

Embarq CORP
Form 8-K/A
December 21, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 17, 2007

Embarq Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-32732
(Commission

File Number)

20-2923630
(I.R.S. Employer

Identification No.)

5454 W. 110th Street

Overland Park, Kansas
(Address of Principal Executive Offices)

(913) 323-4637

(Registrant's Telephone Number, including Area Code)

Not applicable

66211
(Zip Code)

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note

Embarq Corporation (Embarq) hereby amends its Current Report on Form 8-K filed December 18, 2007 pursuant to Instruction 2 to Item 5.02 of Form 8-K to provide information that was not determined or available at the time of the filing of the Form 8-K.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 19, 2007, the Compensation Committee of Embarq's Board of Directors granted to Thomas A. Gerke 12,987 restricted stock units (the RSUs) in connection with his appointment as Interim President and Chief Executive Officer of Embarq on December 17, 2007. The RSUs will vest in their entirety on December 19, 2008 and are not subject to any performance adjustment. The RSUs are subject to the terms of the Embarq Corporation 2006 Equity Incentive Plan, as amended and restated, a copy of which is filed as Exhibit 10.1 to the Form 8-K filed on December 13, 2006 and is incorporated herein by reference and in all respects other than the grant date, vest date and the performance adjustment, are subject to the form of 2007 Award Agreement, which is filed as Exhibit 10.1 to the Form 8-K filed on February 27, 2007 and is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Embarq Corporation

Date: December 21, 2007

By: /s/ Claudia S. Toussaint
Name: Claudia S. Toussaint
Title: General Counsel and Corporate Secretary