SPRINT Corp Form SC 13D/A July 12, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 12)*

SPRINT CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

85207 U 10 5

(CUSIP Number)

Kenneth A. Siegel, Esq.

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Chiyoda-ku, Tokyo, 100-6529 Japan

(415) 268-7000

011-81-3-3214-6522

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 10, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 85207 U 10 5

1	Name of Reporting Persons			
2	SoftBank Group Corp. Check the Appropriate Box if a Member of a Group (a) (b)			
3	SEC Use Only			
4	Source of Funds			
5	WC, BK (1) Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)			
6 Citizenship or Place of Organization				
	Japan aber of	7	Sole Voting Power	
Benef	ficially		0	
Owned by		8	Shared Voting Power	
Each			2.446.096.110.(1)(2)	
Reporting		9	3,446,086,110 (1)(2) Sole Dispositive Power	
Pe	rson			
W	ith	10	0 Shared Dispositive Power	

3,446,086,110 (1)(2)

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
 - 3,446,086,110 (1)(2)
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
 - 84.74% (2)(3)
- 14 Type of Reporting Person

HC, CO

(1) Such figure includes 3,131,105,447 shares of common stock, par value \$0.01 per share (the <u>Sprint Common Stock</u>), of Sprint Corporation (<u>Sprint</u>) held directly by Starburst I, <u>Inc.(Starburst</u>) and 314,980,663 shares of Sprint Common Stock held directly by Galaxy Investment Holdings, Inc. (<u>Galaxy</u>), both of which are wholly owned indirect subsidiaries of SoftBank Group Corp. (<u>SoftBank</u>), as discussed further herein. The Galaxy holdings include 711,627 shares of Sprint Common Stock that underlie a grant by Galaxy to Ronald D. Fisher of an award of restricted stock units (the <u>RSUs</u>) that are outstanding and unvested as of the date of this Schedule 13D.

- (2) As more fully described in the responses to Item 2 and Items 4 through 6 of this Schedule 13D, SoftBank, Starburst and Galaxy (collectively, the <u>Reporting Persons</u>) may be deemed to be members of a group under Section 13(d) of the Exchange Act by virtue of SoftBank s ownership of Starburst and Galaxy.
- (3) Percentage of class that may be deemed to be beneficially owned by SoftBank is based on the 4,012,307,479 outstanding shares of Sprint Common Stock as set forth in Sprint s Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission (the <u>Commission</u>) on June 26, 2018, plus 54,579,924 shares of Sprint Common Stock that were issued on July 10, 2018 upon Starburst s exercise of a warrant to purchase such shares, as described further herein.

CUSIP No. 85207 U 10 5

1	Name of Reporting Persons			
2	Starburst I, Inc. Check the Appropriate Box if a Member of a Group (a) (b)			
3	SEC Use Only			
4	Source of Funds			
5	AF Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)			
6	6 Citizenship or Place of Organization			
	Delawanber of		Sole Voting Power	
Bene	ficially		0	
Owr	ned by	8	Shared Voting Power	
Е	ach		3,131,105,447 (1)	
Rep	orting	9	Sole Dispositive Power	
Pe	rson			
W	/ith	10	0 Shared Dispositive Power	

3,131,105,447 (1)

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
 - 3,131,105,447 (1)
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
 - 76.99% (1)(2)
- 14 Type of Reporting Person

HC, CO

(1) As more fully described in the responses to Item 2 and Items 4 through 6 of this Schedule 13D, the Reporting Persons may be deemed to be members of a group under Section 13(d) of the Exchange Act by virtue of SoftBank s ownership of Starburst and Galaxy. Starburst expressly disclaims beneficial ownership with respect to the shares of Sprint Common Stock deemed to be beneficially owned by SoftBank and Galaxy, except to the extent of Starburst s direct pecuniary interest in the shares of Sprint Common Stock directly beneficially owned by Starburst.

(2) Percentage of class that may be deemed to be beneficially owned by SoftBank is based on the 4,012,307,479 outstanding shares of Sprint Common Stock as set forth in Sprint s Definitive Proxy Statement on Schedule 14A, filed with the Commission on June 26, 2018, plus 54,579,924 shares of Sprint Common Stock that were issued on July 10, 2018 upon Starburst s exercise of a warrant to purchase such shares, as described further herein.

