,683,000	\$ 1,683,000	\$ 1,683,000	\$ 1,683,000	\$ 1,683,000
	Equity Awards ⁽⁶⁾		9,078,334	12,328,456	12,328,456	12,328,456
	Pension and Welfare ⁽⁷⁾	36,600				240,057
	Cash Severance ⁽⁸⁾	5,500,000				8,250,000
		\$ 7,219,600	\$ 10,761,334	\$ 14,011,456	\$ 14,011,456	\$ 22,501,513
Karen A. Puckett	Annual Bonus	\$ 854,123	\$	\$ 854,123	\$ 854,123	\$ 854,123
	Equity Awards ⁽⁶⁾			4,689,244	4,689,244	4,689,244
	Pension and Welfare ⁽⁷⁾	28,000				46,200
	Cash Severance ⁽⁸⁾	1,575,000				3,150,000
		\$ 2,457,123	\$	\$ 5,543,367	\$ 5,543,367	\$ 8,739,567
R. Stewart Ewing, Jr.	Annual Bonus	\$ 729,300	\$ 729,300	\$ 729,300	\$ 729,300	\$ 729,300
	Equity Awards ⁽⁶⁾		2,598,637	3,507,216	3,507,216	3,507,216
	Pension and Welfare ⁽⁷⁾	23,100				70,479
	Cash Severance ⁽⁸⁾	1,365,000				2,730,000
		\$ 2,117,400	\$ 3,327,937	\$ 4,236,516	\$ 4,236,516	\$ 7,036,995
Stacey W. Goff	Annual Bonus	\$ 561,000	\$	\$ 561,000	\$ 561,000	\$ 561,000
	Equity Awards ⁽⁶⁾			2,598,185	2,598,185	2,598,185
	Pension and Welfare ⁽⁷⁾	30,300				50,600
	Cash Severance ⁽⁸⁾	1,050,000				2,100,000
		\$ 1,641,300	\$	\$ 3,159,185	\$ 3,159,185	\$ 5,309,785
David D. Cole	Annual Bonus	\$ 436,050	\$ 436,050	\$ 436,050	\$ 436,050	\$ 436,050
	Equity Awards ⁽⁶⁾		1,883,858	2,553,022	2,553,022	2,553,022
	Pension and Welfare ⁽⁷⁾	30,300				115,756

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Cash Severance ⁽⁸⁾	902,500					1,805,000
	\$ 1,368,850	\$ 2,319,908	\$ 2,989,072	\$ 2,989,072	\$ 4,909,828	

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- (1) All data in the table reflects estimates of the value of payments and benefits assuming the named officer was terminated on December 31, 2013. The closing price of the Common Shares on such date was \$31.85. The table reflects only estimates of amounts earned or payable through or at such date based on various assumptions. Actual amounts can be determined only at the time of termination. If a named officer voluntarily resigns or is terminated with cause, he or she will not be entitled to any special or accelerated benefits, but will be entitled to receive various payments or benefits that vested before the termination date. The table reflects potential payments based upon a physical disability; additional benefits may be payable in the event of a mental disability.
- (2) As further described above, upon termination of employment, the named officers may become entitled to receive certain special, accelerated or enhanced benefits, including, subject to certain exceptions, the right to receive payment of their annual cash incentive bonus, an acceleration under certain circumstances of the vesting of their outstanding equity awards, current or enhanced pension and welfare benefits, or cash severance payments. The table excludes (i) payments or benefits made under broad-based plans or arrangements generally available to all salaried full-time employees and (ii) benefits, awards or amounts that the officer was entitled to receive prior to termination of employment.
- (3) The amounts listed in this column reflect payments to which the named officer would be entitled to under our executive severance plan if involuntarily terminated by us without cause prior to a change of control. The amounts listed in this column would not be payable if the officer voluntarily resigns or is terminated for cause.
- (4) Of the named officers, only Messrs. Post, Ewing and Cole are eligible to retire early under CenturyLink's defined benefit pension plans described above under the heading Executive Compensation Pension Benefits. The amounts reflected under the Retirement column do not reflect the amount of lifetime annuity payments payable upon early retirement. Assuming early retirement as of December 31, 2013, Messrs. Post, Ewing and Cole would have been entitled to monthly annuity payments of approximately \$24,039, \$16,557 and \$9,666, respectively, over their lifetimes, some of which, in the case of Mr. Ewing, may be payable to his ex-wife under a qualified domestic relations order. For further information, see the other notes below.
- (5) The information in this column assumes each named officer became entitled at December 31, 2013 to the benefits under CenturyLink's agreements in existence on such date described above under Payments Made Upon a Change of Control upon an involuntary termination without cause or resignation with good reason. All amounts are based on several assumptions.
- (6) The information in this row (i) reflects the benefit to the named officer arising out of the accelerated vesting of some or all of his or her restricted stock caused by the termination of employment based upon the intrinsic method of valuation, (ii) assumes that the Compensation Committee would not approve the acceleration of the named officer's restricted stock in the event of an involuntary termination, and (iii) assumes that the Compensation Committee would approve the acceleration of such restricted stock in the event of the early retirement of Messrs. Post, Ewing or Cole.
- (7) The information in this row reflects only the incremental benefits that accrue upon an event of termination, and excludes benefits that were vested on December 31, 2013. For information on the present value of the named officers' accumulated benefits under our defined benefit pension plans, see Pension Benefits, and for information on the aggregate balances of the named officers' non-qualified deferred compensation, see Deferred Compensation. As indicated above, the named officer would also be entitled to receive a distribution of his or her 401(k) benefits and various other broad-based benefits.
- (8) The information in this row excludes, in the case of disability or death, payments made by insurance companies.

Table of Contents**DIRECTOR COMPENSATION****Overview**

The Board believes that each director who is not employed by us (whom we refer to as outside directors or non-management directors) should be compensated through a mix of cash and equity-based compensation, which most recently has been granted in the form of restricted stock. The Compensation Committee, consisting entirely of independent directors, has primary responsibility for periodically reviewing and considering any revisions to director compensation. The Board reviews the Compensation Committee's recommendations and determines the amount of director compensation. Since being retained by the Compensation Committee in 2010, Hay Group has assisted the Committee in reviewing director compensation.

The table and the discussion below summarize how we compensated our outside directors in 2013.

2013 Compensation of Outside Directors

Name	Fees Earned or Paid in Cash	Stock Awards ^{(1),(2)}	All Other Compensation ⁽³⁾	Total
Virginia Boulet	\$ 128,000	\$ 109,056	\$	\$ 237,056
Peter C. Brown	117,000	109,056		226,056
Richard A. Gephardt	89,000	109,056	86,780	284,836
W. Bruce Hanks	142,000	109,056	5,208	256,264
Gregory J. McCray	107,000	109,056		216,056
C. G. Melville, Jr.	119,500	109,056		228,556
Fred R. Nichols	113,000	109,056		222,056
William A. Owens	111,000	298,697		409,697
Harvey P. Perry	203,000	109,056	3,563	315,619
Michael J. Roberts	101,000	109,056		210,056
Laurie A. Siegel	119,750	109,056		228,806
Joseph R. Zimmer	109,000	109,056		218,056

- (1) For purposes of determining the number of restricted shares to grant to each outside director, the Compensation Committee valued each of these stock awards to equal \$115,000 (or \$315,000 in the case of Adm. Owens), based upon the volume-weighted average closing price of our Common Shares over a 15-day trading period ending prior to the grant date. For purposes of reporting the fair value of these awards in the table above, however, we valued each grant based upon the closing stock price of our Common Shares on the grant date in accordance with FASB ASC Topic 718. These grants vest on May 23, 2014 (subject to accelerated vesting in certain limited circumstances). See Cash and Stock Payments.
- (2) As of December 31, 2013, William A. Owens held 9,213 unvested shares of restricted stock and each of our other outside directors held 3,871 unvested shares of restricted stock, which constituted the only unvested equity-based awards held by our outside directors as of such date (excluding equity awards granted to Michael J. Roberts prior to his commencement of service on our board following the Qwest merger). For further information on our directors' stock ownership, see Ownership of Our Securities Executive Officers and Directors, and for information on certain deferred fee arrangements pertaining to Mr. Roberts, see Other Benefits.
- (3) Represents (i) reimbursements for the cost of annual physical examinations and related travel or (ii) in the case of Richard A. Gephardt, payment of consulting fees in connection with the consulting services described under Corporate Governance Independence. Except as otherwise noted in the prior sentence, the table above does not reflect (i) reimbursements for travel expenses or (ii) any benefits associated with participating in recreational activities scheduled during board retreats (as described further under the heading Compensation Discussion and Analysis Other Benefits Perquisites).

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Cash and Stock Payments

Each outside director is paid an annual fee of \$65,000 plus \$2,000 for attending each regular board meeting, special board meeting (including each day of the Board's annual planning session), committee meeting and separate director education program.

Currently, William A. Owens, in his capacity as the non-executive Chairman of the Board, receives supplemental board fees at the rate of \$200,000 per year payable in shares of restricted stock (valued using the 15-trading day average closing price specified in note 1 of the table appearing above under Overview). The restricted stock issued to the Chairman during 2013 vests on May 23, 2014 (subject to accelerated vesting in certain limited circumstances). The Board anticipates making a similar grant to the Chairman in May 2014. The Chairman's duties are set forth in our corporate governance guidelines. See Corporate Governance.

Currently, Harvey P. Perry, in his capacity as non-executive Vice Chairman of the Board, receives supplemental board fees at the rate of \$100,000 cash per year. The Board anticipates making a similar payment to Mr. Perry in May 2014. The Vice Chairman's current duties include, among others, (i) assisting the Chairman by facilitating communications among the directors and monitoring the activities of the Board's committees, (ii) serving at the Chairman's request on the board of any company in which we have an investment, (iii) monitoring our strategies and (iv) performing certain executive succession functions.

We also pay annual supplemental board fees to the chairs of each of our committees as follows: (i) the chair of the Audit Committee receives \$25,000, (ii) the chair of the Compensation Committee receives \$18,750, (iii) the chair of the Nominating Committee receives \$15,000 and (iv) the chair of the Risk Evaluation Committee receives \$12,500.

During 2013, the Compensation Committee authorized each outside director to receive shares of time-vested restricted stock valued at \$115,000 (valued using the 15-trading day average closing price specified in note 1 of the table appearing above under Overview) that vest on May 23, 2014 (subject to accelerated vesting in certain limited circumstances). The Compensation Committee currently expects to authorize comparable equity grants in May 2014 to each outside director serving on the day after our 2014 annual meeting.

Other Benefits

Each outside director is entitled to be reimbursed (i) for expenses incurred in attending board and committee meetings, (ii) for expenses incurred in attending director education programs and (iii) up to \$5,000 per year for the cost of an annual physical examination, plus related travel expenses.

In connection with our 2011 merger with Qwest, we assumed the Qwest Deferred Compensation Plan for Non-Employee Directors. Under this plan, Qwest outside directors could elect to defer all or a portion of their cash directors' fees, which were then converted to a number of phantom units based the value of a share of Qwest stock, with credit for dividends paid to stockholders reinvested in additional phantom units. Certain plan balances were distributed to participants at the close of the merger, but plan balances attributable to amounts deferred on or after January 1, 2005 by Qwest directors who joined our Board following the merger were converted, based on the merger exchange ratio, to phantom units based on the value of a share of CenturyLink common stock. Other than the crediting and reinvestment of dividends for outstanding phantom units, CenturyLink does not make any contributions to, and no additional elective deferrals are permitted under, this plan. Subject to the terms of the plan, each participant's account will be distributed as a lump sum in cash as soon as practicable following the end of his or her service as a director. As of December 31, 2013, Michael J. Roberts was the only remaining participant in this plan, with a balance of 4,513.24 phantom units with an aggregate value of \$143,747 as of such date.

We supply company-owned tablets to most of our outside directors for use in reviewing materials posted to a dedicated portal that permits management to communicate with the Board.

