

SPRINT Corp
Form SC 13D/A
August 31, 2015

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

SCHEDULE 13D
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)
Under the Securities Exchange Act of 1934
(Amendment No. 8)*

SPRINT CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

85207 U 10 5

(CUSIP Number)

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011-81-3-3214-6522

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 27, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 85207 U 10 5

1 Name of Reporting Persons

SoftBank Group Corp.

2 Check the Appropriate Box if a Member of a Group

(a) ☒ (b) ☐

3 SEC Use Only

4 Source of Funds

WC, BK (1)

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐

6 Citizenship or Place of Organization

Japan

7 Sole Voting Power

Number of

Shares 0

8 Shared Voting Power

Beneficially

Owned by

3,298,131,511 (1)(2)

Each 9 Sole Dispositive Power

Reporting
Person

0

With 10 Shared Dispositive Power

3,298,131,511 (1)(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person

3,298,131,511 (1)(2)

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares "

13 Percent of Class Represented by Amount in Row (11)

81.99% (2)(3)

14 Type of Reporting Person

HC, CO

- (1) Such figure reflects (i) a reclassification exempt under Rule 16b-7 under the Securities Exchange Act of 1934, as amended (the Exchange Act), in which Sprint Corporation (formerly known as Starburst II, Inc. and referred to herein as Sprint) Class B Common Stock, par value \$0.01 per share (Sprint Class B Common Stock), held by Starburst I, Inc. (Starburst I) was reclassified into 3,076,525,523 shares of Sprint common stock, par value \$0.01 per share (the Sprint Common Stock); (ii) the issuance by Sprint to Starburst I of the Sprint Warrant, dated July 10, 2013 (the Warrant), which is subject to anti-dilution adjustment, as described in the Warrant; and (iii) purchases of Sprint Common Stock made in compliance with Rule 10b-18 (Rule 10b-18) under the Exchange Act (as more fully described in Item 3 of this Schedule 13D, the Galaxy Purchases) by Galaxy Investment Holdings, Inc. (Galaxy).
- (2) As more fully described in the responses to Item 2 and Items 4 through 6 of this Schedule 13D, SoftBank Group Corp. (formerly known as SoftBank Corp. and referred to herein as SoftBank), Starburst I and Galaxy (collectively, the Reporting Persons) may be deemed to be members of a group under Section 13(d) of the Exchange Act by virtue of SoftBank's ownership of Starburst I and Galaxy, the Agreement and Plan of Merger, dated as of October 15, 2012, by and among Sprint Nextel Corporation (Sprint Nextel), SoftBank, Starburst I, Sprint and Starburst III, Inc., as amended as of November 29, 2012, April 12, 2013 and June 10, 2013 (as amended, the Merger Agreement), the Warrant, and the Galaxy Purchases.
- (3) Percentage of class that may be deemed to be beneficially owned by SoftBank is based on the outstanding Sprint Common Stock as set forth in Sprint's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (the Commission) on August 7, 2015 (and including shares of Sprint Common Stock issuable upon exercise of the Warrant).

CUSIP No. 85207 U 10 5

1 Name of Reporting Persons

Starburst I, Inc.

2 Check the Appropriate Box if a Member of a Group

(a) ☒ (b) ☐

3 SEC Use Only

4 Source of Funds

AF

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

Number of

Shares 0

8 Shared Voting Power

Beneficially

Owned by

3,131,105,447 (1)(2)

Each 9 Sole Dispositive Power

Reporting
Person

0

With 10 Shared Dispositive Power

3,131,105,447 (1)(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person

3,131,105,447 (1)(2)

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares "

13 Percent of Class Represented by Amount in Row (11)

77.83% (2)(3)

14 Type of Reporting Person

HC, CO

- (1) Such figure reflects (i) a reclassification exempt under Rule 16b-7 under the Exchange Act in which Sprint Class B Common Stock held by Starburst I was reclassified into 3,076,525,523 shares of Sprint Common Stock and (ii) the issuance of the Warrant, which is subject to anti-dilution adjustment, as described in the Warrant.
- (2) As more fully described in the responses to Item 2 and Items 4 through 6 of this Schedule 13D, the Reporting Persons may be deemed to be members of a group under Section 13(d) of the Exchange Act by virtue of SoftBank's ownership of Starburst I and Galaxy, the Merger Agreement, the Warrant and the Galaxy Purchases. Starburst I expressly disclaims beneficial ownership with respect to the shares of Sprint Common Stock deemed to be beneficially owned by SoftBank and Galaxy, except to the extent of Starburst I's direct pecuniary interest in the shares of Sprint Common Stock directly beneficially owned by Starburst I.
- (3) Percentage of class is based on the outstanding Sprint Common Stock as set forth in Sprint's Quarterly Report on Form 10-Q, filed with the Commission on August 7, 2015 (and including shares of Sprint Common Stock issuable upon exercise of the Warrant).

CUSIP No. 85207 U 10 5

1 Name of Reporting Persons

Galaxy Investment Holdings, Inc.

