

SAVVIS, Inc.
Form 3
May 06, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| CENTURYLINK, INC | | (Month/Day/Year) | SAVVIS, Inc. [SVVS] | |
| (Last) | (First) | (Middle) | 04/26/2011 | |
| 100 CENTURYLINK DR, P O | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| BOX 4065 | | (Check all applicable) | | |
| (Street) | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| MONROE, LA 71203 | | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | N/A <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: SAVVIS, Inc. - Form 3

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CENTURYLINK, INC 100 CENTURYLINK DR P O BOX 4065 MONROE, LA 71203 | ^ | ^ X | ^ | ^ |

Signatures

Centurylink, Inc., by: /s/ Stacey W. Goff, Executive Vice President, General Counsel & Secretary

05/06/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) CenturyLink, Inc. ("CenturyLink") and its wholly owned subsidiary, Mimi Acquisition Company ("MergerSub"), entered into an Agreement and Plan of Merger, dated as of April 26, 2011 (the "Merger Agreement"), with SAVVIS, Inc. ("Savvis"), pursuant to which, subject to the terms and conditions thereof, Merger Sub will merge with and into Savvis (the "Merger"), with Savvis continuing as a wholly owned subsidiary of CenturyLink. (Continued in Footnote (2))

(2) Concurrently with entering into the Merger Agreement, Welsh, Carson, Anderson & Stowe VIII, L.P. and certain related parties (the "WCAS Stockholders") entered into a Voting Agreement, dated as of April 26, 2011, with CenturyLink (the "Voting Agreement"), pursuant to which the WCAS Stockholders have agreed to vote all shares of Savvis common stock owned by them (i) in favor of the adoption of the Merger Agreement and any action reasonably requested by CenturyLink in furtherance thereof, and (ii) against any alternative takeover proposal with a third party and any action involving Savvis that is intended, or would reasonably be expected, to interfere with or delay the Merger, among other things. (Continued in Footnote (3))

(3) The Voting Agreement also prohibits the WCAS Stockholders from soliciting, or participating in discussions or negotiations or providing information with respect to, alternative takeover proposals, subject to certain exceptions. The WCAS Stockholders also have agreed to comply with restrictions on the disposition and encumbrance of their shares and to refrain from taking certain other actions. The WCAS Stockholders have waived their dissenters rights with respect to the Merger. As of the date hereof, the shares covered by the Voting Agreement consist of 13,105,304 shares of Savvis common stock, par value \$0.01 per share (the "Common Stock"), beneficially owned by the WCAS Stockholders. (Continued in Footnote (4))

(4) As a result of the Voting Agreement, CenturyLink may be deemed to be the beneficial owner of 13,105,304 shares of Common Stock held by the WCAS Stockholders, or approximately 22.8% of the issued and outstanding shares of Common Stock based on the number of shares represented by Savvis to CenturyLink in the Merger Agreement as being issued and outstanding as of the close of business on April 25, 2011. The filing of this Initial Statement of Beneficial Ownership of Securities on Form 3 shall not be construed as an admission by CenturyLink that it is the beneficial owner of any shares of Common Stock for purposes of Section 13(d), 13(g) or 16 of the Exchange Act, and such beneficial ownership is expressly disclaimed. Furthermore, because CenturyLink does not have any pecuniary interest in the shares covered by the Voting Agreement, beneficial ownership over such shares is expressly disclaimed for reporting purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.