

SPRINT NEXTEL CORP  
Form 3  
October 25, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SOFTBANK CORP		(Month/Day/Year)	SPRINT NEXTEL CORP [S]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1-9-1, HIGASHI-SHIMBASHI			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
MINATO-KU			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
TOKYO,Â M0Â 105-7303			(give title below) (specify below)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Convertible Bond         (1)         (2)      Series 1  
Common      590,476,190      \$ 5.25 (3)      I      See Footnote (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOFTBANK CORP 1-9-1, HIGASHI-SHIMBASHI MINATO-KU TOKYO, M0 105-7303	<u>  </u>	<u>  </u> X	<u>  </u>	<u>  </u>
Starburst I, Inc. 38 GLEN AVENUE NEWTON, MA 02459	<u>  </u>	<u>  </u> X	<u>  </u>	<u>  </u>
Starburst II, Inc. 38 GLEN AVENUE NEWTON, MA 02459	<u>  </u>	<u>  </u> X	<u>  </u>	<u>  </u>
Starburst III, Inc. 38 GLEN AVENUE NEWTON, MA 02459	<u>  </u>	<u>  </u> X	<u>  </u>	<u>  </u>

## Signatures

/s/ Masayoshi Son, Chairman  
& CEO      10/25/2012

   \*Signature of Reporting Person      Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

Convertible immediately prior to the consummation of the Merger (as defined in the Agreement and Plan of Merger, dated October 15, 2012, by and among Sprint Nextel Corporation and the Reporting Persons (the "Merger Agreement")) or, after the termination of the

(1) Merger Agreement without the consummation of the Merger, upon not less than three business days prior written notice by Starburst II, Inc. to Issuer, in each case, subject to the terms and conditions of the Bond Purchase Agreement, dated October 15, 2012, by and between Sprint Nextel Corporation and Starburst II, Inc. (the "Bond Purchase Agreement").

(2) If not earlier converted, the Bond (as defined in the Bond Purchase Agreement) matures October 15, 2019.

The conversion price represents the per share price of Issuer Series 1 Common Stock, \$2.00 par value per share, into which the aggregate

(3) principal value of the Bond is convertible, subject to the terms and conditions of the Bond Purchase Agreement. No further consideration is required for conversion of the Bond.

These securities are owned directly by Starburst II, Inc., which is a wholly-owned subsidiary of Starburst I, Inc., which is a wholly-owned

(4) subsidiary of SOFTBANK CORP. Starburst III, Inc., which is a wholly-owned subsidiary of Starburst II, Inc., is the Merger Sub, as defined in the Merger Agreement, and has no pecuniary interest in the Bond.

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.