CUSIP No. 85207 U 10 5

1	Name of Reporting Persons			
2	Galaxy Investment Holdings, Inc. Check the Appropriate Box if a Member of a Group			
	(a)	(1		
3	SEC Use Only			
4	Source of Funds			
5	AF Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)			
6	6 Citizenship or Place of Organization			
	Delawanber of		Sole Voting Power	
	ares			
	ficially	8	0 Shared Voting Power	
	ned by			
Е	ach		314,980,663 (1)(2)	
Rep	orting	9	Sole Dispositive Power	
Pe	rson			
V	Vith	10	0 Shared Dispositive Power	

314.980.663 (1)(2)

11	Aggregate Amount Beneficially Owned by Each Reporting Person
12	314,980,663 (1)(2) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
13	Percent of Class Represented by Amount in Row (11)
14	7.75% (3) Type of Reporting Person
	HC, CO
(1)	Such figure includes 711,627 shares of Sprint Common Stock that underlie a grant by Galaxy to Ronald D. Fisher of RSUs that are outstanding and unvested as of the date of this Schedule 13D.

- (2) As more fully described in the responses to Item 2 and Items 4 through 6 of this Schedule 13D, the Reporting Persons may be deemed to be members of a group under Section 13(d) of the Exchange Act by virtue of SoftBank s ownership of Starburst and Galaxy. Galaxy expressly disclaims beneficial ownership with respect to the shares of Sprint Common Stock deemed to be beneficially owned by SoftBank and Starburst, except to the extent of Galaxy s direct pecuniary interest in the shares of Sprint Common Stock directly beneficially owned by Galaxy.
- (3) Percentage of class that may be deemed to be beneficially owned by SoftBank is based on the 4,012,307,479 outstanding shares of Sprint Common Stock as set forth in Sprint s Definitive Proxy Statement on Schedule 14A, filed with the Commission on June 26, 2018, plus 54,579,924 shares of Sprint Common Stock that were issued on July 10, 2018 upon Starburst s exercise of a warrant to purchase such shares, as described further herein.

EXPLANATORY NOTE

This Amendment No. 12 (this <u>Schedule 13D Amendment</u>) is being filed jointly on behalf of SoftBank Group Corp., a Japanese *kabushiki kaisha* (<u>SoftBank</u>), Starburst I, Inc., a Delaware corporation and an indirect wholly owned subsidiary of SoftBank (<u>Starburst</u>) and Galaxy Investment Holdings, Inc., a Delaware corporation and an indirect wholly owned subsidiary of SoftBank (<u>Galaxy</u>, and together with SoftBank and Starburst, the <u>Reporting Persons</u>, and each a <u>Reporting Person</u>) with respect to Sprint Corporation, a Delaware corporation (referred to herein <u>as Sprint</u> or the <u>Issuer</u>). This Schedule 13D Amendment amends the Schedule 13D filed by SoftBank, Starburst, Sprint and Starburst III, Inc., a Kansas corporation, on October 25, 2012, as amended on April 22, 2013 and June 11, 2013, as amended and restated on July 12, 2013, as amended on August 6, 2013 and August 27, 2013, as amended and restated on September 18, 2013, as amended on August 19, 2015, August 28, 2015, September 30, 2015 and December 29, 2017, and as amended and restated on April 30, 2018 (as amended and/or restated from time to time, the <u>Schedule 13D</u>), which relates to the common stock of Sprint, par value \$0.01 per share (the <u>Sprint Common Stock</u>).

Other than as set forth below, all Items in the Schedule 13D are materially unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D.

Item 2. Identify and Background.

Item 2 of the Schedule 13D is hereby amended such that all references to Appendices A-1, A-2 and A-3 contained within Item 2 shall refer to the Appendices included in this Schedule 13D Amendment.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended to include the following:

On July 10, 2018, Starburst exercised the Warrant (as described in Item 6) in full, thereby acquiring an aggregate 54,579,924 shares of Sprint Common Stock at a purchase price of \$5.25 per share. The warrant purchase price was financed from SoftBank s general working capital. Starburst directly beneficially owns the shares of Sprint Common Stock acquired upon exercise of the warrant.

Item 5. Interest in Securities of the Issuer.

