

Embarq CORP
Form 424B3
June 26, 2007

Filed pursuant to Rule 424(b)(3)

File No. 333-133343

Prospectus Supplement No. 3

to Prospectus Dated March 16, 2007

Embarq Corporation

Shares of Common Stock Issuable in Connection with the Restricted Stock Units

This prospectus supplement supplements information contained in the prospectus dated March 16, 2007 relating to the offer and sale of shares of our common stock issuable in connection with the restricted stock units issued in connection with our spin-off from Sprint Nextel Corporation and effective as of May 17, 2006, the distribution date for the spin-off, to current and former Sprint Nextel Corporation employees who held Sprint Nextel Corporation restricted stock or restricted stock units at that time and who did not become Embarq employees at the time of the spin-off. This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus and any prior prospectus supplements. This prospectus supplement is qualified by reference to the prospectus and any prior prospectus supplements, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus and any prior prospectus supplements.

This prospectus supplement includes our attached Current Report on Form 8-K dated June 25, 2007.

The securities offered hereby involve risks and uncertainties. These risks are described under the caption **Risk Factors beginning on page 20 of the Annual Report on Form 10-K which is incorporated by reference into the prospectus, as the same may be updated in prospectus supplements.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 25, 2007.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

June 22, 2007

Embarq Corporation

(Exact name of Registrant as specified in its charter)

Delaware
(State 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)

66211
(Zip Code)

(Registrant's telephone number, including area code)

(913) 323-4637

Not Applicable

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

Check the appropriate box below if the Form 8-K 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)

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- “ 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))

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

On June 22, 2007, the Board of Directors of Embarq Corporation (the Company) increased the size of its Board of Directors from eight to nine members and appointed a new independent director, Richard A. Gephardt. Mr. Gephardt was not appointed to any committees of the board.

Mr. Gephardt serves as a consultant to Goldman Sachs & Co., a senior counsel at DLA Piper and a senior advisor to FTI Consulting. Mr. Gephardt is the President and Chief Executive Officer of Gephardt Group. Mr. Gephardt served as a Member of the U.S. House of Representatives from 1977 to 2005, representing Missouri's Third District for 28 years and holding key leadership positions, including House Majority Leader from 1989 to 1994 and House Minority Leader from 1995 to 2003. Mr. Gephardt also serves as a director of US Steel Corporation, Spirit Aerosystems, Inc. and Centene Corporation.

Mr. Gephardt will participate in the Company's Non-Employee Director Compensation Program (the Non-Employee Director Program). The Non-Employee Director Program was previously filed as Exhibit 10.13 to the Company's Annual Report on Form 10-K dated March 9, 2007 (the Non-Employee Director Program). Under the terms of the Non-Employee Director Program, in connection with his appointment to the board of directors, Mr. Gephardt is entitled to receive an award of restricted stock units, which will be granted at a subsequent date.

The Company and Mr. Gephardt also will enter into the Company's standard form of indemnification agreement for directors and officers. The description of the indemnification agreement is qualified in its entirety by the terms of the Form of Indemnification Agreement, a copy of which has been previously filed as Exhibit 10.1 to the Current Report on Form 8-K, filed on May 5, 2006 and incorporated herein by reference.

A copy of the press release announcing the appointment of Mr. Gephardt as a director is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

| Exhibit No. | Exhibit Description |
|--------------------|-----------------------------------|
| 99.1 | Press Release dated June 25, 2007 |

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: June 25, 2007

By: /s/ Claudia S. Toussaint
Claudia S. Toussaint

Vice President and Corporate Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|-----------------------------------|
| 99.1 | Press Release dated June 25, 2007 |