

Edgar Filing: LEVEL 3 COMMUNICATIONS INC - Form 424B3

LEVEL 3 COMMUNICATIONS INC

Form 424B3

June 13, 2007

Filed Pursuant to Rule 424(b) (3)
Registration No. 333-139838

Prospectus Supplement

(To Prospectus Dated January 5, 2007 and Supplemented March 30, 2007)

\$180,000,000

LEVEL 3 COMMUNICATIONS, INC.*

Shares of Common Stock of Level 3 Communications, Inc.
Issuable Upon Conversion of 3.125% Convertible Senior Debentures due 2026 of
Broadwing Corporation

TABLE OF ADDITIONAL REGISTRANTS

Name of Additional Registrants*	Jurisdiction of Incorporation or Organization -----	Industrial Classification Code Number -----
Broadwing Corporation	Delaware	4813
Dorsal Networks, LLC	Delaware	4813
United Cable Holdings, LLC	Delaware	4813
Corvis Operations, Inc.	Delaware	4813
Corvis Equipment, LLC	Delaware	4813
Corvis Government Solutions, Inc.	Delaware	4813
CIII Communications, LLC	Delaware	4813
Broadwing Communications, LLC	Delaware	4813
Broadwing Communications Real Estate Services, LLC	Delaware	4813
Broadwing Communications Canada, LLC	Delaware	4813
Broadwing Communications Holdings, Inc.	Delaware	4813
Broadwing Communications Corporation	Delaware	4813
Broadwing Financial Services, Inc.	Delaware	4813

* Addresses and telephone numbers of principal executive offices are the same as those of Level 3 Communications, Inc.

This prospectus supplement supplements the prospectus dated January 5, 2007 (as supplemented on March 30, 2007, the "prospectus") of Level 3

Edgar Filing: LEVEL 3 COMMUNICATIONS INC - Form 424B3

Communications, Inc. relating to the sale by certain holders of Broadwing Corporation's 3.125% convertible senior debentures due 2026 and the shares of Level 3 common stock issuable upon conversion of the convertible debentures. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supercedes the information contained in the prospectus.

The following table supplements or amends, as noted, the information contained in the table set forth in the prospectus under the caption "Selling Stockholders." The table sets forth information with respect to the selling stockholders identified below and the principal amounts at maturity of beneficially owned by each selling stockholder identified below that may be offered under the prospectus. The information is based on information provided by or on behalf of the selling stockholders. The selling stockholders may offer all, some or none of the common stock into which the convertible debentures have been converted. Because the selling stockholders may offer all or some portion of the common stock, no estimate can be given as to the amount of the common stock that will be held by the selling stockholders upon termination of any sales. In addition, since the date on which they provided the information regarding their common stock, the selling stockholders identified below may have sold, transferred or otherwise disposed of all or a portion of their common stock in transactions exempt from the registration requirements of the Securities Act of 1933, as amended. Unless otherwise indicated below, to our knowledge, no selling stockholder named in the table below beneficially owns one percent or more of our common stock.

Selling Securityholder	Principal Amount of Convertible Debentures		Number of Shares of Level 3		
	Beneficially Owned and Offered Hereby(\$)	Percentage of Convertible Debentures Outstanding	Beneficially Owned	Offered Hereby	Owned Af Offerin
Castle Convertible Fund, Inc. (31)	0	0	143,637	143,637	-

(31) Fred Alger Management, Inc. has sole voting and dispositive power over the registrable securities.

Information concerning the selling stockholders may change from time to time and any changed information will be set forth in supplements to the prospectus if and when necessary.

Investing in our common stock involves a high degree of risk. Please carefully consider the "Risk Factors" beginning on page 5 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed upon the adequacy or accuracy of this prospectus supplement or the prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 13, 2007.