

SPRINT Corp
Form 4
November 17, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 GROUP CORP

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

MINATO-KU
TOKYO, MO 105-7303

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2016

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 | (D) | Price |
| Common Stock | 11/15/2016 | | J ⁽¹⁾ | | 315,958 | A | \$ 7.74 |
| | | | | | 3,310,392,649 | I | |

See Footnote ⁽²⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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| 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

| | |
|--|------------|
| /s/ Ronald D. Fisher, as attorney-in-fact for SoftBank Group Corp. | 11/17/2016 |
| **Signature of Reporting Person | Date |
| /s/ Ronald D. Fisher, as President of Galaxy Investment Holdings, Inc. | 11/17/2016 |
| **Signature of Reporting Person | Date |
| /s/ Ronald D. Fisher, as President of Starburst I, Inc. | 11/17/2016 |
| **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) On March 17, 2014, Galaxy Investment Holdings, Inc. ("Galaxy"), a U.S. wholly owned subsidiary of SoftBank Group Corp. ("SoftBank") granted to Ronald D. Fisher an award of restricted stock units (the "RSUs") for 2,846,508 shares of the common stock of Sprint Corporation, par value \$0.01 per share ("Sprint Common Stock"), owned by Galaxy. The RSUs vest in four equal installments beginning on November 15, 2015, subject to the terms of the RSU award agreement. RSUs in respect of 711,627 shares vested on November 15, 2016, of which 315,958 were settled in cash and 395,669 were settled in shares of Sprint Common Stock. Such cash was

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withheld to satisfy tax withholding obligations. The amount reported in column 4 represents shares of Sprint Common Stock deemed reacquired by Galaxy from Mr. Fisher in respect of the RSUs settled in cash.

- Such figure reflects 233,867,126 shares of Sprint Common Stock (the "Galaxy Shares") that are owned indirectly by SoftBank through Galaxy and 3,076,525,523 shares of Sprint Common Stock (the "Starburst I Shares") that are owned indirectly by SoftBank through
- (2) Starburst I, Inc. ("Starburst I"), which is a U.S. wholly owned subsidiary of SoftBank. As a result of such ownership, SoftBank may be deemed to beneficially own the Galaxy Shares and the Starburst I Shares. Starburst I expressly disclaims beneficial ownership with respect to the Galaxy Shares and 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.