

SPRINT Corp
Form 4
February 06, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CANO NESTOR

(Last) (First) (Middle)
6200 SPRINT PARKWAY
(Street)

OVERLAND PARK, KS 66251

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPRINT Corp [S]

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/02/2017 | | A | | 278,775 ⁽¹⁾ | A | \$ 0 ₍₂₎ 278,775 |
| Common Stock | 02/02/2017 | | A | | 1,750,000 ⁽³⁾ | A | \$ 0 ₍₂₎ 2,028,775 |
| Common Stock | 02/02/2017 | | A | | 10,354 ⁽⁴⁾ | A | \$ 0 ₍₂₎ 2,039,129 |
| Common Stock | 02/02/2017 | | A | | 20,707 ⁽⁵⁾ | A | \$ 0 ₍₂₎ 2,059,836 ⁽⁶⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 8.53 | 02/02/2017 | | A | 39,139 | (7) 02/02/2027 | Common Stock | 39,139 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CANO NESTOR 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251 | | | Chief Operating Officer | |

Signatures

/s/ Stefan K. Schnopp
Attorney-in-Fact

02/06/2017

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These restricted stock units vest 57% on March 24, 2017 and 43% on March 24, 2018.
 - (2) These restricted stock units are issued under Sprint Corporation's Amended and Restated 2015 Omnibus Incentive Plan. Each unit represents the right to receive one share of the underlying security at a date in the future.

These restricted stock units are subject to achievement of specified Company common stock prices during the period February 2, 2017 through May 31, 2019 (the "Performance Period") and, if achievement is met, vest 50% on February 1, 2020 and 50% on February 1, 2021. Achievement varies from 0% to 120%, and in order to earn 100%, the volume-weighted average price over any consecutive 150-calendar days during the Performance Period must be at least \$8.00.
 - (3) These restricted stock units vest 100% on May 13, 2019.
 - (5)

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These restricted stock units are subject to performance-based vesting conditions based on the company's actual results compared to financial objectives established under the long-term incentive compensation plan, and vest 100% on May 13, 2019, subject to achievement of the performance-based vesting conditions.

(6) Includes 2,059,836 restricted stock units which are subject to forfeiture until they vest.

(7) Stock options vest 33 1/3% on each of May 13, 2017, May 13, 2018 and May 13, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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