Item 5(a), (b) and (c) of the Schedule 13D are hereby amended and restated in their entirety to read as follows:

(a)-(b) As of July 10, 2018, each Reporting Person may be deemed to have beneficial ownership (within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934) and shared power to vote or direct the vote of up to the number of shares of Sprint Common Stock set forth in the table below and the Reporting Persons may be deemed to constitute a group under Section 13(d) of the Exchange Act as described in Item 2 of this Schedule 13D, which is incorporated herein by reference.

Reporting Person
Shares of Sprint
Common Stock
Such
Power
Reporting Person
of

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	May Be Deemed to Beneficially Own	Sprint Common Stock ⁽¹⁾
SoftBank Group Corp.	3,446,086,110(2)	84.74%
Starburst I, Inc.	3,131,105,447(3)	76.99%
Galaxy Investment Holdings, Inc.	314.980.663(4)	7.75%

- (1) The respective percentages of beneficial ownership are based on 4,012,307,479 outstanding shares of Sprint Common Stock as of June 8, 2018 as set forth in Sprint s Definitive Proxy Statement on Schedule 14A, filed with the Commission on June 26, 2018, plus 54,579,924 shares of Sprint Common Stock that were issued on July 10, 2018 upon Starburst s exercise of a warrant to purchase such shares, as described further herein.
- (2) Consists of 3,131,105,447 shares of Sprint Common Stock held directly by Starburst, and 314,980,663 shares of Sprint Common Stock held directly by Galaxy (which includes 711,627 shares of Sprint Common Stock that underlie a grant by Galaxy to Ronald D. Fisher of an award of restricted stock units (the <u>RSU</u>s) that are outstanding and unvested as of the date of this Schedule 13D Amendment).

- (3) Consists of 3,131,105,447 shares of Sprint Common Stock held directly by Starburst. Starburst expressly disclaims beneficial ownership with respect to the shares of Sprint Common Stock deemed to be beneficially owned by SoftBank and Galaxy, except to the extent of Starburst s direct pecuniary interest in the shares of Sprint Common Stock directly beneficially owned by Starburst.
- (4) Consists of 314,980,663 shares of Sprint Common Stock held directly by Galaxy (which includes 711,627 shares of Sprint Common Stock that underlie a grant by Galaxy to Ronald D. Fisher of an award of RSUs that are outstanding and unvested as of the date of this Schedule 13D Amendment). Galaxy expressly disclaims beneficial ownership with respect to the shares of Sprint Common Stock deemed to be beneficially owned by SoftBank and Starburst, except to the extent of Galaxy s direct pecuniary interest in the shares of Sprint Common Stock directly beneficially owned by Galaxy.
- (c) The information contained in Item 3 to this Schedule 13D is herein incorporated by reference.

Except as set forth above or incorporated herein, none of (i) the Reporting Persons and, (ii) to the Reporting Persons knowledge, the persons set forth on Appendix A-1, A-2 or A-3 of this Schedule 13D has effected any transaction in Sprint Common Stock during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer. Item 6 of the Schedule 13D is hereby amended to include the following:

On July 10, 2013, Sprint issued a warrant to Starburst for the purchase of 54,579,924 shares of Sprint Common Stock (the <u>Warrant</u>). On July 10, 2018, Starburst exercised the Warrant in full. The Warrant is no longer outstanding.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 12, 2018

SOFTBANK GROUP CORP.

By: /s/ Natsuko Ohga Name: Natsuko Ohga

Title: General Manager, Legal

STARBURST I, INC.

By: /s/ Ronald D. Fisher Name: Ronald D. Fisher

Title: President

GALAXY INVESTMENT HOLDINGS, INC.

By: /s/ Ronald D. Fisher Name: Ronald D. Fisher

Title: President

Appendix A-1

1-9-1 Higashi-Shimbashi,

EXECUTIVE OFFICERS AND DIRECTORS

OF

SOFTBANK GROUP CORP.

Set forth below is a list of each executive officer and director of SoftBank Group Corp. setting forth the business address and present principal occupation or employment (and the name and address of any corporation or organization in which such employment is conducted) of each person.

