

Embarq CORP
Form 10-12B/A
April 28, 2006

As filed with the Securities and Exchange Commission on April 28, 2006

File No. 001-32732

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 3

TO

FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF

THE SECURITIES EXCHANGE ACT OF 1934

Embarq Corporation*

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

5454 W. 110th Street

Overland Park, Kansas

20-2923630
(I.R.S. Employer

Identification No.)

66211

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(Address of Principal Executive Offices)

(Zip Code)

(913) 323-4637

(Registrant's Telephone Number, Including Area Code)

Copies to:

Claudia S. Toussaint, Esq.
Vice President - Corporate Governance and
Ethics, and Corporate Secretary
Embarq Corporation
5454 W. 110th Street
Overland Park, Kansas 66211
(913) 794-1513

E. William Bates, II, Esq.
King & Spalding LLP
1185 Avenue of the
Americas
New York, New York 10036
(212) 556-2100

Securities to be registered pursuant to section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| Common Stock, par value \$0.01 per share | The New York Stock Exchange, Inc. |

Securities registered pursuant to Section 12(g) of the Act: None

* The registrant was formerly named LTD Holding Company. Effective as of February 1, 2006, the registrant changed its name to Embarq Corporation.

INFORMATION INCLUDED IN INFORMATION STATEMENT**AND INCORPORATED BY REFERENCE IN FORM 10****CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10**

This Amendment No. 3 to the Registration Statement on Form 10 (the Form 10) incorporates by reference information contained in the information statement filed as exhibit 99.1 hereto (the Information Statement). The cross-reference table below identifies where the items required by Form 10 can be found in the Information Statement.

| Item No. | Item Caption | Location in Information Statement |
|-----------------|---|--|
| 1. | Business | See Summary, Risk Factors, Cautionary Statement Regarding Forward-Looking Statements, The Spin-Off, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business, Agreements with Sprint Nextel and Index to Financial Statements and Financial Statement Schedule and the statements referenced thereon. |
| 1A. | Risk Factors | See Risk Factors. |
| 2. | Financial Information | See Summary, Selected Combined Financial Data, Unaudited Pro Forma Combined Financial Information and Management's Discussion and Analysis of Financial Condition and Results of Operations. |
| 3. | Properties | See Business Properties. |
| 4. | Security Ownership of Certain Beneficial Owners and Management | See Management Security Ownership of Directors and Executive Officers and Security Ownership of Certain Beneficial Owners. |
| 5. | Directors and Executive Officers | See Management. |
| 6. | Executive Compensation | See The Spin-Off Treatment of Stock Options and Other Stock-based Awards, Management and Agreements with Sprint Nextel Employee Matters Agreement. |
| 7. | Certain Relationships and Related Transactions | See Management's Discussion and Analysis of Financial Condition and Results of Operations, Management and Agreements with Sprint Nextel. |
| 8. | Legal Proceedings | See Business Legal Proceedings. |
| 9. | Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters | See Summary, The Spin-Off, Dividend Policies and Description of Our Capital Stock. |
| 10. | Recent Sales of Unregistered Securities | See Description of Our Capital Stock Sales of Unregistered Securities. |
| 11. | Description of Registrant's Securities to be Registered | See The Spin-Off, Dividend Policies and Description of Our Capital Stock. |
| 12. | Indemnification of Directors and Officers | See Indemnification of Directors and Officers. |
| 13. | Financial Statements and Supplementary Data | See Index to Financial Statements and Financial Statement Schedule and the statements referenced thereon. |
| 14. | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | Not applicable. |

ITEM 15. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements

The following combined financial statements and financial statement schedule are included in the Information Statement and filed as part of this Registration Statement:

Report of KPMG LLP, Independent Registered Public Accounting Firm

Combined Statements of Operations for the years ended December 31, 2005, 2004 and 2003

Combined Balance Sheets as of December 31, 2005 and 2004

Combined Statements of Cash Flows for the years ended December 31, 2005, 2004 and 2003

Combined Statements of Business Equity and Comprehensive Income (Loss) for the years ended December 31, 2005, 2004 and 2003

Notes to Combined Financial Statements

Schedule II Combined Valuation and Qualifying Accounts

(b) Exhibits

The following exhibits are filed herewith unless otherwise indicated:

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 2.1** | Form of Separation and Distribution Agreement |
| 2.2 | Transition Services Agreement between Embarq Corporation (receiver) and Sprint Nextel Corporation (provider) dated as of January 20, 2006 |
| 2.3 | Transition Services Agreement between Embarq Corporation (provider) and Sprint Nextel Corporation (receiver) dated as of January 20, 2006 |
| 2.4** | Form of Tax Sharing Agreement (previously filed as exhibit 10.3) |
| 2.5** | Form of Employee Matters Agreement (previously filed as exhibit 10.4) |
| 2.6** | Form of Patent Agreement (previously filed as exhibit 10.13) |
| 2.7 | Form of Trademark Assignment and License Agreement |
| 2.8 | Form of Software and Proprietary Information Agreement |
| 3.1** | Form of Amended and Restated Certificate of Incorporation of the registrant (as of the distribution date) |
| 3.2** | Form of Amended and Restated Bylaws of the registrant (as of the distribution date) |

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- 4.1 See exhibits 3.1 and 3.2
- 10.1 [Intentionally Omitted]
- 10.2 [Intentionally Omitted]
- 10.3 [Intentionally Omitted]
- 10.4 [Intentionally Omitted]
- 10.5** Agreement Regarding Special Compensation and Post Employment Restrictive Covenants, dated as of December 12, 1995, by and between Sprint Corporation and Gene M. Betts
- 10.6** Special Compensation and Non-Compete Agreement, dated as of August 12, 1996, by and between Sprint Corporation and William R. Blessing
- 10.7** Employment Agreement, dated as of August 29, 2005, by and among Sprint Corporation, Sprint/United Management Company and Melanie Coleman

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| 10.8** | Special Compensation and Non-Compete Agreement, dated as of August 12, 1997, by and between Sprint Corporation and Michael B. Fuller |
| 10.9** | Contingency Employment Agreement, dated as of August 12, 1997, by and between Sprint Corporation and Michael B. Fuller |
| 10.10** | Employment Agreement, dated as of December 3, 2003, by and among Sprint Corporation, Sprint/United Management Company and Thomas A. Gerke |
| 10.11** | Employment Agreement, dated as of June 7, 2005, by and among Sprint Corporation, Sprint/United Management Company and Daniel R. Hesse |
| 10.12** | Special Compensation and Non-Compete Agreement, dated as of December 9, 1997, by and between Sprint Corporation and Thomas J. McEvoy |
| 10.13 | Form of Embarq Corporation 2006 Equity Incentive Plan |
| 10.14 | Form of Embarq Corporation Short-Term Incentive Plan |
| 12.1 | Computation of Ratio of Earnings to Fixed Charges |
| 21.1 | Subsidiaries of the registrant |
| 99.1 | Information Statement |

** Previously filed.

Schedules and/or exhibits not filed will be furnished supplementally to the Securities and Exchange Commission upon request.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment no. 3 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Embarq Corporation

Date: April 27, 2006

By: /s/ GENE M. BETTS
Gene M. Betts

Chief Financial Officer

EXHIBIT INDEX

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