Part I  Reporting Issuer

1  Issuer's name
CenturyLink, Inc.

2  Issuer's employer identification number (EIN)
72-0851161

3  Name of contact for additional information
Cathy Hays

4  Telephone No. of contact
1-800-833-1188

5  Email address of contact
Cathy.Hays@CenturyLink.com

6  Number and street (or P.O. box if mail is not delivered to street address) of contact
100 CenturyLink Drive

7  City, town, or post office, state, and ZIP code of contact
Monroe, LA 71203

8  Date of action
April 1, 2011

9  Classification and description
common stock

10  CUSIP number
1567000106

11  Serial number(s)
n/a

12  Ticker symbol
CTL

13  Account number(s)
n/a

Part II  Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14  Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ►

On April 1, 2011, SB44 Acquisition Company (a wholly owned subsidiary of CenturyLink, Inc. ("CTL")) merged with and into Qwest Communications International Inc. ("QCI") in a nontaxable reorganization. QCI survived the merger as a wholly owned subsidiary of CTL. Upon completion of the merger, QCI stockholders received 0.1664 shares of CTL common stock for each share of QCI common stock they owned at closing, with cash paid in lieu of fractional shares. QCI stockholders did not recognize gain or loss in the merger, except with respect to cash received in lieu of fractional shares of CTL common stock.

15  Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ►

Each share of QCI common stock was exchanged for 0.1664 shares of CTL common stock, with cash paid in lieu of fractional shares. As a result, each QCI shareholder's basis in CTL shares received in the merger is equal to their basis in QCI shares divided by 0.1664.

16  Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ►

Because the transaction was not taxable, a QCI shareholder's aggregate basis in CTL shares received in the transaction was equal to their aggregate basis in QCI shares relinquished. However, the per share cost basis changed because the exchange ratio was 0.1664 CTL shares to each QCI share.

For Paperwork Reduction Act Notice, see the separate Instructions.
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based
I.R.C. Section 388(a)
I.R.C. Section 388(b)
I.R.C. Section 361(a)

18 Can any resulting loss be recognized?
No, although it is possible that a loss could be recognized on cash received for a fractional share.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year
The transaction occurred and should be reported in 2011.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature: [Signature]
Date: 11/6/2012
Title: [Title]

Print your name: [Print your name]

Paid Preparer Use Only
Firm's name: [Firm’s name]
Firm's address: [Firm’s address]
Firm's EIN: [Firm’s EIN]
Phone no. [Phone no.]

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054