

Embarq CORP  
Form S-8 POS  
December 28, 2007

As filed with the Securities and Exchange Commission on December 28, 2007

Registration No. 333-134017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**EMBARQ CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-2923630**  
(I.R.S. Employer  
Identification No.)

**5454 W. 110<sup>th</sup> Street**

**Overland Park, Kansas**  
(Address of Principal Executive Offices)

**66211**  
(Zip Code)

**Embarq Corporation 2006 Equity Incentive Plan**  
**Embarq Corporation Employee Stock Purchase Plan**

(Full title of the plans)

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**Claudia S. Toussaint, Esq.**

**General Counsel and Corporate Secretary**

**Embarq Corporation**

**5454 W. 110<sup>th</sup> Street**

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**Overland Park, Kansas 66211**

(Name and address of agent for service)

**(913) 323-4637**

(Telephone number, including area code, of agent for service)

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**DEREGISTRATION OF PLAN INTERESTS**

Embarq Corporation, a Delaware Corporation (the Company ) is filing this Post-Effective Amendment No. 1 (the Post-Effective Amendment ) in order to deregister all Plan interests under the Embarq Corporation Employee Stock Purchase Plan (the Plan ) that were originally registered pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 11, 2006 (Registration No. 333-134017)(the Registration Statement ). Effective October 1, 2007, the Company amended the Plan to provide that interests in the Plan are no longer being offered or sold to participants. Unissued shares of the Company s common stock issuable pursuant to the Plan and registered pursuant to the Registration Statement are unaffected by this Post-Effective Amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on December 28, 2007.

EMBARQ CORPORATION

By: /s/ Thomas A. Gerke  
Name: Thomas A. Gerke

Title: Interim President and

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Thomas A. Gerke	Interim President and Chief Executive Officer	December 28, 2007
Thomas A. Gerke	(Principal Executive Officer)	
*	Chief Financial Officer	December 28, 2007
Gene M. Betts	(Principal Financial Officer)	
/s/ Richard B. Green	Controller	December 28, 2007
Richard B. Green	(Principal Accounting Officer)	
*	Director	December 28, 2007
Peter C. Brown		
*	Director	December 28, 2007
Steven A. Davis		

	Director	_____ , 2007
Richard M. Gephardt		
*	Director	December 28, 2007
John P. Mullen		
*	Director	December 28, 2007
William A. Owens		
*	Director	December 28, 2007
Dinesh C. Paliwal		
*	Director	December 28, 2007
Stephanie M. Shern		
*	Director	December 28, 2007
Laurie A. Siegel		

\*By: /s/ Thomas A. Gerke

Thomas A. Gerke, as Attorney-in-Fact

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on December 28, 2007.

EMBARQ CORPORATION

EMPLOYEE STOCK PURCHASE

PLAN

By: /s/ Pamela L. Winterman

Name: Pamela L. Winterman

Title: Plan Administrator