

SPRINT Corp
Form 4
July 12, 2013

FORM 4

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

OMB APPROVAL

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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 CORP

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

MINATO-KU
TOKYO, M0 105-7303

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2013

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	07/10/2013		J ⁽¹⁾	3,076,525,523 A	3,076,525,523	I	See Footnote ⁽²⁾

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

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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)
Common Stock Warrants (right to buy)	\$ 5.25	07/10/2013		J	54,579,924	07/10/2013 (3)	Common Stock 54,579,924 (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		X		
Starburst I, Inc. 1 CIRCLE STAR WAY SAN CARLOS, CA 94070		X		

Signatures

/s/ Masayoshi Son, Chairman & CEO
07/12/2013

__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) Pursuant to a reclassification exempt under Rule 16b-7 under the Securities Exchange Act of 1934, as amended, the Sprint Corporation (formerly known as "Starburst II, Inc." and referred to herein as "New Sprint") Class B Common Stock, par value \$0.01 per share, held by Starburst I, Inc. ("Starburst I") was reclassified into 3,076,525,523 shares of New Sprint common stock, par value \$0.01 per share (the "New Sprint Common Stock").
- (2) These securities are owned directly by Starburst I, which is a wholly-owned subsidiary of SoftBank Corp. ("SoftBank").
- (3) The Warrant is convertible at any time until July 10, 2018.
- (4) Such number is subject to anti-dilution adjustment in accordance with the terms of the Warrant.
- (5) Pursuant to the Agreement and Plan of Merger, dated October 15, 2012, by and among Sprint Nextel Corporation ("Sprint Nextel"), SoftBank, Starburst I, New Sprint and Starburst III, Inc., as amended on November 29, 2012, April 12, 2013 and June 10, 2013, no additional consideration was payable in connection with the issuance to Starburst I of the Warrant at a price of \$5.25 per share.

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.