

SPRINT Corp
Form 4
August 26, 2013

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 *
SOFTBANK CORP

(Last) (First) (Middle)
1-9-1, HIGASHI-SHIMBASHI
(Street)

MINATO-KU
TOKYO, M0 105-7303

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/22/2013 | | P | | 683,217 | A | \$ 6.95 (1) |
| | | | | | 3,124,705,310 | I | See Footnote (2) |
| Common Stock | 08/23/2013 | | P | | 656,870 | A | \$ 6.94 (3) |
| | | | | | 3,125,362,180 | I | See Footnotes (2) (4) (5) |

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

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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SOFTBANK CORP 1-9-1, HIGASHI-SHIMBASHI MINATO-KU TOKYO, M0 105-7303 | | X | | |
| Starburst I, Inc. ONE CIRCLE STAR WAY SAN CARLOS, CA 94070 | | X | | |
| Galaxy Investment Holdings, Inc. ONE CIRCLE STAR WAY SAN CARLOS, CA 94070 | | X | | |

Signatures

/s/ Joshua O. Lubov, 08/26/2013
Attorney-in-Fact

__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).

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.93 to \$7.00, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide Sprint Corporation

- (1) (formerly known as "Starburst II, Inc." and referred to herein as "New Sprint"), any stockholder of New Sprint, or the Staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.
- (2) These securities are owned indirectly by SoftBank through Galaxy Investment Holdings, Inc. ("Galaxy"), which is a wholly-owned subsidiary of SoftBank. As a result, SoftBank may be deemed to beneficially own such shares held directly by Galaxy.
- (3)

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The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.90 to \$6.98, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide New Sprint, any stockholder of New Sprint, or the Staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.

- Such figure reflects (i) New Sprint Common Stock, par value \$0.01 per share (the "New Sprint Common Stock"), obtained through a reclassification exempt under Rule 16b-7 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in which New
- (4) Sprint Class B Common Stock, par value \$0.01 per share, held by Starburst I, Inc., ("Starburst I"), was reclassified into 3,076,525,523 shares of New Sprint Common Stock (the "Starburst I Shares") and (ii) purchases of New Sprint Common Stock made by Galaxy in compliance with Rule 10b-18 under the Exchange Act. (Continued in Footnote 5)

- Starburst I is a wholly-owned subsidiary of SoftBank, and as a result, SoftBank may be deemed to beneficially own the Starburst I Shares.
- (5) The aggregate number of shares of New Sprint Common Stock held by Galaxy is 48,836,657 shares (the "Galaxy Shares"). Starburst I expressly disclaims beneficial ownership with respect to the Galaxy Shares. Galaxy expressly disclaims beneficial ownership with respect to the Starburst I Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.