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On November 19, 2013, we issued \$1 billion aggregate principal amount of additional 11.75% senior unsecured subordinated notes due 2021 at a price of 100% of their face value, resulting in approximately \$1 billion of gross proceeds, which were used to redeem our outstanding 11.25% senior unsecured subordinated due 2016. The initial purchasers for the notes issued on November 19, 2013 were Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., HSBC Securities (USA) Inc., Wells Fargo Securities, LLC and KKR Capital Markets LLC.

On December 2, 2013, Holdings issued approximately \$1.4 billion aggregate principal amount of 14.5% senior PIK notes due 2019 in exchange for issued and outstanding 11.5% senior PIK notes due 2016 in a private transaction with the existing noteholders. This issuance of notes was exempt from the registration requirements of the Securities Act as transactions by an issuer not involving a public offering in reliance on Section 4(a)(2) of the Securities Act.

On January 6, 2014, we issued \$725 million aggregate principal amount of additional 11.75% senior unsecured subordinated notes due 2021 at a price of 103.5% of their face value, resulting in approximately \$750 million of gross proceeds, which were used to redeem our outstanding 11.25% senior unsecured subordinated due 2016. The initial purchasers for the notes issued on January 6, 2014 were Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., HSBC Securities (USA) Inc., Wells Fargo Securities, LLC, KKR Capital Markets LLC and Drexel Hamilton, LLC.

On August 11, 2015, we issued \$1.2 billion aggregate principal amount of 5.375% senior secured first lien notes due 2023 at a price of 100% of their face value, resulting in approximately \$1.2 billion of gross proceeds, which were used to redeem and repurchase our outstanding 7.375% senior secured first lien notes due 2019 and 8.875% senior secured first lien notes due 2020. The initial purchasers for the notes issued on August 11, 2015 were Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC, Credit Suisse Securities (USA) LLC, HSBC Securities (USA) Inc., Mizuho Securities USA Inc., PNC Capital Markets LLC, SunTrust Robinson Humphrey, Inc. and KKR Capital Markets LLC.

Other than the issuance of notes on December 2, 2013, each of the above offerings of debt securities was offered and sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act or to non-U.S. investors outside the United States in compliance with Regulation S of the Securities Act.

### **Item 16. Exhibits and Financial Statement Schedules.**

(a) *Exhibits.* See the Exhibit Index immediately following the signature page hereto, which is incorporated by reference as if fully set forth herein.

(b) *Financial Statement Schedules.* The following Financial Statements Schedule is included herein:

Schedule II—Valuation and Qualifying Accounts.

### **Item 17. Undertakings.**

(1) The undersigned registrant hereby undertakes to provide to the underwriter at the closing specified in the underwriting agreements certificates in such denominations and registered in such names as required by the underwriter to permit prompt delivery to each purchaser.

(2) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is