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September 29, 2020

Vanessa Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

**RE: Reporting Threshold for Institutional Investment Managers,
Release No. 34-89290; File No. S7-08-20**

Dear Ms. Countryman:

On behalf of Lumen Technologies,¹ I am writing to respectfully express our opposition to the proposed revision to the reporting threshold for Form 13F reports by institutional investment managers from \$100 million to \$3.5 billion. We are also a signatory to the New York Stock Exchange's comment letter dated September 21, 2020, which also expresses opposition to the proposed revision.

While revising the reporting threshold to reflect the change in size and structure of the U.S. equities market since 1975 makes sense from a theoretical perspective, **the practical implications of such an approach include only approximately 45% of our owners currently reporting their holding in the company through Form 13F continuing to do so.** This significant reduction in market transparency significantly reduces our ability to (1) effectively engage with a majority of institutional owners that hold an equity stake in our company and (2) gain intelligence regarding activist hedge funds or other entities accumulating significant (but less than 5%) positions in our stock. There is no alternative source of ownership information that is obtained through 13F reporting. As a result, the current proposal would remove significant market data without the presence of an alternative source.

While we join many others in welcoming the modernization of 13F reporting, **we believe the current proposal to increase the reporting threshold for Form 13F reports by institutional investment managers from \$100 million to \$3.5 billion would create negative impacts that outweigh the perceived benefits.** As a result, we believe that the current threshold of \$100 million should be maintained, or a more measured and incremental increase should be considered.

¹ The Lumen brand was launched on September 14, 2020. As a result, CenturyLink, Inc. is referred to as Lumen Technologies, or simply Lumen. The legal name CenturyLink, Inc. is expected to be formally changed to Lumen Technologies, Inc. upon the completion of all applicable requirements.

One such alternative approach discussed in the proposing release is an increase tied to inflation.² As noted in the release, an upward adjustment tied to CPI would increase the reporting threshold to \$500 million (applying a rounding convention to the nearest \$100 million) and reduce the number of filers from 5,089 to 1,904. **The increase in the threshold from \$100 million to \$500 million would result in significantly over 70% of our owners currently reporting their holding in the company through Form 13F continuing to do so (as opposed to only approximately 45% under the current proposal).** In addition to mitigating market transparency impacts to our company and similarly situated companies, this alternative approach would:

- achieve an estimated decrease of \$47,775,000 to \$95,550,000 in direct compliance cost savings, based upon the per-manager estimate of \$15,000 to \$30,000 set forth in the release;
- accomplish the reasonable objective of reducing the burden on Commission staff to field Form 13F questions and related Form 13F CTRs;
- be consistent with other recent adjustments by the Commission in other areas, such as increases to the public float thresholds for accelerated filer and large accelerated filer status; and
- preclude the need for the staff to conduct periodic reviews of the Form 13F reporting threshold and serve as a consistent basis upon which to adopt a periodic automatic adjustment to the Form 13F reporting threshold.

We do support two particular aspects of the Commission's current proposal; namely (1) the recommendation to eliminate the omission of the Form 13F reporting threshold for individual securities and (2) the requirement to managers to provide additional identifying information. For the reasons previously articulated to the Commission by the NYSE Group, National Investor Relations Institute and Society for Corporate Governance, we also support (1) increasing the 13F reporting cadence and (2) the shortening of the reporting deadline after the completion of each reporting period.³ We also share the view of other issuers to expand the scope of 13F reporting to capture equity derivative products which are not currently captured in the reporting.⁴ These revisions would increase transparency to issuers about their investor base and to the investment community more generally.

Should you have any questions regarding this letter, please feel free to reach out to me at the telephone number and email address listed below.

Thank you for your consideration.

Sincerely,

/s/ Valerie Finberg

² SEC Release No. 34-89290 (July 10, 2020), "Reporting Threshold for Institutional Investment Managers."

³ NYSE Group, National Investor Relations Institute, and Society for Corporate Governance, Request for Rulemaking Concerning Amendment of Beneficial Ownership Reporting Rules Under Section 13(f) of the Securities Exchange Act of 1934 in Order to Shorten the Reporting Deadline under Paragraph (a)(1) of Rule 13f-1, Petition No. 4-659, February 4, 2013, available at: <https://www.sec.gov/rules/petitions/2013/petn4-659.pdf>.

⁴ See, e.g., letter from Dow, Inc., dated September 11, 2020.

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