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Our bylaws require us to indemnify our directors and officers so that they will be free from undue concern about personal liability in connection with their service to CenturyLink. We have signed agreements with each of those individuals contractually obligating us to provide these indemnification rights. We also provide our directors with customary directors and officers liability insurance.

Directors may use our aircraft in connection with company-related business. However, under our aircraft usage policy, neither directors nor their families may use our aircraft for personal trips (except on terms generally available to all of our employees in connection with a medical emergency). We have arranged a charter service that our outside directors can use at their cost for their personal air travel needs. None of our directors have used this charter service since 2007.

Director Stock Ownership Guidelines

For information on our stock ownership guidelines for outside directors, see [Corporate Governance](#) [Governance Guidelines](#) [Stock Ownership Guidelines](#).

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PERFORMANCE GRAPH

The graph below compares the cumulative total shareholder return on the Common Shares with the cumulative total return of the S&P 500 Index and the S&P Integrated Telecommunications Index for the period from December 31, 2008 to December 31, 2013, in each case assuming (i) the investment of \$100 on January 1, 2009 at closing prices on December 31, 2008, and (ii) reinvestment of dividends.

	2008	2009	December 31,		2012	2013
			2010	2011		
CenturyLink	\$ 100.00	\$ 144.57	\$ 198.80	\$ 172.86	\$ 195.53	\$ 169.96
S&P 500 Index	100.00	126.45	145.52	148.55	172.29	228.04
S&P Telecom Index ⁽¹⁾	100.00	108.94	129.63	137.82	162.98	181.45

- ⁽¹⁾ The S&P Integrated Telecommunication Services Index consists of AT&T Inc., CenturyLink, Frontier Communications Corporation, Verizon Communications and Windstream Corporation. The index is publicly available.

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During the last fiscal year, Laurie A. Siegel, Virginia Boulet, Fred R. Nichols, William A. Owens and Harvey P. Perry served on our Compensation Committee. Other than Mr. Perry, who served as one of our officers until his retirement in 2003, no member of the Compensation Committee has served as an officer or employee of the company or any of our subsidiaries prior to or while serving on the Compensation Committee. Mr. Perry's son, H. Parnell Perry, Jr., serves as an employee of ours, as further described immediately below under Transactions With Related Parties Recent Transactions.

TRANSACTIONS WITH RELATED PARTIES

Recent Transactions

During 2013, we paid H. Parnell Perry, Jr., who serves as Manager Technology Management, total gross compensation of approximately \$126,950, consisting of approximately \$108,514 in salary and \$18,436 in annual incentive bonuses (excluding the value of broad-based benefits provided under our welfare and other benefit plans). Mr. Perry is the son of Harvey P. Perry, one of our directors, and has been an employee of ours since 1987.

We are one of the largest employers in Monroe, Louisiana and in several of our other markets, and, as such, employ personnel related by birth or marriage throughout our organization. Several of our executive officers or directors have family members employed by us, although, none of them (other than H. Parnell Perry, Jr.) earned 2013 compensation in excess of the \$120,000 threshold that would require detailed disclosures under the federal proxy rules.

Review Procedures

Early each year, our director of internal audit distributes to the Audit Committee a written report listing our payments to vendors, including a list of transactions with our directors, officers or employees. This annual report permits the independent directors to assess and discuss our related party transactions. Although we have no formal written pre-approval procedure governing related party transactions, our CEO typically seeks approval of the board before engaging in any new related party transaction involving significant sums or risks.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The Securities Exchange Act of 1934 requires our executive officers and directors, among others, to file certain beneficial ownership reports with the SEC. During 2013, (i) Maxine L. Moreau filed late a Form 4 report in connection with vesting of restricted shares in May 2012, (ii) Fred R. Nichols filed late a Form 5 for 2012 and (iii) Harvey P. Perry filed a Form 5, which was timely filed for 2012 but included a 2011 transaction.

ADDITIONAL INFORMATION ABOUT THE MEETING

Quorum

Our bylaws provide that the presence at the meeting, in person or by proxy, of a majority of the outstanding Voting Shares constitutes a quorum to organize the meeting.

Vote Required to Elect Directors

Our bylaws provide that each of the 13 director nominees will be elected if the number of votes cast in favor of the director exceeds the number of votes withheld with respect to the director. You may vote for all director nominees or withhold your vote for any one or more of the director nominees. If any of the 13 directors fails to receive a majority of the votes cast at the meeting, our bylaws will require such director to tender his or her resignation to the Board for its consideration.

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Vote Required to Adopt Other Proposals at the Meeting

With respect to all other items submitted to a vote at the meeting, the affirmative vote of the holders of at least a majority of the Voting Shares present in person or represented by proxy and entitled to vote at the meeting is required to approve each such item.

Effect of Abstentions

Shares as to which the proxy holders have been instructed to abstain from voting with respect to any particular matter will be treated under the Company's bylaws as not being cast, present or represented for purposes of such vote. Because all matters must be approved by the holders of a specified percentage of the votes cast or Voting Shares present or represented at the meeting, abstentions will not affect the outcome of any such vote. Shareholders abstaining from voting will be counted as present for purposes of constituting a quorum to organize the meeting.

Effect of Non-Voting

If you properly execute and return a proxy or voting instruction card, your shares will be voted as you specify. If you are a shareholder of record and make no specifications on your validly submitted proxy card, your shares will be voted against the shareholder proposal and in favor of all other items. If you are a beneficial owner of shares and do not give voting instructions to your broker, bank or nominee, they will be entitled to vote your shares only to the extent specified below.

Under the rules of the New York Stock Exchange, brokers who hold shares in street name for customers may vote in their discretion on matters considered to be routine when they have not received voting instructions from beneficial owners. Under these rules, brokers who do not receive such instructions will be entitled to vote in their discretion at the meeting with respect to the ratification of the appointment of the independent auditor, but will not be entitled to vote in their discretion with respect to any of the other matters submitted to a vote. If brokers who do not receive voting instructions do not, or cannot, exercise discretionary voting power (a broker non-vote) with respect to any matter to be considered at the meeting, shares that are not voted will be treated as present for purposes of constituting a quorum to organize the meeting but not present or cast with respect to considering such matter. Because all matters to be considered at the meeting must be approved by the holders of a specified percentage of the votes cast or Voting Shares present or represented at the meeting, broker non-votes will not affect the outcome of any such vote.

Revocations

Shareholders of record may revoke their proxy or change their votes at any time before their proxy is voted at the meeting by giving a written revocation notice to our secretary, by timely delivering a proxy bearing a later date or by voting in person at the meeting. Beneficial shareholders may revoke or change their voting instructions by contacting the broker, bank or nominee that holds their shares.

Voting by Participants in Our Benefit Plans

If you beneficially own any of our Common Shares by virtue of participating in any retirement plan of CenturyLink, then you will receive a separate voting instruction card that will enable you to direct the voting of these shares. This voting instruction card entitles you, on a confidential basis, to instruct the trustees how to vote the shares allocated to your plan account. The plans require you to act as a named fiduciary, which requires you to exercise your voting rights prudently and in the interests of all plan participants. Plan participants who wish to vote should complete and return the voting instruction card in accordance with its instructions. If you elect not to vote the shares allocated to your accounts, your shares will be voted in the same proportion as voted shares regarding each of the items submitted to a vote at the meeting. Plan participants that wish to revoke their voting instructions must contact the trustee and follow its procedures.

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Cost of Proxy Solicitation

We will pay all expenses of soliciting proxies for the meeting. Proxies may be solicited personally, by mail, by telephone or by facsimile by our directors, officers and employees, who will not be additionally compensated therefor. We will also request persons holding Voting Shares in their names for others, such as brokers, banks and other nominees, to forward materials to their principals and request authority for the execution of proxies, and we will reimburse them for their expenses incurred in connection therewith. We have retained Innisfree M&A Incorporated, New York, New York, to assist in the solicitation of proxies, for which we will pay Innisfree fees anticipated to be \$15,000 and will reimburse Innisfree for certain of its out-of-pocket expenses.

Other Matters Considered at the Meeting

Management has not timely received any notice that a shareholder desires to present any matter for action at the meeting in accordance with our bylaws (which are described below in **Other Matters**, **Shareholder Nominations and Proposals for the 2014 Annual Meeting**, **Other Proposals and Nominations**) other than the shareholder proposal described in this proxy statement, and is otherwise unaware of any matter to be considered by shareholders at the meeting other than those matters specified in the accompanying notice of the meeting. Our proxy and voting instruction cards, however, will confer discretionary voting authority with respect to any other matter that may properly come before the meeting. It is the intention of the persons named therein to vote in accordance with their best judgment on any such matter.

Conduct of the Meeting

The Chairman has broad responsibility and legal authority to conduct the meeting in an orderly and timely manner. This authority includes establishing rules for shareholders who wish to address the meeting. Copies of these rules will be available at the meeting. The Chairman may also exercise broad discretion in recognizing shareholders who wish to speak and in determining the extent of discussion on each item of business. In light of the need to conduct all necessary business and to conclude the meeting within a reasonable period of time, we cannot assure that every shareholder who wishes to speak on an item of business will be able to do so.

You will not be permitted to bring audio visual equipment, ampliphones or posters into the meeting. We reserve the right, to be exercised in our discretion, to admit guests, such as local politicians or the press, into the meeting.

Postponement or Adjournment of the Meeting

The Chairman may postpone or adjourn the meeting. Your proxy will still be valid and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy until it is voted.

OTHER MATTERS

Shareholder Nominations and Proposals for the 2015 Annual Meeting

Proxy Statement Proposals. In order to be eligible for inclusion in our 2015 proxy materials pursuant to the federal proxy rules, any shareholder proposal to take action at such meeting must be received by our Secretary by December [], 2014, and must comply with applicable federal proxy rules.

In the event that our shareholders ratify our new Proxy Access Bylaw at the meeting, certain qualifying shareholders or shareholder groups may be permitted to include shareholder-nominated director candidates in our 2015 proxy materials. Please see **Proposal to Ratify a New Proxy Access Bylaw** and *Appendix A* for more information.

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Other Proposals and Nominations. In addition, our bylaws require shareholders to furnish timely written notice of their intent to nominate a director or bring any other matter before a shareholders' meeting, whether or not they wish to include their candidate or proposal in our proxy materials. In general, notice must be received by our Secretary between November 29, 2014 and February 27, 2015 and must contain specified information concerning, among other things, the matters to be brought before such meeting and concerning the shareholder proposing such matters. (If the date of the 2015 annual meeting is more than 30 days earlier or later than May 28, 2015, notice must be received by our Secretary within 15 days of the earlier of the date on which notice of such meeting is first mailed to shareholders or public disclosure of the meeting date is made.) For additional information on these procedures, see Corporate Governance – Director Nomination Process.

These advance notice bylaw provisions, which are attached as *Appendix A* hereto, are in addition to, and separate from, the requirements that a shareholder must meet in order to have a candidate or proposal included in our proxy materials.

Proxies granted by a shareholder will give discretionary authority to the proxy holders to vote on any matters introduced pursuant to the above-described advance notice bylaw provisions, subject to applicable rules of the SEC.

You may obtain a full copy of our bylaws by reviewing our reports filed with the SEC, by accessing our website at www.centurylink.com, or by contacting our Secretary in the manner specified below.

Proxy Materials

Most shareholders will receive only a written notice of how to access our proxy materials, and will not receive printed copies of the proxy materials unless requested. If you would like to receive a paper copy of our proxy materials, you should follow the instructions for requesting the materials in the notice.

The full set of our materials include:

the notice and proxy statement for the meeting,

a proxy or voting instruction card, and

our 2013 annual report furnished in the following two parts: (1) our 2013 Financial Report, which constitutes *Appendix B* to this proxy statement, and (2) our separately distributed 2013 Review and CEO's Message.

Our 2013 annual report is not a part of our proxy soliciting materials.

Annual Financial Report

Appendix B includes our Annual Financial Report, which is excerpted from portions of our Annual Report on Form 10-K for the year ended December 31, 2013 that we filed with the SEC on February 27, 2014. In addition, we have provided you with a copy of or access to our 2013 Review and CEO's Message. Neither of these documents is a part of our proxy soliciting materials.

