

SPRINT Corp
Form 4
August 28, 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 *
SOFTBANK CORP

2. Issuer Name and Ticker or Trading Symbol
SPRINT Corp [S]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1-9-1, HIGASHI-SHIMBASHI
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2013

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

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

MINATO-KU
TOKYO, MO 105-7303

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/26/2013		P		824,599	A	\$ 6.93 (1)
Common Stock	08/27/2013		P		4,702,675	A	\$ 6.8 (3)
							3,126,186,779
							3,130,889,454
						I	See Footnote (2)
						I	See Footnote (2) (4) (5)

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

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The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.73 to \$6.91, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide New Sprint, any stockholder of New Sprint, or the Staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.

Such figure reflects (i) New Sprint Common Stock, par value \$0.01 per share (the "New Sprint Common Stock"), obtained through a reclassification exempt under Rule 16b-7 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in which New

- (4) Sprint Class B Common Stock, par value \$0.01 per share, held by Starburst I, Inc., ("Starburst I"), was reclassified into 3,076,525,523 shares of New Sprint Common Stock (the "Starburst I Shares") and (ii) purchases of New Sprint Common Stock made by Galaxy in compliance with Rule 10b-18 under the Exchange Act. (Continued in Footnote 5)

Starburst I is a wholly-owned subsidiary of SoftBank, and as a result, SoftBank may be deemed to beneficially own the Starburst I Shares.

- (5) The aggregate number of shares of New Sprint Common Stock held by Galaxy is 54,363,931 shares (the "Galaxy Shares"). Starburst I expressly disclaims beneficial ownership with respect to the Galaxy Shares. 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.

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