

Embarq CORP
Form 425
November 17, 2008

Filed
by
EMBARQ
CORP
Pursuant

to
Rule
425
under
the
Securities
Act
of
1933
and
deemed
filed
pursuant
to
Rule
14a-12
under
the
Securities
Exchange
Act
of
1934
Subject
Company:
EMBARQ
CORP
Commission
File
No.:
001-32732

CenturyTel EMBARQ
INDIANA

CenturyTel EMBARQ
INDIANA

CenturyTel-EMBARQ IOWA

CenturyTel-EMBARQ IOWA

CenturyTel EMBARQ
MISSOURI

CenturyTel EMBARQ
MISSOURI

CenturyTel EMBARQ
MINNESOTA

CenturyTel EMBARQ
MINNESOTA

CenturyTel EMBARQ NEVADA

CenturyTel EMBARQ OHIO

CenturyTel EMBARQ NORTH CAROLINA

CenturyTel EMBARQ OREGON

CenturyTel EMBARQ TENNESSEE

CenturyTel EMBARQ TENNESSEE

CenturyTel EMBARQ TEXAS

CenturyTel EMBARQ TEXAS

CenturyTel EMBARQ WASHINGTON

CenturyTel EMBARQ WYOMING

Important
Information
for
Investors
and
Stockholders
In

connection
with
the
proposed
transaction,
CenturyTel,
Inc.
(CenturyTel)
will
file
with
the
SEC
a
registration
statement
on
Form
S-4
that
will
include
a
joint
proxy
statement
of
CenturyTel
and
Embarq
Corporation
(Embarq)
that
also
constitute
a
prospectus
of
CenturyTel,
and
will
be
sent
to
the
shareholders
of
Embarq.
Investors
and

security
holders
are
urged
to
read
the
joint
proxy
statement/prospectus
and
any
other
relevant
documents
filed
with
the
SEC
when
they
become
available,
because
they
will
contain
important
information
about
Embarq,
CenturyTel
and
the
proposed
transaction.
The
joint
proxy
statement/prospectus
and
other
documents
relating
to
the
proposed
transaction
(when
they

are
available)
can
be
obtained
free
of
charge
from
the
SEC's
website
at
www.sec.gov.
These
documents
(when
they
are
available)
can
also
be
obtained
free
of
charge
from
Embarq
upon
written
request
to
Embarq
Shareholder
Relations,
5454
W.
110th
Street
Overland
Park,
Kansas
66211
or
by
calling
(866)
591-1964,
or

from
CenturyTel,
upon
written
request
to
CenturyTel,
100
CenturyTel
Drive,
Monroe,
Louisiana,
71203
Attention:
Corporate
Secretary.
Embarq,
CenturyTel
and
certain
of
their
respective
directors
and
executive
officers
may
be
deemed
to
be
participants
in
the
solicitation
of
proxies
from
shareholders
in
connection
with
the
proposed
transaction
under
the
rules
of

the
SEC.
Information
about
the
directors
and
executive
officers
of
Embarq
may
be
found
in
its
2007
Annual
Report
on
Form
10-K
filed
with
the
SEC
on
February
29,
2008
and
in
its
definitive
proxy
statement
relating
to
its
2008
Annual
Meeting
of
Shareholders
filed
with
the
SEC
on
March

17,
2008.
Information
about
the
directors
and
executive
officers
of
CenturyTel
may
be
found
in
its
2007
Annual
Report
on
Form
10-K
filed
with
the
SEC
on
February
29,
2008
and
definitive
proxy
statement
relating
to
its
2008
Annual
Meeting
of
Shareholders
filed
with
the
SEC
on
March
27,
2008.

These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants will also be included in the joint proxy statement/prospectus regarding the proposed transaction when it becomes available. This communication shall not constitute an offer to sell or the solicitation

of
an
offer
to
sell
or
the
solicitation
of
an
offer
to
buy
any
securities,
nor
shall
there
be
any
sale
of
securities
in
any
jurisdiction
in
which
such
offer,
solicitation
or
sale
would
be
unlawful
prior
to
registration
or
qualification
under
the
securities
laws
of
any
such
jurisdiction.
No

offer
of
securities
shall
be
made
except
by
means
of
a
prospectus
meeting
the
requirements
of
Section
10
of
the
Securities
Act
of
1933,
as
amended.