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SPRINT NEXTEL CORP
Form S-8 POS
August 24, 2006

Registration No. 333-106086

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
Form S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

SPRINT NEXTEL CORPORATION
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Kansas | 48-0457967 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

2001 Edmund Halley Drive, Reston, Virginia 20191
(Address of principal executive offices)

SPRINT RETIREMENT SAVINGS PLAN AND
SPRINT RETIREMENT SAVINGS PLAN FOR BARGAINING UNIT EMPLOYEES
(Full title of the Plans)

LEONARD J. KENNEDY, ESQ.
General Counsel
Sprint Nextel Corporation
2001 Edmund Halley Drive
Reston, Virginia 20191
(Name and address of agent for service)

Telephone number, including area code, of agent for service:
(703) 433-4000

EXPLANATORY NOTE

This Registration Statement as originally filed related to the offering of 15,000,000 shares of FON Common Stock and 17,000,000 shares of PCS Common Stock of Sprint Corporation ("Sprint") issuable under the Sprint Retirement Savings Plan and the Sprint Retirement Savings Plan for Bargaining Unit Employees. Following the recombination of the PCS Common Stock and the FON Common Stock in April 2004, the shares of PCS Common Stock were deregistered. In connection with the merger of Nextel Communications, Inc. with and into a subsidiary of Sprint in August 2005, Sprint amended its Articles of Incorporation to change its name to Sprint Nextel Corporation ("Sprint Nextel") and to redesignate its FON Common

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Stock as Common Stock.

The Sprint Retirement Savings Plan was amended effective January 1, 2006. Common Stock is no longer offered as an investment alternative for additional contributions or exchanges and the company match is no longer made in Common Stock. Following the spin-off of Embarq Corporation in May 2006, Sprint Nextel is no longer the sponsor of the Sprint Retirement Savings Plan for Bargaining Unit Employees. Consequently, no additional shares of Sprint Nextel Common Stock will be issued by Sprint Nextel under either Plan. An aggregate of 2,491,272 shares of Sprint Nextel Common Stock registered under this Registration Statement have been issued. Accordingly, the purpose of this Post-Effective Amendment No. 2 to the Registration Statement is to deregister the remaining 12,508,728 shares of Sprint Nextel Common Stock covered by this Registration Statement.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- Item 8. Exhibits.
- Exhibit Number Exhibits
- 24. Power of Attorney.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on the 24th day of August, 2006.

SPRINT NEXTEL CORPORATION

By /s/ Michael T. Hyde
(Michael T. Hyde, Assistant Secretary)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Name | Title | Date |
|---------------|-------------------------------|------|
| G. D. FORSEE* | Chief Executive Officer and) | |

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| | | | |
|----------------------|---------------------------|---|-----------------|
| | Director |) | |
| | (Principal Executive |) | |
| | Officer) |) | |
| | |) | |
| P. N. SALEH* | Chief Financial Officer |) | |
| | (Principal Financial |) | |
| | Officer) |) | |
| | |) | |
| W. G. ARENDT* | Senior Vice President and |) | |
| | Controller |) | |
| | (Principal Accounting |) | |
| | Officer) |) | |
| | |) | August 24, 2006 |
| TIMOTHY M. DONAHUE* | Chairman |) | |
| | |) | |
| | |) | |
| KEITH J. BANE* | Director |) | |
| | |) | |
| | |) | |
| GORDON M. BETHUNE* | Director |) | |
| | |) | |
| | |) | |
| FRANK M. DRENDEL* | Director |) | |
| | |) | |
| | |) | |
| JAMES H. HANCE, JR.* | Director |) | |
| | |) | |

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| | | | |
|----------------------|----------|---|-----------------|
| V. JANET HILL* | Director |) | |
| | |) | |
| | |) | |
| I. O. HOCKADAY, JR.* | Director |) | |
| | |) | |
| | |) | |
| WILLIAM E. KENNARD* | Director |) | |
| | |) | August 24, 2006 |
| | |) | |
| L. K. LORIMER* | Director |) | |
| | |) | |
| | |) | |
| WILLIAM H. SWANSON* | Director |) | |
| | |) | |

/s/ Michael T. Hyde
* Signed by Michael T. Hyde,
Attorney-in-Fact, pursuant to
Power of Attorney filed with this
Amendment to the Registration
Statement No. 333-106086.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and the provisions of Rule 478 thereunder, the Sprint Retirement Savings Plan has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on the 24th day of August, 2006.

SPRINT RETIREMENT SAVINGS PLAN

By: /s/ Michael T. Hyde
Michael T. Hyde
Assistant Secretary of Sprint Nextel Corporation

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and the provisions of Rule 478 thereunder, the Sprint Retirement Savings Plan for Bargaining Unit Employees has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on the 24th day of August, 2006.

SPRINT RETIREMENT SAVINGS PLAN FOR
BARGAINING UNIT EMPLOYEES

By: /s/ Michael T. Hyde
Michael T. Hyde
Assistant Secretary of Sprint Nextel Corporation

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EXHIBIT INDEX

| Exhibit Number | Exhibits |
|-------------------|--------------------|
| 24. | Power of Attorney. |

