

SCHIEBER PAUL W JR
 Form 4
 December 14, 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 *
 SCHIEBER PAUL W JR

(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)
 12/13/2017

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)
 Vice President & Controller

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 | 12/13/2017 | | M | | 19,440 | A | \$ 2 | 204,168 | D | |
| Common Stock | 12/13/2017 | | M | | 69,119 | A | \$ 4.75 | 273,287 | D | |
| Common Stock | 12/13/2017 | | M | | 37,383 | A | \$ 4.7 | 310,670 | D | |
| Common Stock | 12/13/2017 | | M | | 18,099 | A | \$ 3.44 | 328,769 | D | |
| Common Stock | 12/13/2017 | | S | | 144,041 | D | \$ 5.7448 | 184,728 ⁽²⁾ | D | ₍₁₎ |

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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) | \$ 2 | 12/13/2017 | | M | 19,440 | ⁽³⁾ 02/22/2022 | Common Stock | 19,440 |
| Non-Qualified Stock Option (right to buy) | \$ 4.75 | 12/13/2017 | | M | 69,119 | ⁽³⁾ 12/08/2024 | Common Stock | 69,119 |
| Non-Qualified Stock Option (right to buy) | \$ 4.7 | 12/13/2017 | | M | 37,383 | ⁽⁴⁾ 05/20/2025 | Common Stock | 37,383 |
| Non-Qualified Stock Option (right to buy) | \$ 3.44 | 12/13/2017 | | M | 18,099 | ⁽⁵⁾ 05/13/2026 | Common Stock | 18,099 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHIEBER PAUL W JR 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251 | | | Vice President & Controller | |

Signatures

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

12/14/2017

**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).

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$5.735 to 5.755, inclusive. The reporting person undertakes to provide to Sprint Corporation, any security holder of Sprint Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (1) to this Form 4.
- (1) Includes 184,498 restricted stock units which are subject to forfeiture until they vest.
 - (2) Stock options are fully vested.
 - (3) Stock options vest/vested 33 1/3% on each of May 20, 2016, May 20, 2017 and May 20, 2018.
 - (4) Stock options vest/vested 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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