

SPRINT Corp
Form 4
July 18, 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 *
Carter Matthew Jr

(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)
07/17/2013

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-Global Wholesale

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/17/2013 | | A | | 140,945 (1) | A | (1) 140,945 (2) |

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 Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 3.09 | 07/17/2013 | | A | 15,242 (3) | (4) 03/16/2020 | Common Stock | 15,242 |
| Non-Qualified Stock Option (right to buy) | \$ 3.76 | 07/17/2013 | | A | 70,882 (3) | (5) 02/23/2021 | Common Stock | 70,882 |
| Non-Qualified Stock Option (right to buy) | \$ 2 | 07/17/2013 | | A | 84,236 (3) | (6) 02/22/2022 | Common Stock | 84,236 |
| Non-Qualified Stock Option (right to buy) | \$ 5.84 | 07/17/2013 | | A | 32,132 (3) | (7) 03/26/2018 | Common Stock | 32,132 |
| Non-Qualified Stock Option (right to buy) | \$ 4.16 | 07/17/2013 | | A | 11,216 (3) | (7) 06/17/2017 | Common Stock | 11,216 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carter Matthew Jr 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251 | | | President-Global Wholesale | |

Signatures

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

07/18/2013

__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) These restricted stock units were acquired 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"). The Issuer restricted stock units were acquired in exchange for Old Sprint restricted stock units based on a conversion formula that was dependent on the trading prices of common stock of the Issuer for five days following the effective time of the Merger (the "Reference Period").

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- (2) Includes 140,945 restricted stock units which are subject to forfeiture until they vest.

These stock options were acquired in connection with the Merger. The Issuer stock options were acquired in exchange for Old Sprint stock options based on a conversion formula that was dependent on the trading prices of common stock of the Issuer for the Reference Period.

- (4) Stock options vest 100% on March 16, 2014.
- (5) Stock options vest/vested 33 1/3% on February 23, 2012, February 23, 2013 and February 23, 2014.
- (6) Stock options vest 50% on February 22, 2014 and February 22, 2015.
- (7) Stock options are fully vested.

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.