		Name and Address of Corporation	
		or Other Organization	
	Present Principal Occupation	(if different from address provided	
Name and Business Address Masayoshi Son*, a citizen of Japan	(principal business of employer) Chairman & CEO of SoftBank Group Corp.	in Column 1)	
SoftBank Group Corp.	Group Corp.		
1-9-1 Higashi-Shimbashi,			
Minato-ku, Tokyo 105-7303			
Japan			
Ken Miyauchi*, a citizen of Japan	Director of SoftBank Group Corp.; President & CEO of SoftBank Corp.;	SoftBank Corp.	
SoftBank Group Corp.	and Director of Yahoo Japan Corporation	1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo 105-7303	
1-9-1 Higashi-Shimbashi,		Williato-ku, 10kyo 103-7303	
Minato-ku, Tokyo 105-7303			
Japan			
Ronald D. Fisher*, a citizen of the	Director and Vice Chairman of SoftBank Group Corp. and Director	SoftBank Holdings Inc.	
United States of America	and President of SoftBank Holdings Inc.	38 Glen Avenue	
SoftBank Group Corp.	inc.	Newton, Massachusetts 02459	

Minato-ku, Tokyo 105-7303

Japan

Yun Ma*, a citizen of the People s

Republic of China

SoftBank Group Corp.

1-9-1 Higashi-Shimbashi,

Minato-ku, Tokyo 105-7303

Japan

Marcelo Claure*, a citizen of the

United States of America

SoftBank Group Corp.

1-9-1 Higashi-Shimbashi,

Minato-ku, Tokyo 105-7303

Japan

Katsunori Sago*, a citizen of Japan

SoftBank Group Corp.

1-9-1 Higashi-Shimbashi,

Minato-ku, Tokyo 105-7303

Japan

Rajeev Misra*, a citizen of the

United Kingdom

SoftBank Group Corp.

1-9-1 Higashi-Shimbashi,

Minato-ku, Tokyo 105-7303

Japan

Director of SoftBank Group Corp. and Executive Chairman of Alibaba

Group Holding Limited

Alibaba Group Holding Limited

Hangzhou Office

18-19/F Xihu International Building

A

391 Wen Er Road Hangzhou

310013

People s Republic of China

Sprint Corporation

6200 Sprint Pkwy.

Overland Park, KS, 66251

President COO of SoftBank Group Corp. and Executive Chairman of Sprint Corporation

Director and Executive Vice

Director and Executive Vice President CSO of SoftBank Group

Corp.

Director and Executive Vice

President of SoftBank Group Corp. and CEO of SB Investment Advisers

Name and Address of
Corporation

		or Other Organization	
	Present Principal Occupation	(if different from address provided	
Name and Business Address Simon Segars*, a citizen of the	(principal business of employer) Director of SoftBank Group Corp. and CEO of Arm Limited	in Column 1) Arm Limited	
United Kingdom		150 Rose Orchard Way	
SoftBank Group Corp.		San Jose, CA 95134	
1-9-1 Higashi-Shimbashi,			
Minato-ku, Tokyo 105-7303			
Japan			
Tadashi Yanai*, a citizen of Japan	External Director of SoftBank Group Corp.; Chairman, President & CEO	FAST RETAILING CO., LTD.	
SoftBank Group Corp.	of FAST RETAILING CO., LTD.; Chairman, President and CEO of	717-1 Sayama,	
1-9-1 Higashi-Shimbashi,	UNIQLO CO., Ltd; and Chairman of G.U. CO., LTD.	Yamaguchi City,	
Minato-ku, Tokyo 105-7303	G.C. CO., L1D.	Yamaguchi 754-0894	
Japan		Japan	
Mark Schwartz*, a citizen of the	External Director of SoftBank Group Corp.; Senior Director of The Goldman Sachs Group, Inc.	Goldman Sachs (Asia) LLC	
United States of America		Cheung Kong Center, 68th Floor	
SoftBank Group Corp.		2 Queens s Road Central	
1-9-1 Higashi-Shimbashi,		Hong Kong	
Minato-ku, Tokyo 105-7303			
Japan			
Masami Iijima*, a citizen of Japan SoftBank Group Corp.	External Director of SoftBank Group Corp.; Representative Director,	MITSUI & CO., LTD.	
1-9-1 Higashi-Shimbashi,	Chairman of the Board of Directors of MITSUI & CO., LTD.	1-3, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8631	
Minato-ku, Tokyo 105-7303		Japan	

Japan

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Minato-ku, Tokyo 105-7303

Japan

Name and Address of
Corporation

or Other Organization

(if different from address provided

in Column 1)

Present Principal Occupation

Name and Business Address

Masato Suzaki**, a citizen of Japan

SoftBank Group Corp.

