

Embarq CORP  
Form 8-K  
May 25, 2006

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

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): May 21, 2006

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**Embarq Corporation**

(Exact name of Registrant as specified in its charter)

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**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)

**(913) 323-4637**

(Registrant's telephone number, including area code)

**Not Applicable**

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

## Edgar Filing: Embarq CORP - Form 8-K

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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)
  
  - .. 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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**Item 1.01. Entry into a Material Definitive Agreement.**

On May 21, 2006, the Compensation Committee of the Board of Directors (the Board) of Embarq Corporation (Embarq) approved and adopted the Director Compensation Program for Embarq's non-employee directors (the Director Compensation Program) effective as of May 1, 2006. Under the Director Compensation Program, non-employee directors will be paid (1) an annual cash retainer of \$50,000, and (2) a fee equal to \$1,500 for each meeting of the Board (or any meeting of a Board committee on which a non-employee director is a member or an invited guest) which the eligible director personally attends, and \$750 for each such meeting in which the eligible director participates by telephone. The Chair of the Board's Audit Committee will receive an additional annual retainer of \$15,000 in recognition of such service and the Chair of any other Board committee (including special committees) will receive an additional annual retainer of \$10,000 in recognition of such service. The Board's Lead Independent Director will also receive an additional annual retainer of \$20,000. All cash compensation will be paid quarterly and all retainers will be prorated for the period of service provided during the quarter.

In addition to the foregoing cash compensation, the Director Compensation Program provides for each non-employee director to receive:

in connection with the initial election to the Board, a grant of \$150,000 in restricted stock units of Embarq (Embarq RSUs), vesting in full upon the third regular annual meeting of Embarq's stockholders following the date of grant of such Embarq RSUs and with prorated acceleration of vesting in the event of a change in control, death, disability, retirement, or involuntary separation from the Board; and

on or about the date of each annual meeting of Embarq's stockholders, a grant of \$75,000 in Embarq RSUs, which vest in full upon the first annual stockholders' meeting following the grant. With respect to this annual grant of Embarq RSUs, vesting will also be accelerated in full in the event of a change in control, death, disability, retirement, or involuntary separation from the Board.

The Director Compensation Program will remain in effect until changed by the Board.

A description of the Director Compensation Program is filed as an exhibit hereto and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
10.1	Description of the Non-Employee Director Compensation Program

**SIGNATURE**

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

**Embarq Corporation**

Date: May 25, 2006

By: /s/ Claudia S. Toussaint  
Claudia S. Toussaint  
Vice President and Corporate Secretary

**EXHIBIT INDEX**

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