

SPRINT Corp
Form 4
March 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
03/17/2014

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock ⁽¹⁾ ₍₂₎	03/17/2014		S ⁽¹⁾⁽²⁾		2,846,508 _{(1) (2)}	D	\$ 0 _{(1) (2)} 3,148,238,656 ₍₃₎	I	See Footnotes ₍₃₎

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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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. ONE CIRCLE STAR WAY SAN CARLOS, CA 94070			X	
Galaxy Investment Holdings, Inc. ONE CIRCLE STAR WAY SAN CARLOS, CA 94070			X	

Signatures

/s/ Joshua O. Lubov, Attorney-in-Fact	03/19/2014
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
- On March 17, 2014, Galaxy Investment Holdings, Inc. ("Galaxy"), a U.S. wholly owned subsidiary of SoftBank Corp. ("Parent"), granted to Ronald D. Fisher an award of restricted stock units (the "RSU Award") for 2,846,508 shares (the "Shares") of Sprint Corporation ("Sprint") Common Stock, \$0.01 par value per share (the "Sprint Common Stock") owned by Galaxy. Galaxy granted the RSU Award to
- (1) Mr. Fisher in connection with Mr. Fisher's positions with Galaxy and SoftBank Holdings Inc. ("Holdings") and in consideration of the services that Mr. Fisher provides to the U.S. wholly owned subsidiaries of Parent, including but not limited to Galaxy, Holdings, and SoftBank Inc., and as an incentive to continue such services. Each restricted stock unit represents a contingent right for Mr. Fisher to receive one Share, or, in the sole discretion of Galaxy, a cash payment in lieu of all or a portion thereof. (Continued in Footnote 2)
- Subject to the provisions of the agreement for the RSU Award, the restricted stock units will vest in four equal installments on each
- (2) November 15 of 2015, 2016, 2017 and 2018. Mr. Fisher is not required to pay consideration to obtain the Shares (or cash, as applicable) upon vesting.
 - (3)

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Such figure reflects 71,713,133 shares of Sprint Common Stock (the "Galaxy Shares") that are owned indirectly by Parent through Galaxy and 3,076,525,523 shares of Sprint Common Stock (the "Starburst I Shares") that are owned indirectly by Parent through Starburst I, Inc. ("Starburst I"), which is a U.S. wholly owned subsidiary of Parent. As a result of such ownership, Parent may be deemed to beneficially own the Galaxy Shares and the Starburst I Shares. Starburst I expressly disclaims beneficial ownership with respect to the Galaxy Shares and Galaxy expressly disclaims beneficial ownership with respect to the Starburst I Shares.

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.