You may obtain a copy of our Form 10-K report without charge by writing to Stacey W. Goff, Secretary, CenturyLink, Inc., 100 CenturyLink Drive, Monroe, Louisiana 71203, or by visiting our website at www.centurylink.com.

You may view online this proxy statement and related materials at www.envisionreports.com/ctl.

By Order of the Board of Directors

Stacey W. Goff

Secretary

Dated: April [], 2014

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Appendix A

to Proxy Statement

Proposed Amendments to Bylaws

*If the proposed amendments described under **Proposal to Ratify a New Proxy Access Bylaw** are ratified at the meeting, Section 5 of Article IV of our Bylaws would be amended and restated as follows:*¹

ARTICLE IV

SHAREHOLDERS MEETINGS

* * * *

Section 5. Notice of Shareholder Nominations and Shareholder Business.

5.1 Annual Meetings of Shareholders.

(a) Nominations of persons for election to the Board of Directors and the proposal of other business to be considered by the shareholders may be made at an annual meeting of shareholders only if properly brought before such meeting (i) pursuant to the Corporation's notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) otherwise by or at the direction of the Board of Directors ~~or~~, (iii) by any shareholder of the Corporation who (A) was a shareholder of record at the time of giving of notice provided for in this Section 5.1 and at the time of the annual meeting, (B) is entitled to vote at the meeting and (C) complies with the notice procedures set forth in this Section 5.1 as to such business or nomination, **or (iv) by any shareholder (or group of shareholders) who meets the requirements of and complies with all of the procedures set forth in Section 5.3 of this Bylaw.**

(b) Without qualification or limitation, subject to Section 5.4(c) of this Bylaw, for any nominations or any other business to be properly brought before an annual meeting by a shareholder pursuant to Section 5.1(a)(iii) of this Bylaw, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation and such other business must constitute a proper matter for shareholder action. To be timely, a shareholder's notice shall be delivered to the Secretary of the Corporation at the principal executive office of the Corporation not earlier than the close of business on the 180th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting; *provided, however*, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the shareholder to be timely must be so delivered not earlier than the close of business on the 180th day prior to the date of such annual meeting and not later than the close of business on the later of the 90th day prior to the date of such annual meeting or, if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of such meeting is first made by the Corporation.

(c) To be in proper form and effective for purposes hereof, a shareholder's notice (whether given pursuant to this Section 5.1(c) or Section 5.2(c) of this Bylaw) furnished to the Secretary of the Corporation must: (i) set forth, as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (A) the name and address of such shareholder, as it appears on the Corporation's books, of such beneficial owner, if any, of any of their respective affiliates and associates and of any others acting in concert with any of the foregoing (with any such affiliates, associates or others being hereinafter referred to as "associated persons"), (B)(1) the class or series and number of shares of the Corporation which are, directly or indirectly, owned beneficially and of record by such shareholder, any such beneficial owner, and any of their associated parties, (2) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or

¹ New language is shown in bold face type; removed language is shown as being stricken.

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mechanism at a price related to any class or series of shares of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, or any derivative or synthetic arrangement having the characteristics of a long position in any class or series of shares of the Corporation, or any contract, derivative, swap or other transaction or series of transactions designed to produce economic benefits and risks that correspond substantially to the ownership of any class or series of shares of the Corporation, including due to the fact that the value of such contract, derivative, swap or other transaction or series of transactions is determined by reference to the price, value or volatility of any class or series of shares of the Corporation, whether or not such instrument, contract or right shall be subject to settlement in the underlying class or series of shares of the Corporation, through the delivery of cash or other property, or otherwise, and without regard to whether such shareholder of record, the beneficial owner, if any, or any of their associated parties may have entered into transactions that hedge or mitigate the economic effect of such instrument, contract or right or any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Corporation (any of the foregoing, a **Derivative Instrument**) directly or indirectly owned beneficially by such shareholder, the beneficial owner, if any, or any of their associated parties, (3) any proxy, contract, arrangement, understanding, or relationship pursuant to which such shareholder, any such beneficial owner or any of their associated parties has a right to vote any shares of any security of the Corporation, (4) any agreement, arrangement, understanding, relationship or otherwise, including any repurchase or similar so-called **stock borrowing** agreement or arrangement, engaged in, directly or indirectly, by such shareholder, the beneficial owner, if any, or any of their associated parties, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of any class or series of the shares of the Corporation by, manage the risk of share price changes for, or increase or decrease the voting power of, such shareholder, the beneficial owner, if any, or any of their associated parties with respect to any class or series of the shares of the Corporation, or which provides, directly or indirectly, the opportunity to profit or share in any profit derived from any decrease in the price or value of any class or series of the shares of the Corporation (any of the foregoing, **Short Interests**), (5) any rights to dividends on the shares of the Corporation owned beneficially by such shareholder, any such beneficial owner or any of their associated parties that are separated or separable from the underlying shares of the Corporation, (6) any proportionate interest in shares of the Corporation or **Derivative Instruments** held, directly or indirectly, by a general or limited partnership in which such shareholder, any such beneficial owner or any of their associated parties is a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership, (7) any performance-related fees (other than an asset-based fee) that such shareholder, any such beneficial owner or any of their associated parties is entitled to based on any increase or decrease in the value of shares of the Corporation or **Derivative Instruments**, if any, including without limitation any such interests held by immediate family members of such shareholder, any such beneficial owner or any of their associated parties sharing the same household, (8) any significant equity interests or any **Derivative Instruments** or **Short Interests** in any principal competitor of the Corporation held by such shareholder, the beneficial owner, if any, or any of their associated parties, (9) any direct or indirect interest of such shareholder, the beneficial owner, if any, or any of their associated parties in any contract with the Corporation, any affiliate of the Corporation or any principal competitor of the Corporation (including, in any such case, any employment agreement, collective bargaining agreement or consulting agreement), and (10) any other agreement, arrangement or understanding, whether or not such instrument or the rights conferred thereby are subject to settlement in underlying shares of capital stock of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such shareholder, any such beneficial owner or any of their associated parties, with respect to securities of the Corporation, (C) any other information relating to such shareholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal or for the election of directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the **Exchange Act**), and the rules and regulations promulgated thereunder, (D) a description of all agreements, arrangements and understandings with respect to the nomination or proposal between or among such shareholder, such beneficial owner, if any, or any of their associated parties, including, in the

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case of a nomination, any nominee, his or her respective affiliates and associates, and any others acting in concert with any of the foregoing, and (E) a representation whether the shareholder, the beneficial owner, if any, or any of their associated parties intends or is part of a group which intends (1) to deliver at its own cost a proxy statement or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect any one or more of the nominees or (2) otherwise to solicit proxies or votes from shareholders in support of such proposal or nominees; (ii) if the notice relates to any business other than a nomination of a director or directors that the shareholder proposes to bring before the meeting, set forth (A) a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest of such shareholder, any such beneficial owner or any of their associated parties in such business, and (B) the text of any resolutions proposed for consideration and, if applicable, the text of any proposed additions, amendments or other changes to any document governing the internal affairs of the Corporation; (iii) set forth, as to each person, if any, whom the shareholder proposes to nominate for election or reelection to the Board of Directors (A) all information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a Director if elected) and (B) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such shareholder and beneficial owner, if any, or any of their associated parties, on the one hand, and each proposed nominee, his or her respective affiliates and associates, or any others acting in concert with any of the foregoing, on the other hand, including without limitation all information that would be required to be disclosed pursuant to Item 404 of Regulation S-K promulgated under the federal securities laws if the shareholder making the nomination and any beneficial owner on whose behalf the nomination is made, if any, any affiliate or associate thereof or any other person acting in concert with any of the foregoing were the registrant for purposes of such item and the nominee were a director or executive officer of such registrant; (iv) with respect to each nominee for election or reelection to the Board of Directors, include both a completed and duly executed questionnaire and a duly executed agreement, each as required by Section 5.4(d) of this Bylaw; and (v) be corrected, updated, supplemented or recertified if and to the extent required under Section 5.4(f) of this Bylaw.

5.2 Special Meetings of Shareholders.

(a) At any special meeting of the shareholders duly convened in accordance with these Bylaws, only such business shall be conducted or considered as shall have been properly brought before the meeting pursuant to the Corporation's notice of meeting. To be properly brought before a special meeting, proposals must be (i) specified in the Corporation's notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors or given by the Secretary of the Corporation under La. R.S. 12:73B (or any successor provision) and Article VI(B) of the Articles of Incorporation or (ii) otherwise properly brought before the special meeting by or at the direction of the Board of Directors.

(b) Nominations of persons for election to the Board of Directors may be made at a special meeting of shareholders at which directors are to be elected pursuant to the Corporation's notice of meeting (i) by or at the direction of the Board of Directors or (ii) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any shareholder of the Corporation who (A) is a shareholder of record at the time of giving of notice provided for in this Bylaw and at the time of the special meeting, (B) is entitled to vote at the meeting, and (C) complies with the notice procedures set forth in Section 5.2(c) of this Bylaw as to such nomination.

(c) Subject to Section 5.4(c) of this Bylaw, in the event the Corporation calls a special meeting of shareholders for the purpose of electing one or more directors to the Board of Directors, any such shareholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the shareholder's notice required by Section 5.1(b) of this Bylaw with respect to any nomination (including the completed and

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signed questionnaire, representation and agreement required by Section 5.4(d) of this Bylaw) shall be delivered to the Secretary of the Corporation at the principal executive office of the Corporation not earlier than the close of business on the 120th day prior to the date of such special meeting and not later than the close of business on the later of the 90th day prior to the date of such special meeting or, if the first public announcement of the date of such special meeting is less than 100 days prior to the date of such special meeting, the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting.

5.3 [RESERVED]

5.3 Proxy Access Rights.

(a) Whenever the Corporation solicits proxies with respect to an election of directors at an annual meeting, the Corporation shall, subject to the terms and conditions of this Section 5.3, (i) include in its proxy statement for the annual meeting the name, together with the Required Information (as defined below), of any person nominated for election (each such person being hereinafter referred to as a Shareholder Nominee) to the Board of Directors by a shareholder that satisfies, or by a group of no more than ten shareholders that satisfy, the requirements of this Section 5.3 (such individual or group, including as the context requires each member thereof, being hereinafter referred to as the Eligible Shareholder) and all applicable laws, and who expressly elects at the time of providing the notice required by Section 5.3(g) of this Bylaw to have its nominee or nominees included in the Corporation's proxy materials pursuant to this Section 5.3 and (ii) permit the Corporation's shareholders to vote upon each such Shareholder Nominee, in addition to individuals nominated by the Board of Directors, in connection with such meeting. Such notice shall consist of a copy of Schedule 14N duly filed with the U.S. Securities and Exchange Commission in accordance with Rule 14a-18 promulgated under the Exchange Act and the information required to be delivered to the Corporation by this Section 5.3 (all such information collectively being hereinafter referred to as the Section 5.3 Notice), and such notice shall be delivered to the Corporation in accordance with the procedures and during the time period set forth in Section 5.3(g) of this Bylaw.

(b) For purposes of Section 5.3(a) of this Bylaw, the Required Information that the Corporation will include in its proxy statement is (i) the information concerning the Shareholder Nominee and the Eligible Shareholder that is required to be disclosed in the Corporation's proxy statement by the regulations promulgated under the Exchange Act, by these Bylaws, by the Articles of Incorporation or by the Listing Standards (as defined below); and (ii) if the Eligible Shareholder so elects, a Statement (as defined below).

