

Embarq CORP  
Form DEFA14A  
April 03, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant To Section 14(a)**

**Of The Securities Exchange Act Of 1934**

(Amendment No.    )

Filed by the registrant  Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for the Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Embarq Corporation**

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(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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Fee paid previously with preliminary materials

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on 5/1/08.**

*This communication presents only an overview of the more complete proxy materials that are available to you on the internet. We encourage you to access and review all of the important contained in the proxy materials before voting.*

The following materials are available for view:

**Notice and Proxy Statements / Annual Report**

To view this material, have the 12-digit Control #(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy.**

**To facilitate timely delivery please make the request as instructed below on or before 4/17/08.**

To request material: **Internet:** [www.proxyvote.com](http://www.proxyvote.com) **Telephone:** 1-800-579-1639 **\*\*Email:** [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

**\*\* If requesting material by e-mail please send a blank e-mail with the 12-digit Control# (located on the following page) in the subject line.**

Requests, instructions and other inquires will NOT be forwarded to your investment advisor.

**EMBARQ CORP.**

*C/O COMPUTERSHARE TRUST  
CO.*

*P.O. BOX 43078*

*PROVIDENCE, RI 02940-3078*

**Vote In Person**

Many shareholder meetings have attendance requirements including, but not limited to the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

**BROADRIDGE**

**FINANCIAL SOLUTIONS, INC.**

**ATTENTION:**

**TEST PRINT**

**51 MERCEDES WAY**

**EDGEWOOD, NY**

**11717**



**Meeting Location**

The Annual meeting for holders as of 3/4/08

is to be held on 5/1/08 at 10:00 A.M.

at: Overland Park Marriott

10800 Metcalf

Overland Park, KS 66210

**Directions:** From Kansas City International Airport

(approximately 30 miles)

Take 435 West

Take 435 South (which turns into 435 East)

Right on Metcalf Exit (#169)

Immediate right on 110th Street to the Marriott

Park in the rear of the building (North side)

Enter ballroom doors

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**Voting items**

- 1. To elect 9 directors to serve 1-year terms;
  - 01) Peter C. Brown \_\_\_\_\_
  - 02) Steven A. Davis \_\_\_\_\_
  - 03) Richard A. Gephardt \_\_\_\_\_
  - 04) Thomas A. Gerke \_\_\_\_\_
  - 05) John P. Mullen \_\_\_\_\_
  - 06) William A. Owens \_\_\_\_\_
  - 07) Dinesh C. Paliwal \_\_\_\_\_
  - 08) Stephanie M. Shern \_\_\_\_\_
  - 09) Laurie A. Siegel \_\_\_\_\_
- 2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2008 fiscal year; \_\_\_\_\_
- 3. To approve the Embarq Corporation 2008 Equity Incentive Plan; \_\_\_\_\_
- 4. To approve the Embarq Corporation 2008 Employee Stock Purchase Plan; \_\_\_\_\_
- 5. To approve the material terms of performance goals for qualified performance-based compensation;
- 6. To consider a shareholder proposal, if properly presented, seeking to require an advisory vote on compensation; and
- 7. To take action on any other business that properly comes before the meeting and any adjournments or postponements of the meeting.

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**BROADRIDGE**

**FINANCIAL SOLUTIONS,  
INC.** 23,456,789,012.00000

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