

SPRINT Corp
Form 4
August 12, 2015

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)
08/10/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/10/2015 | | P | | 7,993,500 (1) A 3.74 (2) | I | See Footnote (3) |
| Common Stock | 08/11/2015 | | P | | 7,993,500 (1) A 3.9 (4) 3,164,225,656 (3) | I | See Footnote (3) |
| Common Stock | 08/12/2015 | | P | | 6,886,301 (1) A 3.76 (5) 3,171,111,957 (3) | I | See Footnote (3) |

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

Edgar Filing: SPRINT Corp - Form 4

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.41 to \$3.87, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide Sprint Corporation ("Sprint"), any stockholder of Sprint, or the Staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(3) Such figure reflects 79,706,633, 87,700,133 and 94,586,434 shares of Sprint Common Stock (the "Galaxy Shares") as of August 10, August 11 and August 12, 2015, respectively, that are owned indirectly by SoftBank through Galaxy and 3,076,525,523 shares of Sprint Common Stock (the "Starburst I Shares") as of each such date that are owned indirectly by SoftBank through 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.78 to \$4.00, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide Sprint, any stockholder of Sprint, or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.60 to \$3.91, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide Sprint, any stockholder of Sprint, or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

Remarks:

Exhibit List: Exhibit 24.4 Power of Attorney of Galaxy Investment Holdings, Inc.

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.