(c) The number of Shareholder Nominees (including Shareholder Nominees that were submitted by an Eligible Shareholder for inclusion in the Corporation's proxy materials pursuant to this Section 5.3 but either are subsequently withdrawn or that the Board of Directors decides to nominate as Board of Director nominees) appearing in the Corporation's proxy materials with respect to an annual meeting shall not exceed 20% of the number of directors in office as of the last day on which a Section 5.3 Notice of a nomination may be timely delivered pursuant to Section 5.3(g) of this Bylaw, or if such amount is not a whole number, the closest whole number below 20%. If for any reason one or more vacancies occur on the Board of Directors after the date referred to in the prior sentence but before the date of the annual meeting and the Board of Directors elects to reduce the size of the Board of Directors in connection therewith, the maximum number of Shareholder Nominees eligible for inclusion in the Corporation's proxy materials pursuant to this Section 5.3 shall be calculated based on the number of directors in office as so reduced. In the event that the number of Shareholder Nominees submitted by Eligible Shareholders pursuant to this Section 5.3 exceeds this maximum number, each Eligible Shareholder will select one Shareholder Nominee for inclusion in the Corporation's proxy materials until the maximum number is reached, selecting in order from the largest to the smallest of such shareholders based upon the number of shares of common stock of the

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Corporation each Eligible Shareholder disclosed as owned in the Section 5.3 Notice submitted to the Corporation hereunder. If the maximum number is not reached after each Eligible Shareholder has selected one Shareholder Nominee, this selection process will continue as many times as necessary, following the same order each time, until the maximum number is reached.

(d) In order to make a nomination pursuant to this Section 5.3, an Eligible Shareholder must have owned (as defined below) 3% or more of the Corporation's outstanding common stock continuously for at least three years (the Required Shares) as of both the date the Section 5.3 Notice of the nomination is furnished in accordance with Section 5.3(g) of this Bylaw and the record date for determining shareholders entitled to vote at the annual meeting, and must continue to own the Required Shares through the applicable meeting date. To be in proper form and effective for purposes of this Section 5.3, a Section 5.3 Notice furnished to the Secretary of the Corporation must: (i) set forth one or more written statements from the record holder of the shares (and from each intermediary through which the shares are or have been held during the requisite three-year holding period) verifying that, as of a date within seven calendar days prior to the date the Section 5.3 Notice is furnished, the Eligible Shareholder owns, and has owned continuously for the preceding three years, the Required Shares, and the Eligible Shareholder's agreement to provide, within three business days after the record date for the annual meeting, written statements from the record holder and such intermediaries verifying the Eligible Shareholder's continuous ownership of the Required Shares through the record date, along with a written statement that the Eligible Shareholder will continue to hold the Required Shares through the applicable meeting date and intends to continue to hold the Required Shares for at least one additional year thereafter; (ii) set forth the information required to be included in a shareholder's notice of nomination pursuant to Section 5.1(c) of this Bylaw (excluding item (ii) thereof), together with the written consent of each Shareholder Nominee to be named in the Corporation's proxy materials as a nominee and to serving as a Director if elected; (iii) include a representation (in the form provided by the Secretary of the Corporation upon written request) that the Eligible Shareholder (A) acquired the Required Shares in the ordinary course of business and not with the intent to change or influence control at the Corporation, and that neither the Eligible Shareholder nor the Shareholder Nominee or Shareholder Nominees being nominated thereby presently has such intent, (B) has not nominated and will not nominate for election to the Board of Directors at the annual meeting any person other than the Shareholder Nominee or Shareholder Nominees being nominated pursuant to this Section 5.3, (C) has not violated the proxy solicitation rules promulgated under the Exchange Act directly or indirectly in connection with furnishing, or preparing to furnish, the Section 5.3 Notice, (D) has not engaged and will not engage in, and has not and will not be a participant in another person's solicitation within the meaning of Rule 14a-1(1) promulgated under the Exchange Act in support of the election of any individual as a Director at the annual meeting other than its Shareholder Nominee or Shareholder Nominees or a nominee of the Board of Directors, (E) will not distribute to any shareholder any form of proxy for the annual meeting other than the form distributed by the Corporation, and (F) has provided and will continue to provide information in connection with the nomination hereunder that is or will be true, correct and complete in all material respects, and does not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were or will be made, not misleading; (iv) include a written undertaking (in the form provided by the Secretary of the Corporation upon written request) that the Eligible Shareholder agrees to (A) assume all liability stemming from any legal or regulatory violation arising out of the communications with shareholders of the Corporation by the Eligible Shareholder, its affiliates and associates, or their respective agents or representatives, either before or after the furnishing of the Section 5.3 Notice, or out of the information that the Eligible Shareholder has provided or will provide to the Corporation or filed or to be filed with the U.S. Securities and Exchange Commission, including an agreement to indemnify the Corporation and its agents and representatives in respect of any such liabilities, (B) comply with all other laws and regulations applicable to any solicitation in connection with the annual meeting, including without limitation Rule 14a-9 promulgated under the Exchange Act, and

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(C) promptly provide to the Corporation such additional information as requested pursuant to this Section 5.3 or any other subsection of this Section 5 of these Bylaws; and (v) be corrected, updated, supplemented or recertified if and to the extent required under Section 5.4(f) of this Bylaw.

(e) Notwithstanding anything in these Bylaws to the contrary, the Corporation shall not be required to include, pursuant to this Section 5.3, any nominee information in its proxy materials (i) with respect to any meeting of shareholders for which the Secretary of the Corporation receives a notice that the Eligible Shareholder or any other shareholder of the Corporation has nominated one or more persons for election to the Board of Directors pursuant to the advance notice requirements set forth in Section 5.1 of this Bylaw, (ii) concerning any Shareholder Nominee who (A) is not independent under the Independence Standards (as defined below in Section 5.4(d) of this Bylaw), as determined in good faith by the Board of Directors or one or more of its committees, (B) provides any information to the Corporation or its shareholders required or requested pursuant to any subsection of this Section 5 of these Bylaws that is not accurate, truthful and complete in all material respects, or that otherwise contravenes any of the agreements or representations made by the Shareholder Nominee in connection with the nomination, (C) has been an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914, within the past three years, (D) is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in such a criminal proceeding within the past ten years or (E) is subject to any order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act of 1933, as amended, or (iii) with respect to any Eligible Shareholder who (A) provides any information to the Corporation or its shareholders required or requested pursuant to any subsection of this Section 5 of these Bylaws that is not accurate, truthful and complete in all material respects or (B) otherwise fails, or nominates any Shareholder Nominee who fails, to comply with its obligations pursuant to any subsection of this Section 5 of these Bylaws.

(f) The Eligible Shareholder may, at its option, provide to the Secretary of the Corporation, at the time the information required by this Section 5.3 is provided, a written statement for inclusion in the Corporation's proxy statement for the annual meeting, not to exceed 500 words, in support of the Shareholder Nominee's candidacy (the "Statement"). Notwithstanding anything to the contrary contained in this Section 5.3, the Corporation may omit from its proxy materials any information or Statement that it, in good faith, believes is materially false or misleading, omits to state any material fact, or would violate any applicable law or regulation.

(g) Notwithstanding the procedures set forth in Section 5.1 or 5.2 of this Bylaw, any Section 5.3 Notice, to be timely under this Section 5.3, must be received by the Secretary of the Corporation at the principal executive office of the Corporation within the time period applicable to notices of shareholder proposals made at annual meetings pursuant to Rule 14a-8 promulgated under the Exchange Act.

(h) For purposes of this Section 5.3, an Eligible Shareholder shall be deemed to own only those outstanding shares of common stock of the Corporation as to which the shareholder possesses both (i) the full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares; provided that the number of shares calculated in accordance with clauses (i) and (ii) shall not include any shares (x) sold by such shareholder or any of its affiliates in any transaction that has not been settled or closed, (y) borrowed by such shareholder or any of its affiliates for any purposes or purchased by such shareholder or any of its affiliates pursuant to an agreement to resell or (z) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar agreement entered into by such shareholder or any of its affiliates, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of shares of outstanding common stock of the Corporation, if, in any such case, such instrument or agreement has, or is intended to have, the purpose or effect of (1) reducing in any manner, to any extent or at any time in the future, such shareholder's or affiliates' full right to vote or direct the voting of any such shares or (2) hedging,

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offsetting or altering to any degree gain or loss arising from the full economic ownership of such shares by such shareholder or affiliate. For purposes of this Section 5.3, a shareholder shall own shares held in the name of a nominee or other intermediary so long as the shareholder retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A shareholder's ownership of shares shall be deemed to continue during any period in which the shareholder has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement which is revocable at any time by the shareholder. The terms owned, owning and other variations of the word own shall have correlative meanings. Whether outstanding shares of the common stock of the Corporation are owned for these purposes shall be determined in good faith by the Board of Directors.

(i) Whenever the Eligible Shareholder consists of a group of more than one shareholder, each provision in this Section 5.3 that requires the Eligible Shareholder to provide any written statements, representations, undertakings, agreements or other instruments or to meet any other conditions shall be deemed to require each shareholder that is a member of such group to provide such statements, representations, undertakings, agreements or other instruments and to meet such other conditions. No person may be a member of more than one group of persons constituting an Eligible Shareholder with respect to any annual meeting.

(j) Any Shareholder Nominee who is included in the Corporation's proxy materials for a particular annual meeting of shareholders but either (i) withdraws from or becomes ineligible or unavailable for election at the annual meeting or (ii) does not receive at least 25% of the votes cast in favor of the Shareholder Nominee's election will be ineligible to be a Shareholder Nominee pursuant to this Section 5.3 for the next two annual meetings.

(k) This Section 5.3 provides the exclusive method for shareholders to include nominees for Director in the Corporation's proxy materials.

5.4 Other Related Provisions.

(a) Subject to Section 5.4(c) of this Bylaw, only such persons who are nominated in accordance with the procedures set forth in this Section 5 of these Bylaws shall be eligible to be elected at a meeting of shareholders to serve as Directors and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 5 of these Bylaws. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the Chairman of the meeting shall have the power and duty (i) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 5 of these Bylaws (including without limitation whether (A) the shareholder or beneficial owner, if any, on whose behalf the nomination or proposal is made solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies or votes in support of such shareholder's nominee or proposal in compliance with such shareholder's representation furnished pursuant to Section 5.1(c)(i)(E) of this Bylaw and (B) such shareholder, any such beneficial owner, and any such nominee has duly and timely furnished all information or agreements required to be furnished under this Section 5 of these Bylaws and complied with all undertakings, representations or commitments associated therewith) and (ii) if any proposed nomination or business is not in compliance with this Section 5 of these Bylaws, to declare that such defective proposal or nomination shall be disregarded.

(b) Notwithstanding the foregoing provisions of this Section 5 of these Bylaws, a shareholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 5; *provided, however*, that any references in these Bylaws to the Exchange Act or the rules promulgated thereunder are not intended to and shall not limit the requirements applicable to nominations or proposals as to any other business to be considered pursuant to Section 5.1(a)(iii), ~~or~~ Section 5.2(b)(ii) or Section 5.3 of this Bylaw.

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(c) Except for proposals properly made in accordance with Rule 14a-8 promulgated under the Exchange Act and included in the notice of meeting duly given by or at the direction of the Board of Directors under this Section 5 of these Bylaws, compliance with Section 5.1(a)(iii), ~~and~~ Section 5.2(b)(ii) **and Section 5.3** shall be the exclusive means for a shareholder to bring matters before an annual meeting of shareholders or a special meeting of shareholders, respectively. Nothing in this Bylaw shall be deemed to affect any rights (i) of shareholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock if and to the extent provided for under law, the Articles of Incorporation or these Bylaws. Except as otherwise expressly provided to the contrary in Rule 14a-8 **or Section 5.3**, nothing in these Bylaws shall be construed to permit any shareholder, or give any shareholder the right, to include or have disseminated or described in the Company's proxy statement any director nominations or any other proposal.

