

SPRINT Corp
Form 425
February 05, 2019

**Filed by T-Mobile US, Inc.
pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: Sprint Corporation
Commission File No.: 001-04721**

The following are transcripts of videos released in connection with the transaction:

HOW WILL 5G CHANGE EVERYTHING?

Michio Kaku, Physicist and Futurist: I'm a professor of physics, but I'm also a futurist, and I say, "When you think about the future, hold on to your hats. Every once in a while there is this technology which changes the entire landscape—we have a paradigm shift, a game changer. Like, for example, the coming of the printing press with movable type: within just a few years we had almost a million manuscripts circulating throughout Europe. And that set into motion one of the greatest transitions, and that is the Renaissance. A renaissance of knowledge—5G technology should be seen in that light. We're talking about unleashing the floodgates. When you first hear about 5G, you learn that it's maybe a hundred times faster than 4G, and you say to yourself, *Great, wow, my favorite movie in just a few seconds*, and then you say to yourself, *Is that all?* I mean just faster downloads, getting a Hollywood movie in a matter of seconds? Is that it? No. I think in the future the internet will be in your contact lens, you'll simply blink and have access to the entire storehouse of knowledge on the planet Earth. There are millions of Americans that do not have easy access to broadband technology, and that's where 5G comes in, because they realize the importance of being connected to the rest of the world. That's a precious commodity: connectedness. Think of what that's going to do to society's productivity, to our interconnectedness, to our job market, to the economy, to enrich and empower our lives.

BUILDING A TRULY CONNECTED WORLD

Grant Castle, VP, Network Technology: I think the thing that gets me most excited is what doesn't exist today. 5G is going to take the best technologies available in the wireless space, put it all together, so that people can create future capabilities, future technologies. And you are going to forget that there's a wireless network behind it. The future is real simple: everything is connected, no speed limits, no usage limits, no limits at all. If that was the future, what would you do with it? You know, what would you do?

ENGINEERING A SAFER WORLD

Muhilan Vamadevan, Principal Engineer, Systems Design: The most exciting thing about 5G is connecting anything and everything. Every decade, there's always—the new technology comes and it changes lives. 5G is definitely one of them. Why? Because you do have billions of sensors, which are able to be connected and which also pave the way for more innovative applications. Today we could have a flood-abatement system which will direct—if there's something wrong—*before* it floods. Now with this connected world, we would be warned before certain national disasters happen, and we could take the necessary actions before these things occur, and it will save thousands and thousands of lives.

CREATING AN IMMERSIVE WORLD

Grant Castle, VP, Network Technology: The future is not in your basement on the TV. One of the most powerful games I've ever played with my kids was Pokémon Go. But Pokémon Go is like the Swiss Army knife with the small blade. What if we took that experience and blew it way up, right? What if you could go experience the world in a fully rendered, augmented reality perspective? It's much more expansive, it's much more engaging, and, you know, you're out there with your kids, and you're in it. And you're not in it with just your kids. You're in it with your neighbors and your friends and the rest of the world, together. That's compelling. Your future is outside, right, your future is mobile. And that's what we really want to enable.

Important Additional Information

In connection with the proposed transaction, T-Mobile US, Inc. (T-Mobile) has filed a registration statement on Form S-4 (File No. 333-226435), which was declared effective by the U.S. Securities and Exchange Commission (the SEC) on October 29, 2018, and which contains a joint consent solicitation statement of T-Mobile and Sprint Corporation (Sprint), that also constitutes a prospectus of T-Mobile (the joint consent solicitation statement/prospectus), and each party will file other documents regarding the proposed transaction with the SEC. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT CONSENT SOLICITATION STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. The documents filed by T-Mobile may be obtained free of charge at T-Mobile s website, at www.t-mobile.com, or at the SEC s website, at www.sec.gov, or from T-Mobile by requesting them by mail at T-Mobile US, Inc., Investor Relations, 1 Park Avenue, 14th Floor, New York, NY 10016, or by telephone at 212-358-3210. The documents filed by Sprint may be obtained free of charge at Sprint s website, at www.sprint.com, or at the SEC s website, at www.sec.gov, or from Sprint by requesting them by mail at Sprint Corporation, Shareholder Relations, 6200 Sprint Parkway, Mailstop KSOPHF0302-3B679, Overland Park, Kansas 66251, or by telephone at 913-794-1091.

No Offer or Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains certain forward-looking statements concerning T-Mobile, Sprint and the proposed transaction between T-Mobile and Sprint. All statements other than statements of fact, including information concerning future results, are forward-looking statements. These forward-looking statements are generally identified by the words anticipate, believe, estimate, expect, intend, may, could or similar expressions. Such forward statements include, but are not limited to, statements about the benefits of the proposed transaction, including anticipated future financial and operating results, synergies, accretion and growth rates, T-Mobile s, Sprint s and the combined company s plans, objectives, expectations and intentions, and the expected timing of completion of the proposed transaction. There are several factors which could cause actual plans and results to differ materially from those expressed or implied in forward-looking statements. Such factors include, but are not limited to, the failure to obtain, or delays in obtaining, required regulatory approvals, and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the proposed transaction, or the failure to satisfy any of the other conditions to the proposed transaction on a timely basis or at all; the occurrence of events that may give rise to a right of one or both of the parties to terminate the business combination agreement; adverse effects on the market price of T-Mobile s or Sprint s common stock and on T-Mobile s or Sprint s operating results because of a failure to complete the proposed transaction in the anticipated timeframe or at all; inability to obtain the financing contemplated to be obtained in connection with the proposed transaction on the expected terms or timing or at all; the ability of T-Mobile, Sprint and the combined company to make payments on debt or to repay existing or future indebtedness when due or to comply with the covenants contained therein; adverse changes in the ratings of T-Mobile s or Sprint s debt securities or adverse conditions in the credit markets;

negative effects of the announcement, pendency or consummation of the transaction on the market price of T-Mobile's or Sprint's common stock and on T-Mobile's or Sprint's operating results, including as a result of changes in key customer, supplier, employee or other business relationships; significant transaction costs, including financing costs, and unknown liabilities; failure to realize the expected benefits and synergies of the proposed transaction in the expected timeframes or at all; costs or difficulties related to the integration of Sprint's network and operations into T-Mobile; the risk of litigation or regulatory actions; the inability of T-Mobile, Sprint or the combined company to retain and hire key personnel; the risk that certain contractual restrictions contained in the business combination agreement during the pendency of the proposed transaction could adversely affect T-Mobile's or Sprint's ability to pursue business opportunities or strategic transactions; effects of changes in the regulatory environment in which T-Mobile and Sprint operate; changes in global, political, economic, business, competitive and market conditions; changes in tax and other laws and regulations; and other risks and uncertainties detailed in the Form S-4, as well as in T-Mobile's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and in its subsequent reports on Form 10-Q, including in the sections thereof captioned "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements," as well as in its subsequent reports on Form 8-K, all of which are filed with the SEC and available at www.sec.gov and www.t-mobile.com. Forward-looking statements are based on current expectations and assumptions, which are subject to risks and uncertainties that may cause actual results to differ materially from those expressed in or implied by such forward-looking statements. Given these risks and uncertainties, persons reading this communication are cautioned not to place undue reliance on such forward-looking statements. T-Mobile assumes no obligation to update or revise the information contained in this communication (whether as a result of new information, future events or otherwise), except as required by applicable law.