

Embarq CORP  
Form S-8 POS  
July 01, 2009

As filed with the Securities and Exchange Commission on July 1, 2009

Registration No. 333-134017

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 2 to

## FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

# EMBARQ CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

20-2923630

(State or other jurisdiction

(I.R.S. Employer Identification No.)

of incorporation or organization)

5454 W. 110th Street

66211

Overland Park, Kansas

(Zip Code)

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**(Address of Principal Executive Offices)**

**Embarq Corporation 2006 Equity Incentive Plan**

**(Full title of plans)**

**Stacey W. Goff**

**Executive Vice President, General Counsel and Assistant Secretary**

**c/o CenturyTel, Inc.**

**100 CenturyTel Drive**

**Monroe, Louisiana 71203**

**(Name and address of agent for service)**

**(318) 388-9500**

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

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the Form S-8 Registration Statement, Registration No. 333-134017, filed on May 11, 2006 (the Registration Statement ), which registered an aggregate amount of 25,350,000 shares of common stock of Embarq Corporation (the Company ), par value \$0.01 per share.

On October 26, 2008, the Company, CenturyTel, Inc. ( CenturyTel ) and Cajun Acquisition Company entered into an Agreement and Plan of Merger (the Merger Agreement ), whereby Cajun Acquisition Company merged with and into the Company (the Merger ), with the Company as the surviving company becoming a wholly-owned subsidiary of CenturyTel. The Certificate of Merger was filed with the Secretary of State of the State of Delaware and became effective at 1:01 a.m., Eastern Daylight Time, on July 1, 2009.

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to the Registration Statement. Accordingly, pursuant to Item 512(a)(3) of Regulation S-K, the Company hereby removes from registration any and all securities of the Company previously registered but not sold or otherwise issued under the Registration Statement as of the filing of this Post-Effective Amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 No. 2 to its Registration Statement on Form S-8 (File No. 333-134017) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on July 1, 2009.

EMBARQ CORPORATION

By /s/ Stacey W. Goff  
Name: Stacey W. Goff  
Title: Executive Vice President, General

Counsel and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (File No. 333-134017) has been signed by the following persons in the capacities indicated on July 1, 2009.

| <b>Signatures</b>         | <b>Title</b> |
|---------------------------|--------------|
| /s/ R. Stewart Ewing, Jr. | Director     |
| R. Stewart Ewing, Jr.     |              |
| /s/ Stacey W. Goff        | Director     |
| Stacey W. Goff            |              |