(d) To be eligible to be a nominee for election or reelection as a Director of the Corporation, a person nominated by any shareholder must deliver (in accordance with the time periods prescribed for delivery of notice under the applicable subsection of this Section 5 of these Bylaws) to the Secretary of the Corporation at the principal executive office of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary of the Corporation upon written request) and a written agreement (in the form provided by the Secretary of the Corporation upon written request) that such person (i) is not and will not become a party to (A) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a Director of the Corporation, will act or vote on any issue or question (a Voting Commitment) that has not been fully disclosed in writing to the Board of Directors or (B) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a Director of the Corporation, with such person's fiduciary duties under applicable Louisiana law, (ii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with such person's candidacy, service or action as a Director that has not been fully disclosed in writing to the Board of Directors, (iii) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a Director of the Corporation, and will comply with all applicable publicly-disclosed corporate governance, conflict of interest, ethics, confidentiality, stock ownership and trading policies and guidelines of the Corporation, (iv) acknowledges that, if elected as a Director of the Corporation, such person will owe a fiduciary duty, under applicable Louisiana law, to the Corporation and its shareholders, (v) represents that all of the information that such person has provided and will provide is or will be true, correct and complete in all material respects, and does not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were or will be made, not misleading, (vi) meets, and will continue to meet, all qualifications to serve as a Director of the Corporation specified in Section 11 of Article II of these Bylaws or Article IV(F) of the Articles of Incorporation, and is otherwise in all respects eligible, and will continue to be eligible, to serve as a Director without causing the Corporation to be in violation of these Bylaws, the Articles of Incorporation, the Listing Standards (as defined below), or any other applicable state or federal law or regulation and (vii) will abide by the requirements of Section 8.3 of Article IV of these Bylaws. The Corporation may require any proposed nominee to furnish such other information (i) as may reasonably be requested by the Corporation to determine whether the Director would be independent under the Listing Standards, any applicable rules of the U.S. Securities and Exchange Commission, or any publicly-disclosed standards used by the Board of Directors in determining and disclosing the independence of the Corporation's Directors (collectively, the Independence Standards), (ii) that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such nominee or (iii) that may reasonably be required to determine the eligibility of such nominee to serve as a Director of the Corporation.

(e) The right of any shareholder to make any nominations or proposals under any subsection of this Section 5 of these Bylaws is subject to the condition that the shareholder of record deliver (in accordance

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with the time limits prescribed for delivery of notice under the applicable subsection of this Section 5 of these Bylaws) to the Secretary of the Corporation at the principal executive office of the Corporation a written representation that either such record shareholder or the beneficial owner, if any, on whose behalf the nomination or proposal is being made intends to attend the applicable meeting of shareholders to address any questions regarding the nomination or proposal and, in the event of any nomination or proposal made pursuant to Section 5.1 or 5.2 of these Bylaws, to propose such action at the meeting.

(f) Any notice or information furnished under any subsection of this Section 5 of these Bylaws shall be promptly corrected if the party furnishing it becomes aware of a material error, deficiency or change in circumstances. In addition, any party providing any notice or information under any subsection of Section 5 of these Bylaws must deliver to the Secretary of the Corporation at the principal executive office of the Corporation, not later than three business days after the record date for the meeting and three business days after the date that is ten business days prior to the meeting or any adjournment or postponement thereof, (A) any such written updates and supplements necessary to ensure that the notice or information previously provided or required to be provided shall be true and correct as of both such dates or (B) a written certification that no such updates or supplements are necessary and that the notice or information previously provided remains true and correct as of both such dates.

(g) For purposes of this Section 5 of these Bylaws, (i) *affiliate* and *associate* shall each have the respective meanings ascribed to them in Rule 405 promulgated under the Securities Act of 1933, as amended; *provided, however*, that with respect to any investment company (as defined in the Investment Company Act of 1940, as amended, whether or not exempt from registration thereunder), *affiliate* shall also include all other investment companies managed by the same investment adviser or any of its affiliates, (ii) *public announcement* shall mean disclosure in a press release reported by a national news service or in a document publicly filed by the Corporation with the U.S. Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder, and (iii) *Listing Standards* shall mean the rules and listing standards of the principal U.S. securities exchange upon which the Corporation's common stock is listed.

(h) In no event shall any adjournment or postponement of an annual or special meeting or the announcement thereof commence a new time period (or extend any time period) for the giving of any notice required under any subsection of this Section 5 of these Bylaws. In no event shall a shareholder be permitted to change any person nominated to serve as a Director under any subsection of this Section 5 of these Bylaws after the end of the last day of the applicable notice period, even if the proposed nominee dies, is incapacitated, is disqualified for any reason (including failure to meet or to continue to meet any requirements imposed under any subsection of this Section 5 of these Bylaws), resigns or is otherwise unwilling or unable to serve for any other reason.

(i) The Board of Directors or a committee thereof may adopt such rules or guidelines for applying the provisions of this Section 5 of these Bylaws as it determines are appropriate. To be considered duly furnished or delivered hereunder, any notice, undertaking, questionnaire, agreement or other instrument required to be provided under any subsection of this Section 5 of these Bylaws must be furnished or delivered in a form reasonably satisfactory to the Board of Directors or one or more of its committees.

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APPENDIX B
to Proxy Statement

CENTURYLINK, INC.
ANNUAL FINANCIAL REPORT
December 31, 2013

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INDEX TO FINANCIAL ANNUAL REPORT

December 31, 2013

The materials included in this Appendix B are excerpted from Items 5, 6, 7 and 8 of our Annual Report on Form 10-K for the year ended December 31, 2013, which we filed with the Securities and Exchange Commission on February 27, 2014. Please see the Form 10-K for additional information about our business and operations.

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* All references to Notes in this Appendix B refer to these Notes.

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Our common stock is listed on the New York Stock Exchange (NYSE) and the Berlin Stock Exchange and is traded under the symbol CTL and CYT, respectively. The following table sets forth the high and low reported sales prices on the NYSE along with the quarterly dividends, for each of the quarters indicated.

	Sales Price		Dividend per Common Share
	High	Low	
2013			
First quarter	\$ 42.01	32.05	0.540
Second quarter	38.40	33.83	0.540
Third quarter	36.49	31.21	0.540
Fourth quarter	34.18	29.93	0.540
2012			
First quarter	\$ 40.54	36.25	0.725
Second quarter	39.89	36.91	0.725
Third quarter	43.43	38.96	0.725
Fourth quarter	40.49	36.52	0.725

Common stock dividends during 2013 and 2012 were paid each quarter. On February 24, 2014, our Board of Directors declared a common stock dividend of \$0.54 per share.

As described in greater detail in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013, the declaration and payment of dividends is at the discretion of our Board of Directors, and will depend upon our financial results, cash requirements, future prospects and other factors deemed relevant by our Board of Directors.

At February 18, 2014, there were approximately 161,000 stockholders of record although there were significantly more beneficial holders of our common stock. At February 18, 2014, the closing stock price of our common stock was \$30.95.

Table of Contents**SELECTED FINANCIAL DATA**

The following tables of selected consolidated financial data should be read in conjunction with, and are qualified by reference to, our consolidated financial statements and notes thereto in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013 and Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013.

The tables of selected financial data shown below are derived from our audited consolidated financial statements. These historical results are not necessarily indicative of results that you can expect for any future period.

The results of operations include Savvis for periods after July 15, 2011, Qwest for periods after April 1, 2011 and Embarq for periods after July 1, 2009.

Selected financial information from the consolidated statements of operations data is as follows:

	2013 ⁽²⁾	Years Ended December 31, ⁽¹⁾			2009
		2012	2011	2010	
	(Dollars in millions, except per share amounts)				
	and shares in thousands)				
Operating revenues	\$ 18,095	18,376	15,351	7,042	4,974
Operating expenses	16,642	15,663	13,326	4,982	3,741
Operating income	\$ 1,453	2,713	2,025	2,060	1,233
Income before income tax expense	224	1,250	948	1,531	813
Net (loss) income	(239)	777	573	948	647
Basic (loss) earnings per common share	(0.40)	1.25	1.07	3.13	3.23
Diluted (loss) earnings per common share	(0.40)	1.25	1.07	3.13	3.23
Dividends declared per common share	2.16	2.90	2.90	2.90	2.80
Weighted average basic common shares outstanding	600,892	620,205	532,780	300,619	198,813
Weighted average diluted common shares outstanding	600,892	622,285	534,121	301,297	199,057

(1) See Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013 for a discussion of unusual items affecting the results for the years ended December 31, 2013, 2012 and 2011.

(2) We recorded a non-cash, non-tax-deductible goodwill impairment charge of \$1.092 billion for goodwill attributed to our data hosting segment and a litigation settlement charge of \$235 million recorded in 2013.

Selected financial information from the consolidated balance sheets is as follows:

	2013	Years Ended December 31,			2009
		2012	2011	2010	
	(Dollars in millions)				
Net property, plant and equipment ⁽¹⁾	\$ 18,646	18,909	19,361	8,754	9,097
Goodwill ⁽²⁾⁽³⁾	20,674	21,627	21,627	10,261	10,252
Total assets	51,787	53,940	55,964	22,038	22,563
Total long-term debt ⁽⁴⁾	20,966	20,605	21,836	7,328	7,754
Total stockholders' equity ⁽²⁾	17,191	19,289	20,827	9,647	9,467

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- (1) We have reclassified certain prior year balance sheet amounts presented in our Annual Report on Form 10-K for the year ended December 31, 2012 to conform to the current period presentation. Specifically, we have reclassified \$123 million and \$83 million in software development costs, net of \$30 million and \$8 million in accumulated amortization, from property, plant and equipment to other intangible assets on our consolidated

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balance sheet as of December 31, 2012, and 2011, respectively. We have also reclassified \$28 million and \$8 million from depreciation expense to amortization expense in our statements of operations for the years ended December 31, 2012 and 2011, respectively. The correction of the error did not have an effect on our consolidated statements of operations or our consolidated statements of cash flows for the years ended December 31, 2012 and 2011.

- (2) We recorded a non-cash, non-tax-deductible goodwill impairment charge of \$1.092 billion during 2013 for goodwill attributed to our data hosting segment.
- (3) During the year ended December 31, 2013, we recorded a correction of an error related to an overstatement of our net deferred tax liability recorded in connection with the purchase accounting of Savvis and Qwest in 2011. Therefore, we recognized a \$105 million decrease in our net deferred tax liability and a \$105 million reduction to goodwill on our consolidated balance sheets as of December 31, 2012 and 2011. The correction of the error did not have an effect on our consolidated statements of operations or our consolidated statements of cash flows for the years ended December 31, 2012 and 2011.
- (4) Total long-term debt is the sum of current maturities of long-term debt and long-term debt on our consolidated balance sheets. For total obligations, see Management's Discussion and Analysis of Financial Condition and Results of Operations Future Contractual Obligations in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013.

Selected financial information from the consolidated statements of cash flows is as follows:

	2013	Years Ended December 31,			
		2012	2011	2010	2009
		(Dollars in millions)			
Net cash provided by operating activities	\$ 5,559	6,065	4,201	2,045	1,574
Net cash used in investing activities	(3,148)	(2,690)	(3,647)	(859)	(679)
Net cash used in financing activities	(2,454)	(3,295)	(577)	(1,175)	(976)
Payments for property, plant and equipment and capitalized software	(3,048)	(2,919)	(2,411)	(864)	(755)

The following table presents certain selected consolidated operating data as of the following dates:

	2013	Years Ended December 31,			
		2012 ⁽²⁾	2011 ⁽²⁾	2010	2009
		(in thousands except for data centers, which are actuals)			
Total broadband subscribers ⁽¹⁾	5,991	5,851	5,655	2,349	2,186
Total access lines ⁽¹⁾	13,002	13,751	14,587	6,489	7,025
Total data centers ⁽³⁾	55	54	51		

- (1) Broadband subscribers are customers that purchase high-speed Internet connection service through their existing telephone lines and fiber-optic cables, and access lines are lines reaching from the customers' premises to a connection with the public network.
- (2) The prior year numbers have been adjusted to include the operational metrics of our wholly owned subsidiary, El Paso County Telephone Company, which had been previously excluded. The increase (in thousands) related to including El Paso County Telephone Company's broadband subscribers and access lines, in the table above, is approximately 3 and 3, respectively.
- (3) Data centers are located throughout North America, Europe and Asia.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS**

Certain statements in this Appendix B constitute forward-looking statements. See Special Note Regarding Forward-Looking Statements and Related Matters in Item 1 of our Annual Report on Form 10-K for the year ended December 31, 2013 for factors relating to these statements and Risk Factors in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013 for a discussion of certain risk factors applicable to our business, financial condition and results of operations.

