

SPRINT Corp
Form 4
July 11, 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 *
HESSE DANIEL

(Last) (First) (Middle)

6200 SPRINT PARKWAY

(Street)

OVERLAND PARK, KS 66251

(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 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/10/2013 | | D | | 4,532,230 | D | 0 |

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

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 13.91 | 07/10/2013 | | D | 1,000,000 | <u>(2)</u> | 12/17/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 16.69 | 07/10/2013 | | D | 1,000,000 | <u>(2)</u> | 12/17/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 19.47 | 07/10/2013 | | D | 1,275,000 | <u>(2)</u> | 12/17/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.52 | 07/10/2013 | | D | 513,347 | <u>(2)</u> | 03/26/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.59 | 07/10/2013 | | D | 2,655,934 | <u>(2)</u> | 02/25/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.45 | 07/10/2013 | | D | 454,546 | <u>(4)</u> | 03/16/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 4.2 | 07/10/2013 | | D | 900,000 | <u>(5)</u> | 02/23/2021 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.23 | 07/10/2013 | | D | 995,652 | <u>(5)</u> | 02/22/2022 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HESSE DANIEL 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251 | X | | President & CEO | |

Signatures

/s/ Timothy P. O'Grady
Attorney-in-Fact

07/11/2013

__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).

This includes 1,957,670 shares and 2,574,560 restricted stock units that were disposed of in connection with the merger (the "Merger") of Sprint Nextel Corporation ("Old Sprint") with and into a wholly owned subsidiary of Sprint Corporation (the "Issuer"). Each share of Old Sprint common stock was disposed of for a combination of approximately \$5.65 in cash and 0.2617 share of Issuer common stock, which

- (1) did not begin trading on the New York Stock Exchange until July 11, 2013. All Old Sprint restricted stock units were disposed of in exchange for a number of Issuer restricted stock units that is dependent on the trading prices of common stock of the Issuer for five trading days following the effective time of the Merger (the "Reference Period"). Such number will be promptly disclosed by Issuer once it may be definitively determined.
- (2) Options fully vested.
These stock options were disposed of in connection with the Merger in exchange for Issuer stock options, the terms of which are
- (3) dependent on the trading prices of common stock of the Issuer for the Reference Period and will be promptly disclosed by Issuer once they may be definitely determined.
- (4) This option grant is exercisable at the rate of 25% of the number of shares granted on each of the first four anniversaries of the grant date.
- (5) This option grant is exercisable at the rate of 33 1/3% of the number of shares granted on each of the first three anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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