

PERRY JAMES N JR
Form 4
May 02, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PERRY JAMES N JR

2. Issuer Name and Ticker or Trading Symbol
T-Mobile US, Inc. [TMUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O T-MOBILE US, INC., 12920 SE 38TH STREET

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

BELLEVUE, WA 98006

(City) (State) (Zip)

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) Code V Amount (D) Price			
Common Stock					12,000 <u>(1)</u> <u>(2)</u>	D	
Common Stock					6,564 <u>(1)</u>	I	Madison Dearborn Partners IV, L.P. <u>(3)</u> <u>(4)</u>
Common Stock					15,284,092 <u>(1)</u>	I	Madison Dearborn Capital Partners IV, L.P. <u>(3)</u>

(5)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 24.31 (6)					(7) 03/07/2018	Common Stock	8,400 (6) (7)	
Stock Option (right to buy)	\$ 20.77 (6)					(7) 03/04/2019	Common Stock	8,400 (6) (7)	
Stock Option (right to buy)	\$ 5.37 (6)					(7) 03/11/2020	Common Stock	8,400 (6) (7)	
Stock Option (right to buy)	\$ 20.71 (6)					(7) 02/28/2021	Common Stock	8,400 (6) (7)	
Stock Option (right to buy)	\$ 11.01 (6)					(7) 02/07/2022	Common Stock	8,400 (6) (7)	
Stock Option (right to buy)	\$ 11.49 (6)					(7) 02/05/2023	Common Stock	8,400 (6) (7)	

buy)					
Stock					
Option	\$ 14.57		(7)	01/26/2017	Common 18,000
(right to	(6)				Stock (6) (7)
buy)					
Stock					
Option	\$ 6.21 (6)		(7)	03/14/2016	Common 19,500
(right to					Stock (6) (7)
buy)					
Stock					
Option	\$ 6.21 (6)		(7)	10/19/2015	Common 60,000
(right to					Stock (6) (7)
buy)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY JAMES N JR C/O T-MOBILE US, INC. 12920 SE 38TH STREET BELLEVUE, WA 98006		X		

Signatures

/s/ Annie Terry, as Attorney in Fact for James N. Perry, Jr.

05/02/2013

__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) The number of shares, including shares subject to the reporting person's restricted stock awards, has been adjusted to reflect the reverse stock split implemented pursuant to the Business Combination Agreement, dated as of October 3, 2012 and amended as of April 14, 2013 (the "Agreement"), by and among Deutsche Telekom AG, T-Mobile Global Zwischenholding GmbH, T-Mobile Global Holding GmbH, T-Mobile USA, Inc. and MetroPCS Communications, Inc.

(2) The vesting of the reporting person's restricted stock awards was accelerated in connection with the closing of the transactions contemplated by the Agreement, pursuant to the terms of an equity plan of MetroPCS Communications, Inc. (the "Plan"). Under the terms of the Agreement, the reporting person also received a cash payment of \$4.0491 per share on a pre-reverse stock split basis with respect to vested shares held pursuant to the awards.

(3) Madison Dearborn Partners IV, L.P. ("MDP IV") is the general partner of Madison Dearborn Capital Partners IV, L.P. ("MDCP"). MDP IV may be deemed to beneficially own the reported securities that are held directly by MDCP. Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the securities directly held by MDP IV and MDCP. Messrs. Finnegan and Menco each hereby disclaims any beneficial ownership of any securities directly held by MDP IV and/or MDCP. Mr. Perry is a limited partner of MDP IV. Mr. Perry disclaims beneficial ownership of the reported securities set forth herein, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(4) These securities are held directly by MDP IV. Mr. Perry disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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- (5) These securities are held directly by MDCP. Mr. Perry disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- (6) The exercise price of and number of shares subject to this stock option have been adjusted to reflect the reverse stock split implemented and cash payments made pursuant to the Agreement.
- (7) To the extent not already vested as of April 30, 2013, the vesting of this stock option was accelerated in connection with the closing of the transactions contemplated by the Agreement, pursuant to the terms of the Plan.

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.