OVERVIEW

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, broadband, private line (including special access), Multi-Protocol Label Switching (MLPS), data integration, managed hosting (including cloud hosting), colocation, Ethernet, network access, public access, wireless, video services and other ancillary services. We strive to maintain our customer relationships by, among other things, bundling our service offerings to provide our customers with a complete offering of integrated communications services.

At December 31, 2013, we operated approximately 13.0 million access lines in 37 states, served approximately 6.0 million broadband subscribers, and operated 55 data centers throughout North America, Europe and Asia. Our methodology for counting access lines may not be comparable to those of other companies.

Our consolidated financial statements include the accounts of CenturyLink, Inc. (CenturyLink) and its majority-owned subsidiaries. These subsidiaries include SAVVIS, Inc. (Savvis) since July 15, 2011 and Qwest Communications International Inc. (Qwest) since April 1, 2011. See Note 2 Acquisitions to our consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013. We discuss below, under Results of Operations Segment Results , certain trends that we believe are significant, even if they are not necessarily material to the combined company.

In the discussion that follows, we refer to the incremental business activities that we now operate as a result of the Savvis acquisition and the Qwest acquisition as Legacy Savvis and Legacy Qwest , respectively. References to Legacy CenturyLink , when used in reference to a comparison of our consolidated results for the years ended December 31, 2011, mean the business we operated prior to the Qwest and Savvis acquisitions. Due to the magnitude of our recent acquisitions in relation to Legacy CenturyLink operations, in the combined company variance discussions below for 2012 and 2011 we have separately reflected the impacts of both the Legacy Qwest and Legacy Savvis operations for enhanced visibility, although we actively manage the combined company through our four segments, as discussed further below.

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We have incurred certain non-recurring operating expenses related to our acquisitions of Savvis in July 2011, Qwest in April 2011 and Embarq in July 2009. These expenses are reflected in cost of services and products and selling, general and administrative expenses in our consolidated statements of operations, as summarized below.

	2013	Years Ended December 31,	
		2012	2011
		(Dollars in millions)	
Cost of services and products:			
Integration and other expenses associated with acquisitions	\$ 15	22	43
Severance expenses, accelerated recognition of share-based awards and retention compensation associated with acquisitions			24
Total	\$ 15	22	67
Selling, general and administrative:			
Expenses incurred to effect acquisitions	\$		79
Integration and other expenses associated with acquisitions	28	25	172
Severance expenses, accelerated recognition of share-based awards and retention compensation associated with acquisitions	10	36	149
Total	\$ 38	61	400

This table does not include costs incurred by Qwest or Savvis prior to being acquired by us. Based on current plans and information, we estimate, in relation to our Qwest acquisition, total integration, severance and retention expenses to be between \$630 million to \$654 million (which includes approximately \$511 million of cumulative expenses incurred through December 31, 2013) and our capital expenditures associated with integration activities will approximate \$200 million (which includes approximately \$110 million of cumulative capital expenditures incurred through December 31, 2013). We anticipate that the amount of our integration costs in future years will vary substantially based on integration activities conducted during those periods and could in certain cases be higher than those incurred by us during the year ended December 31, 2013.

During the first quarter of 2013, we announced a reorganization of our operating segments. Consequently we now report the following four segments in our consolidated financial statements: consumer, business, wholesale and data hosting. The primary purpose of the reorganization was to strengthen our focus on the business market while continuing our commitment to our wholesale, hosting and consumer customers. The reorganization combined business sales and operations functions that formerly resided in the enterprise markets-network segment and the regional markets segment into the new unified business segment. The remaining customers formerly serviced by the regional markets segment became the new consumer segment. Each of the current segments are described further below:

Consumer. Consists generally of providing strategic and legacy products and services to residential consumers. Our strategic products and services offered to these customers include our broadband, wireless and video services, including our Prism TV services. Our legacy services offered to these customers include local and long-distance service.

Business. Consists generally of providing strategic and legacy products and services to commercial, enterprise, global and governmental customers. Our strategic products and services offered to these customers include our private line, broadband, Ethernet, Multiprotocol Label Switching (MPLS), Voice over Internet Protocol (VoIP), and network management services. Our legacy services offered to these customers include local and long-distance service.

Wholesale. Consists generally of providing strategic and legacy products and services to other communications providers. Our strategic products and services offered to these customers are mainly private line (including special access), dedicated internet access, digital subscriber line (DSL) and MPLS. Our legacy services offered to these

customers include the resale of our services, the sale of

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unbundled network elements (UNEs) which allow our wholesale customers to use our network or a combination of our network and their own networks to provide voice and data services to their customers, long-distance and switched access services and other services, including billing and collection, pole rental, floor space and database services.

Data hosting. Consists primarily of providing colocation, managed hosting and cloud hosting services to commercial, enterprise, global and governmental customers.

RESULTS OF OPERATIONS

The following table summarizes the results of our consolidated operations for the years ended December 31, 2013, 2012 and 2011. Our operating results include operations of Savvis for periods after July 15, 2011 and Qwest for periods after April 1, 2011.

	Years Ended December 31,		
	2013	2012	2011
	(Dollars in millions except		
	per share amounts)		
Operating revenues	\$ 18,095	18,376	15,351
Operating expenses	16,642	15,663	13,326
Operating income	1,453	2,713	2,025
Other income (expense)	(1,229)	(1,463)	(1,077)
Income tax expense	463	473	375
Net (loss) income	\$ (239)	777	573
Basic (loss) earnings per common share	\$ (0.40)	1.25	1.07
Diluted (loss) earnings per common share	\$ (0.40)	1.25	1.07

Due to our acquisitions of Qwest on April 1, 2011 and Savvis on July 15, 2011, our 2013 and 2012 operating results reflect a full year of Qwest's and Savvis' results, as compared to our 2011 operating results, which reflect only nine months of Qwest's operating results and five and a half months of Savvis' operating results.

The change from net income of \$777 million in 2012 to a net loss of \$239 million in 2013 is primarily due to a goodwill impairment charge of \$1.092 billion and a charge of \$235 million in connection with a litigation settlement recorded in 2013. The increase in net income of \$204 million in 2012 was primarily due to the 2012 period containing a full year of Qwest's operating results compared to the 2011 period only containing nine months and a significant decrease from 2011 in the amount of acquisition, severance and integration expenses resulting from our recent acquisitions, as presented in the table under the Overview section above. The post-acquisition operations of Legacy Savvis and Legacy Qwest, which included substantial severance and integration expenses and significant acquisition accounting adjustments to depreciation and amortization expense, did not contribute significantly to our consolidated net income in 2011. See Note 2 Acquisitions and Note 3 Goodwill, Customer Relationships and Other Intangible Assets to our consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013. In addition to these factors, growth in strategic services revenues (which we describe further below) over the past couple of years did not fully offset lower revenues from other services and products, which placed downward pressures on our revenues.

Diluted (loss) earnings per common share in 2013 was lower than 2012 primarily due to the above-described goodwill impairment charge of \$1.092 billion and a litigation settlement charge of \$235 million recorded in 2013. Diluted earnings per common share in 2012 was higher than 2011 as a result of increased net income for 2012.

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The following table summarizes our broadband subscribers, access lines, data centers and number of employees:

	As of December 31,		
	2013	2012 ⁽²⁾	2011 ⁽²⁾
	(in thousands except for data centers, which are actuals)		
Operational metrics:			
Total broadband subscribers ⁽¹⁾	5,991	5,851	5,655
Total access lines ⁽¹⁾	13,002	13,751	14,587
Total data centers ⁽³⁾	55	54	51
Total employees	46.6	47.0	49.2

- (1) Broadband subscribers are customers that purchase high-speed Internet connection service through their existing telephone lines and fiber-optic cables, and access lines are lines reaching from the customers' premises to a connection with the public network.
- (2) The prior year numbers have been adjusted to include the operational metrics of our wholly owned subsidiary, El Paso County Telephone Company, which had been previously excluded. The increase (in thousands) related to including El Paso County Telephone Company's broadband subscribers and access lines, in the table above, is approximately 3 and 3, respectively.
- (3) Data centers are located throughout North America, Europe and Asia.

During the last several years, we have experienced revenue decline (excluding the impact of acquisitions) primarily due to declines in access lines, intrastate access rates and minutes of use. To mitigate these declines, we remain focused on efforts to, among other things:

promote long-term relationships with our customers through bundling of integrated services;

provide new services, such as video, cloud hosting, managed hosting, colocation and other additional services that may become available in the future due to, among other things, advances in technology or improvements in our infrastructure;

provide our broadband and premium services to a higher percentage of our customers;

pursue acquisitions of additional assets if available at attractive prices;

increase usage of our networks; and

market our products and services to new customers.

Operating Revenues

We currently categorize our products, services and revenues among the following four categories:

Strategic services, which include primarily broadband, private line (including special access, which we market to wholesale and business customers), MPLS (which is a data networking technology that can deliver the quality of service required to support real-time voice and video), hosting (including cloud hosting and managed hosting), colocation, Ethernet, video (including our facilities-based video services, which we now offer in twelve markets, and our resold satellite service), VoIP and Verizon Wireless services;

Legacy services, which include primarily local, long-distance, switched access, Integrated Services Digital Network (ISDN) (which uses regular telephone lines to support voice, video and data applications), and traditional wide area network (WAN) services (which allows a local communications network to link to networks in remote locations);

Data integration, which includes the sale of telecommunications equipment located on customers' premises and related professional services, such as network management, installation and maintenance of data equipment and building of proprietary fiber-optic broadband networks for our governmental and business customers; and

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Other revenues, which consists primarily of USF revenue and surcharges. Unlike the first three revenue categories, other revenues are not included in our segment revenues.

The following table summarizes our operating revenues under our current revenue categorization:

	Years Ended December 31,		Increase / (Decrease)	% Change
	2013	2012	(Dollars in millions)	
Strategic services	\$ 8,822	8,427	395	5%
Legacy services	7,617	8,221	(604)	(7)%
Data integration	656	672	(16)	(2)%
Other	1,000	1,056	(56)	(5)%
Total operating revenues	\$ 18,095	18,376	(281)	(2)%

The following table summarizes our operating revenues under our current revenue categorization, which is presented in a manner that we believe is useful for understanding the impact of the Qwest and Savvis acquisitions:

	Years Ended December 31,		Increase / (Decrease)			Total
	2012	2011	CenturyLink	Qwest	Savvis	
			(Dollars in millions)			
Strategic services	\$ 8,427	6,313	322	1,207	585	2,114
Legacy services	8,221	7,621	(648)	1,248		600
Data integration	672	537	19	116		135
Other	1,056	880	44	132		176
Total operating revenues	\$ 18,376	15,351	(263)	2,703	585	3,025

Operating revenues attributable to certain bundled services were revised from legacy services to strategic services. Specifically, the revision resulted in a reduction of revenues from legacy services of \$104 million and \$51 million and a corresponding increase in revenues from strategic services for the periods ended December 31, 2012 and 2011, respectively. The revision was in response to over-allocating discounts to broadband services revenues and under-allocating discounts to local and long-distance services revenues under bundled services arrangements, which resulted in strategic services revenues being understated and legacy services revenues being overstated.

Operating revenues attributable to certain CLEC services were revised from strategic services to legacy services. Specifically, the revision resulted in a reduction of revenue from strategic services of \$38 million and a corresponding increase in revenue from legacy services for the period ended December 31, 2012. The revision was in response to recording certain legacy services revenues generated through CLEC services arrangements as strategic services revenues, which resulted in strategic services revenues being overstated and legacy services revenues being understated. Due to system limitations, we have determined that it is impracticable to revise 2011 operating revenues attributable to certain CLEC services to conform to our current revenue categorization.