1-9-1 Higashi-Shimbashi,

Minato-ku, Tokyo 105-7303, Japan

Yoshimitsu Goto, a citizen of Japan

SoftBank Group Corp.

1-9-1 Higashi-Shimbashi,

Minato-ku, Tokyo 105-7303, Japan

Kazuko Kimiwada, a citizen of Japan

SoftBank Group Corp.

1-9-1 Higashi-Shimbashi,

Minato-ku, Tokyo 105-7303, Japan

Ren Tanaka, a citizen of Japan

SoftBank Group Corp.

1-9-1 Higashi-Shimbashi,

Minato-ku, Tokyo 105-7303, Japan

- k Director
- ** Corporate Auditor

(principal business of employer)
Full-time Audit & Supervisory Board
Member of SoftBank Group Corp.

Senior Executive Corporate Officer and CFO of SoftBank Group Corp.

Executive Corporate Officer of SoftBank Group Corp.

Corporate Officer of SoftBank Group Corp.

20

Appendix A-2

EXECUTIVE OFFICERS AND DIRECTORS

OF

STARBURST I, INC.

Set forth below is a list of each executive officer and director of Starburst I, Inc. setting forth the business address and present principal occupation or employment (and the name and address of any corporation or organization in which such employment is conducted) of each person. Unless otherwise indicated, each individual is a United States citizen.

		Name and Address of Corporation
		or Other Organization
	Present Principal Occupation	(if different from address provided
Name and Business Address Ronald D. Fisher* **, a citizen of the	(principal business of employer) Director and President of SoftBank	in Column 1) SoftBank Holdings Inc.
United States of America	Holdings Inc., a wholly owned subsidiary of SoftBank Group Corp.	38 Glen Avenue
Starburst I, Inc.		Newton, Massachusetts 02459
One Circle Star Way		
San Carlos, California 94070		
Kabir Misra* ***, a citizen of the	Managing Partner, SB Investment Advisers (US) Inc., a wholly owned	SB Investment Advisers (US) Inc.
United States of America	subsidiary of SoftBank Group Corp.	One Circle Star Way
Starburst I, Inc.		San Carlos, California 94070
One Circle Star Way		
San Carlos, California 94070		
Yoshimitsu Goto*, a citizen of Japan	Senior Executive Corporate Officer	SoftBank Group Corp.
Starburst I, Inc.	and CFO of SoftBank Group Corp.	1-9-1 Higashi-Shimbashi,
One Circle Star Way		Minato-ku, Tokyo 105-7303
San Carlos, California 94070		Japan

- * Director
- ** President
- *** Secretary and Treasurer

Appendix A-3

EXECUTIVE OFFICERS AND DIRECTORS

OF

GALAXY INVESTMENT HOLDINGS, INC.

Set forth below is a list of each executive officer and director of Galaxy Investment Holdings, Inc. setting forth the business address and present principal occupation or employment (and the name and address of any corporation or organization in which such employment is conducted) of each person.

		Corporation
		or Other Organization
	Present Principal Occupation	(if different from address provided
Name and Business Address Ronald D. Fisher* **, a citizen of the	(principal business of employer) Director and President of SoftBank Holdings Inc., a wholly owned	in Column 1) SoftBank Holdings Inc.
United States of America	subsidiary of SoftBank Group Corp.	38 Glen Avenue
Galaxy Investment Holdings, Inc.		Newton, Massachusetts 02459
One Circle Star Way		
San Carlos, California 94070		
Yoshimitsu Goto*, a citizen of Japan	Senior Executive Corporate Officer and CFO of SoftBank Group Corp.	SoftBank Group Corp.
Galaxy Investment Holdings, Inc.		1-9-1 Higashi-Shimbashi,
One Circle Star Way		Minato-ku, Tokyo 105-7303
San Carlos, California 94070		Japan

^{*} Director

Name and Address of

^{**} President