Our operating revenues decreased by \$281 million, or approximately 2%, during the year ended December 31, 2013 as compared to the year ended December 31, 2012. The decrease in revenues is primarily due to declines to legacy services revenues, which decreased by \$604 million, or 7%, and which reflect the continuing loss of access lines and loss of access revenues associated with internet and wireless substitution in our markets. At December 31, 2013, we had approximately 13.0 million access lines, (about 59% of which are located in Legacy Qwest's markets), or approximately 5.4% less than the number of access lines we operated at December 31, 2012. We believe the decline in the number of access lines was primarily due to the displacement of traditional wireline telephone services by other competitive products and services. We estimate that our access

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lines loss will be between 5.2% and 5.7% in 2014. Strategic services revenues increased by \$395 million, or 5%, for the year ended December 31, 2013 as compared to the year ended December 31, 2012 primarily from increased demand for our MPLS, Ethernet, broadband, facilities-based video and data hosting services, which were partially offset by a decline in private lines services. Data integration decreased by \$16 million, or 2%, for the year ended December 31, 2013 as compared to the year ended December 31, 2012 primarily due to declines in governmental sales and professional services, which were partially offset by an increase in maintenance services. Other revenue decreased by \$56 million, or 5%, for the year ended December 31, 2013 as compared to the year ended December 31, 2012 primarily due to rate reductions on the federal universal service charges.

Our operating revenues increased by \$3.025 billion, or 20%, during the year ended December 31, 2012 as compared to the year ended December 31, 2011. The increase in revenues is primarily due to our acquisitions of Qwest on April 1, 2011 and Savvis on July 15, 2011. As reflected in the table above, our acquisitions of Qwest and Savvis contributed incremental operating revenues (net of intercompany eliminations) of \$2.7 billion and \$585 million, respectively, to our 2012 revenues. Legacy CenturyLink operating revenues decreased \$263 million, in 2012. This decrease was primarily attributable to a decline in legacy services revenues, which reflected the continuing loss of access lines in our markets. At December 31, 2012, we had 13.751 million access lines, of which 8.058 million were in Legacy Qwest's markets. Access lines in our Legacy CenturyLink markets declined to 5.693 million at December 31, 2012 from 6.051 million at December 31, 2011, a decrease of 5.9% during 2012. We believe the decline in the number of access lines was primarily due to the displacement of traditional wireline telephone services by other competitive products and services. Our legacy services revenues were also negatively impacted in 2012 by the continued reduction in access revenues and continued migration of customers to bundled service offerings at lower effective rates. The decrease in our legacy services revenues was partially offset by higher revenues from strategic services revenues. Ethernet, MPLS, Internet Protocol Television (IPTV), VoIP and broadband services accounted for a majority of the growth in strategic services revenues.

We are aggressively marketing our strategic services (including our data hosting services) to offset the continuing declines in our legacy services revenues. We believe our recent acquisitions since 2011 will strengthen our ability to achieve this goal.

Further analysis of our operating revenues by segment is provided below in Segment Results.

Operating Expenses

Our current definitions of operating expenses are as follows:

Cost of services and products (exclusive of depreciation and amortization) are expenses incurred in providing products and services to our customers. These expenses include: employee-related expenses directly attributable to operating and maintaining our network (such as salaries, wages, benefits and professional fees); facilities expenses (which include third-party telecommunications expenses we incur for using other carriers' networks to provide services to our customers); rents and utilities expenses; equipment sales expenses (such as data integration and modem expenses); costs for universal service funds (USF) (which are federal and state funds that are established to promote the availability of telecommunications services to all consumers at reasonable and affordable rates, among other things, and to which we are often required to contribute); litigation expenses associated with our operations; and other expenses directly related to our network and hosting operations.

Selling, general and administrative expenses are corporate overhead and other operating expenses. These expenses include: employee-related expenses (such as salaries, wages, internal commissions, benefits and professional fees) directly attributable to selling products or services and employee-related expenses for administrative functions; marketing and advertising; property and other operating taxes and fees; external commissions; litigation expenses associated with general matters; bad debt expense; and other selling, general and administrative expenses.

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These expense classifications may not be comparable to those of other companies.

Total operating expenses increased by \$979 million, or 6%, for the year ended December 31, 2013 as compared to the year ended December 31, 2012 and operating expenses increased by \$2.337 billion, or 18%, for the year ended December 31, 2012 as compared to the year ended December 31, 2011.

The following tables summarize our operating expenses:

	Years Ended December 31,		Increase / (Decrease)	% Change
	2013	2012	(Dollars in millions)	
Cost of services and products (exclusive of depreciation and amortization)	\$ 7,507	7,639	(132)	(2)%
Selling, general and administrative	3,502	3,244	258	8%
Depreciation and amortization	4,541	4,780	(239)	(5)%
Impairment of goodwill	1,092		1,092	100%
Total operating expenses	\$ 16,642	15,663	979	6%

	Years Ended December 31,		Increase / (Decrease)			
	2012	2011	CenturyLink	Qwest	Savvis	Total
			(Dollars in millions)			
Cost of services and products (exclusive of depreciation and amortization)	\$ 7,639	6,325	(73)	1,082	305	1,314
Selling, general and administrative	3,244	2,975	(367)	483	153	269
Depreciation and amortization	4,780	4,026	(149)	741	162	754
Total operating expenses	\$ 15,663	13,326	(589)	2,306	620	2,337

The increase in total operating expenses of \$979 million for fiscal 2013 over fiscal 2012 was substantially impacted by a goodwill impairment charge of \$1.092 billion and a charge of \$235 million in connection with a litigation settlement recorded in 2013. Excluding the effects of the goodwill impairment charge and litigation charge, total operating expenses for the year ended December 31, 2013 decreased by \$348 million, or 2%, as compared to the year ended December 31, 2012. The decrease was primarily attributable to lower depreciation and amortization expense and lower employee related costs, bad debt expense and customer premise equipment installation and maintenance costs, which were partially offset by increases in facility costs, network expense and real estate and power costs.

The acquisitions of Qwest and Savvis largely contributed to the increase in total operating expenses of \$2.337 billion in 2012. Excluding the effects of Legacy Qwest and Legacy Savvis expenses, total operating expenses for the year ended December 31, 2012 decreased \$589 million, due primarily to decreases in employee-related expenses, severance and integration expenses relating to our recent acquisitions and depreciation and amortization expense. As discussed in the Overview section, our operating expenses for 2013, 2012, and 2011 included substantial severance and integration costs related to the Qwest, Savvis and Embarq acquisitions as well as significant acquisition accounting adjustments to depreciation and amortization expense. See Note 2 Acquisitions and Note 3 Goodwill, Customer Relationships and Other Intangible Assets to our consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013.

Cost of services and products (exclusive of depreciation and amortization) decreased by \$132 million, or 2%, for the year ended December 31, 2013 as compared to the year ended December 31, 2012 primarily due to decreases in professional fees, customer premise equipment installation and maintenance costs and employee related costs. These decreases were partially offset by increases in facility costs, network expenses and real estate

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and power. Cost of services and products (exclusive of depreciation and amortization) increased by \$1.314 billion, or 21%, for the year months ended December 31, 2012 as compared to the year ended December 31, 2011 primarily due to the acquisitions of Qwest and Savvis. For the year ended December 31, 2012, Legacy CenturyLink's cost of services and products (exclusive of depreciation and amortization) were slightly lower as compared to 2011. During 2012, we experienced decreases in severance, salaries and wages and related benefits, which were partially offset by increases in customer premise equipment and maintenance costs, network expense, and contractor costs.

Selling, general and administrative expenses increased by \$258 million, or 8%, for the year ended December 31, 2013 as compared to the year ended December 31, 2012 primarily due to a charge of \$235 million in connection with a litigation settlement. The increase was also attributed to increases in employee related costs, professional fees and external commissions, which were partially offset by a decrease in bad debt expense. Selling, general and administrative expenses increased by \$269 million, or 9%, for the year ended December 31, 2012 as compared to the year ended December 31, 2011 primarily due to the acquisition of Qwest and Savvis. Legacy CenturyLink selling, general and administrative expenses decreased \$367 million, for the year ended December 31, 2012 as compared to the year ended December 31, 2011. The decrease in 2012 was primarily due to a decrease in severance and integration expenses relating to our recent acquisitions, as well as a decrease in salaries, wages, and employee benefits due to a reduction in headcount. For all periods presented, our expenses include the transaction, severance and integration expenses related to the Qwest, Savvis and Embarq acquisitions (summarized in the table in Overview above).

Depreciation and amortization expenses decreased by \$239 million or 5%, for the year ended December 31, 2013 as compared to the year ended December 31, 2012. This decrease in depreciation expense is primarily due to depreciation rate changes of certain telecommunications equipment. The rate changes were the result of our aged investment in plant becoming fully depreciated or retired at a faster rate than the addition of new plant. The decrease in amortization expense is primarily due to the use of accelerated amortization for a portion of the customer relationship assets and due to our software investments becoming fully amortized faster than new software was acquired.

Depreciation and amortization increased by \$754 million, or 19%, for the year ended December 31, 2012 as compared to the year ended December 31, 2011 primarily due to the acquisition of Qwest and Savvis. Excluding the effects of the acquisitions of Qwest and Savvis, depreciation and amortization expense for Legacy CenturyLink decreased \$149 million, or 4%, due to annual updates of our depreciation rates for capitalized assets and an out-of-period accounting adjustment related to an overstatement of depreciation expense in prior years, partially offset by net growth in capital assets. See Note 1 Basis of Presentation and Summary of Significant Accounting Policies to our consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013 for additional information on the out-of-period accounting adjustment.

Effective January 1, 2012, we changed our rates of capitalized labor as we transitioned certain of Qwest's legacy systems to our historical company systems. This transition resulted in an estimated \$40 million to \$55 million increase in the amount of labor capitalized as an asset compared to the amount that would have been capitalized if Qwest had continued to use its legacy systems and a corresponding estimated \$40 million to \$55 million decrease in operating expenses for the year ended December 31, 2012. The reduction in expenses described above, net of tax, increased net income approximately \$25 million to \$34 million, or \$0.04 to \$0.05 per basic and diluted common share, for the year ended December 31, 2012.

Further analysis of our operating expenses by segment is provided below in Segment Results.

Goodwill Impairment

As of September 30, 2013, we assessed our reporting units, which are our four operating segments (consumer, business, wholesale and data hosting). Based on our assessment performed, we concluded that our goodwill for the consumer, wholesale and business segments was not impaired as of that date, but that our goodwill for the data hosting segment was impaired as of September 30, 2013. The data hosting segment is

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experiencing slower than previously-projected revenue and margin growth and greater than anticipated competitive pressures. As a result of this data hosting impairment, we recorded during 2013 a non-cash, non-tax-deductible goodwill impairment charge of \$1.092 billion for goodwill assigned to our data hosting segment.

As of September 30, 2013, based on our assessment performed with respect to our four reporting units, the estimated fair value of our equity exceeded our carrying value of equity for our consumer, business and wholesale segments by 8%, 18% and 150%, respectively. After the impairment charge described above, the estimated fair value of our equity equals the carrying value of equity for our data hosting segment.

During the fourth quarter of 2013, we elected to change the date of our annual assessment of goodwill impairment from September 30 to October 31. This is a change in method of applying an accounting principle which management believes is a preferable alternative as the new date of the assessment is more closely aligned with our strategic planning process. The change in the assessment date did not delay, accelerate or avoid a potential impairment charge in 2013. We performed our annual goodwill impairment assessment at September 30, 2013, prior to the change in our annual assessment date. We then performed a qualitative assessment of our goodwill as of October 31 and concluded that our goodwill for consumer, wholesale and business reporting units was not impaired and our goodwill for data hosting reporting unit was not further impaired as of that date.

We may be required to assess our goodwill for impairment before our next required testing date of October 31, 2014 under certain circumstances, including any failure to meet our forecasted future operating results or any significant increases in our weighted average cost of capital. In addition, we cannot assure that adverse conditions will not trigger future goodwill impairment testing or an impairment charge. A number of factors, many of which we have no ability to control, could affect our financial condition, operating results and business prospects and could cause our actual results to differ from the estimates and assumptions we employed in our goodwill impairment assessment. These factors include, but are not limited to, (i) further weakening in the overall economy; (ii) a significant decline in our stock price and resulting market capitalization; (iii) changes in the discount rate we use in our testing; (iv) successful efforts by our competitors to gain market share in our markets; (v) adverse changes as a result of regulatory or legislative actions; (vi) a significant adverse change in legal factors or in the overall business climate; and (vii) recognition of a goodwill impairment loss in the financial statements of a subsidiary that is a component of our segments. For additional information on the change to our goodwill impairment assessment date and the risk associated with intangible assets, see Critical Accounting Policies and Estimates Goodwill, Customer Relationships and Other Intangibles Assets below and Risk Factors in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013. We will continue to monitor certain events that impact our operations to determine if an interim assessment of goodwill impairment should be performed prior to the next required assessment date of October 31, 2014.

Further analysis of our operating expenses by segment is provided below in Segment Results.

Other Consolidated Results

The following tables summarize our total other income (expense) and income tax expense:

	Years Ended December 31,		Increase /	%
	2013	2012	(Decrease)	Change
	(Dollars in millions)			
Interest expense	\$ (1,298)	(1,319)	(21)	(2)%
Net gain (loss) on early retirement of debt	10	(179)	189	106%
Other income (expense)	59	35	24	69%
Total other income (expense)	\$ (1,229)	(1,463)	(234)	(16)%
Income tax expense	\$ 463	473	(10)	(2)%

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	Years Ended December 31,		Increase / (Decrease)			
	2012	2011	CenturyLink	Qwest	Savvis	Total
	(Dollars in millions)					
Interest expense	\$ (1,319)	(1,072)	62	169	16	247
Net loss on early retirement of debt	(179)	(8)	179	(8)		171
Other income (expense)	35	3	32	(1)	1	32
Total other income (expense)	\$ (1,463)	(1,077)	273	160	17	386
Income tax expense	\$ 473	375	nm	nm	nm	98

nm Attributing changes in income tax expense to the acquisitions of Savvis and Qwest is considered not meaningful.

Interest Expense

Interest expense decreased \$21 million, or 2%, for the year ended December 31, 2013 as compared to the year ended December 31, 2012 primarily due to a lower amount of average debt outstanding along with lower interest rates, which were partially offset by a reduction in the amortization of debt premiums. Interest expense increased by \$247 million, or 23%, for the year ended December 31, 2012 as compared to the year ended December 31, 2011 primarily due to the 2012 period containing a full year of Qwest interest expense compared to the 2011 period containing only nine months. Interest expense for Legacy CenturyLink increased \$62 million, for the year ended December 31, 2012 as compared to the year ended December 31, 2011. The increase in 2012 is substantially due to interest on our \$2 billion aggregate principal amount of senior notes issued in June 2011 to finance the Savvis acquisition. The 2012 increase is due to those notes being outstanding for a full year versus only a portion of 2011. See Note 4 Long-term Debt and Credit Facilities to our consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013 and Liquidity and Capital Resources below for additional information about those transactions.

Net Gain or Loss on Early Retirement of Debt

In the fourth quarter of 2013, QCII (Qwest Communications International Inc. on a stand-alone basis) redeemed their outstanding debt securities, which resulted in a gain of \$10 million.

In the second quarter of 2012, our subsidiaries Embarq and QC completed premium-priced cash tender offers for the purchase of certain of their respective outstanding debt securities, resulting in an aggregate loss of \$190 million. Also in the second quarter of 2012, our subsidiaries Embarq and QCII redeemed certain of their respective outstanding debt securities which resulted in a net loss of \$9 million.

During 2012, QCII and QC redeemed certain of their outstanding debt securities, which resulted in an aggregate gain of \$20 million.

In the fourth quarter and second quarter of 2011, QC redeemed certain of its outstanding debt securities which resulted in a total net loss of \$8 million.

Other Income (Expense)

Other income (expense) reflects certain items not directly related to our core operations, including our share of income from our 49% interest in a cellular partnership, interest income, gains and losses from non-operating asset dispositions and foreign currency gains and losses. Other income was greater for the year ended December 31, 2013 as compared to 2012 primarily due to a \$32 million gain on the sale of wireless spectrum in January 2013, which was larger than the gain on sale of auction rate securities recognized in 2012. Other income for Legacy CenturyLink was greater for the year ended December 31, 2012 as compared to 2011 due to gains on the sales of our auction rate securities and the recognition in 2011 of \$16 million in transaction expenses incurred

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in connection with terminating an unused bridge loan financing commitment related to the Savvis acquisition. See Note 2 Acquisitions to our consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013.

Income Tax Expense

Income tax expense decreased by \$10 million for the year ended December 31, 2013 as compared to the year ended December 31, 2012. Our income tax expense for the year ended December 31, 2012 increased \$98 million from the amounts for the comparable prior year. Our increase in 2012 was primarily due to a \$302 million, or 32%, increase in income before income tax expense as compared to 2011. For the years ended December 31, 2013, 2012 and 2011, our effective income tax rate was 206.7%, 37.8% and 39.6%, respectively. The 2013 effective tax rate reflects the net impacts of the \$1.092 billion non-deductible goodwill impairment and of an unfavorable accounting adjustment of \$17 million related to non-deductible life insurance costs. The 2013 tax expense also includes the impacts of a favorable settlement with the Internal Revenue Service of \$33 million and a favorable adjustment of \$22 million related to the reversal of liabilities for uncertain tax positions. The 2012 effective tax rate reflects the \$16 million reversal of a valuation allowance related to the auction rate securities we sold in 2012, a \$12 million benefit related to state NOLs net of valuation allowance, and a \$6 million expense associated with reversing a receivable related to periods that have been effectively settled with the IRS. See Note 12 Income Taxes to our consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013 and Income Taxes below for additional information.

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Segment Results

As described further above under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations Overview, we revised our segment structure in 2013 and restated previously reported segment results for the years ended December 31, 2012 and 2011 to conform to our 2013 segment presentation. The following table summarizes our segment results for the years ended December 31, 2013, 2012 and 2011 under our segment categorization at December 31, 2013.

	Years Ended December 31,		
	2013	2012	2011
	(Dollars in millions)		
Total segment revenues	\$ 17,095	17,320	14,471
Total segment expenses	8,249	8,244	6,623
Total segment income	\$ 8,846	9,076	7,848
Total margin percentage	52%	52%	54%
Consumer:			
Revenues	\$ 6,004	6,162	5,384
Expenses	2,231	2,291	1,972
Income	\$ 3,773	3,871	3,412
Margin percentage	63%	63%	63%
Business:			
Revenues	\$ 6,136	6,133	5,150
Expenses	3,769	3,743	3,068
Income	\$ 2,367	2,390	2,082
Margin percentage	39%	39%	40%
Wholesale:			
Revenues	\$ 3,579	3,725	3,314
Expenses	1,158	1,230	1,137
Income	\$ 2,421	2,495	2,177
Margin percentage	68%	67%	66%
Data hosting:			
Revenues	\$ 1,376	1,300	623
Expenses	1,091	980	446
Income	\$ 285	320	177
Margin percentage	21%	25%	28%

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The following table reconciles our total segment revenues and total segment income presented above to operating revenues and operating income reported in our consolidated statements of operations.

	Years Ended December 31,		
	2013	2012	2011
	(Dollars in millions)		
Total segment revenues	\$ 17,095	17,320	14,471
Other operating revenues	1,000	1,056	880
Operating revenues reported in our consolidated statements of operations	\$ 18,095	18,376	15,351
Total segment income	\$ 8,846	9,076	7,848
Other operating revenues	1,000	1,056	880
Depreciation and amortization	(4,541)	(4,780)	(4,026)
Impairment of goodwill (Note 3)	(1,092)		
Other unassigned operating expenses	(2,760)	(2,639)	(2,677)
Operating income reported in our consolidated statement of operations	\$ 1,453	2,713	2,025

Our segment revenues include all revenues from our strategic and legacy services and data integration as described in more detail above. Segment revenues are based upon each customer's classification to an individual segment. We report our segment revenues based upon all services provided to that segment's customers. We report our segment expenses for our four segments as follows:

Direct expenses, which primarily are specific expenses incurred as a direct result of providing services and products to segment customers, along with selling, general and administrative expenses that are directly associated with specific segment customers or activities; and

Allocated expenses, which include network expenses, facilities expenses and other expenses such as fleet and real estate expenses. We do not assign depreciation and amortization expense or impairments to our segments, as the related assets and capital expenditures are centrally managed and are not monitored by or reported to the chief operating decision maker (CODM) by segment. Similarly, severance expenses, restructuring expenses and, subject to an exception for our data hosting segment, certain centrally managed administrative functions (such as finance, information technology, legal and human resources) are not assigned to our segments. Interest expense is also excluded from segment results because we manage our financing on a total company basis and have not allocated assets or debt to specific segments. Other income (expense) is not monitored as a part of our segment operations and is therefore excluded from our segment results. For additional information about our segments, see Note 13 Segment Information to our consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013.

Consumer

The operations of our consumer segment have been impacted by several significant trends, including those described below:

Strategic services. In order to remain competitive and attract additional residential broadband subscribers, we believe it is important to continually increase our broadband network's scope and connection speeds. As a result, we continue to invest in our broadband network, which allows for the delivery of higher speed broadband services to a greater number of customers. We compete in a maturing broadband market in which most consumers already have broadband services and growth rates in new subscribers have slowed. Moreover, as described further in Items 1 and 1A of our Annual Report on Form 10-K for the year ended December 31, 2013, demand for our broadband services could be adversely affected by competitors providing services at higher broadband speed than ours or using advanced wireless data technologies. We

also continue to expand our strategic product offerings,

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including facilities-based video services. The expansion of our facilities-based video service infrastructure requires us to incur start-up expenses in advance of the revenue that this service is expected to generate. Although, over time, we expect that our revenue for facilities-based video services will offset the expenses incurred, the timing of this revenue growth is uncertain. We believe these efforts will improve our ability to compete and increase our strategic revenues;

Legacy services. Our voice revenues have been, and we expect they will continue to be, adversely affected by access line losses. Intense competition and product substitution continue to drive our access line losses. For example, many consumers are substituting cable and wireless voice services and electronic mail, texting and social networking non-voice services for traditional voice telecommunications services. We expect that these factors will continue to negatively impact our business. As a result of the expected loss of revenues associated with access lines, we continue to offer our customers service bundling and other product promotions to help mitigate this trend, as described below;

Service bundling and product promotions. We offer our customers the ability to bundle multiple products and services. These customers can bundle local services with other services such as broadband, video, long-distance and wireless. While we believe our bundled service offerings can help retain customers, they also tend to lower our profit margins in the consumer segment; and

Operating efficiencies. We continue to evaluate our operating structure and focus. This involves balancing our segment workforce in response to our workload requirements, productivity improvements and changes in industry, competitive, technological and regulatory conditions.

The following tables summarize the results of operations from our consumer segment:

	Years Ended December 31,		Consumer Segment Increase / (Decrease)	% Change
	2013	2012	(Dollars in millions)	
Segment revenues:				
Strategic services	\$ 2,650	2,474	176	7%
Legacy services	3,349	3,681	(332)	(9)%
Data integration	5	7	(2)	(29)%
Total revenues	6,004	6,162	(158)	(3)%
Segment expenses:				
Direct	1,758	1,796	(38)	(2)%
Allocated	473	495	(22)	(4)%
Total expenses	2,231	2,291	(60)	(3)%
Segment income	\$ 3,773	3,871	(98)	(3)%
Segment margin percentage	63%	63%		

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	Consumer Segment				
	Years Ended		Increase / (Decrease)		
	2012	2011	CenturyLink	Qwest	Total
	(Dollars in millions)				
Segment revenues:					
Strategic services	\$ 2,474	1,928	190	356	546
Legacy services	3,681	3,449	(253)	485	232
Data integration	7	7			