2 Check the Appropriate Box if a Member of a Group

(a) ☒ (b) ☐

3 SEC Use Only

4 Source of Funds

AF

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

Number of

Shares 0

8 Shared Voting Power

Beneficially

Owned by

167,026,064 (1)(2)

Each 9 Sole Dispositive Power

Reporting
Person

0

With 10 Shared Dispositive Power

167,026,064 (1)(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person

167,026,064 (1)(2)

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares "

13 Percent of Class Represented by Amount in Row (11)

4.21% (2)(3)

14 Type of Reporting Person

HC, CO

(1) Such figure reflects the Galaxy Purchases.

(2) As more fully described in the responses to Item 2 and Items 4 through 6 of this Schedule 13D, the Reporting Persons may be deemed to be members of a group under Section 13(d) of the Exchange Act by virtue of SoftBank's ownership of Starburst I and Galaxy, the Merger Agreement, the Warrant, and the Galaxy Purchases. Galaxy expressly disclaims beneficial ownership with respect to the shares of Sprint Common Stock deemed to be beneficially owned by SoftBank and Starburst I, except to the extent of Galaxy's direct pecuniary interest in the shares of Sprint Common Stock directly beneficially owned by Galaxy.

(3) Percentage of class is based on the outstanding Sprint Common Stock as set forth in Sprint's Quarterly Report on Form 10-Q, filed with the Commission on August 7, 2015.

EXPLANATORY NOTE

This Amendment No. 8 (this Schedule 13D) is being jointly filed on behalf of SoftBank Group Corp. (formerly known as SoftBank Corp.), a Japanese *kabushiki kaisha* (SoftBank), Starburst I, Inc., a Delaware corporation and wholly owned subsidiary of SoftBank (Starburst I) and Galaxy Investment Holdings, Inc., a Delaware corporation and wholly owned subsidiary of SoftBank (Galaxy , and together with SoftBank and Starburst I, the Reporting Persons , and each a Reporting Person) with respect to Sprint Corporation, a Delaware corporation (referred to herein as Sprint or the Issuer). This Schedule 13D amends the Schedule 13D filed by SoftBank, Starburst I, Sprint and Starburst III, Inc., a Kansas corporation (Merger Sub) on October 25, 2012, as amended on April 22, 2013 and June 11, 2013, as amended and restated on July 12, 2013, as amended on August 6, 2013 and August 27, 2013, as amended and restated on September 18, 2013, and as amended on August 19, 2015 (as amended and/or restated from time to time, the Original 13D), which relates to the common stock of Sprint, par value \$0.01 per share (the Sprint Common Stock).

In connection with the completion of the Merger, as defined in the Agreement and Plan of Merger, dated as of October 15, 2012, by and among Sprint Nextel Corporation (Sprint Nextel), SoftBank, Starburst I, Sprint, and Merger Sub, as amended as of November 29, 2012, April 12, 2013 and June 10, 2013 (as amended, the Merger Agreement , which is incorporated by reference from Exhibits 99.2 through 99.5 to this Schedule 13D), Merger Sub was merged into Sprint Nextel, Sprint became the parent company of Sprint Nextel, with Sprint Nextel becoming its wholly owned subsidiary, and Sprint Nextel changed its name to Sprint Communications, Inc. This Schedule 13D is being filed to reflect open market purchases of Sprint Common Stock by Galaxy between August 19, 2015 and August 28, 2015 in compliance with Rule 10b-18 (Rule 10b-18) under the Securities Exchange Act of 1934, as amended (the Exchange Act) (such purchases, the New Galaxy Purchases).

Other than as set forth below, all Items in the Original 13D are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Original 13D.

Item 3. Source and Amount of Funds or Other Consideration.

The last two paragraphs of Item 3 of the Original 13D are hereby amended and restated to read as follows:

Between August 1, 2013 and September 16, 2013, and between August 10, 2015 and August 18, 2015, Galaxy purchased 118,763,378 shares of Sprint Common Stock (the Prior Galaxy Purchases and, together with the New Galaxy Purchases, the Galaxy Purchases) in accordance with Rule 10b-18, for an aggregate purchase price of \$679,461,268.88, exclusive of any fees, commissions or other expenses.

Between August 19, 2015 and August 28, 2015, Galaxy consummated the New Galaxy Purchases of 48,262,686 shares of Sprint Common Stock, for an aggregate purchase price of \$230,983,145, exclusive of any fees, commissions or other expenses (the shares acquired pursuant to the Galaxy Purchases are referred to herein as the Galaxy Shares). The Galaxy Purchases were financed from SoftBank's general working capital. Galaxy directly beneficially owns the Galaxy Shares.

Item 4. Purpose of Transaction.

Item 4 of the Original 13D is hereby amended and restated in its entirety to read as follows:

Purpose of the Transaction

SoftBank may be deemed a beneficial owner of the Sprint Common Stock in connection with the Merger and the subsequent reclassification described in Item 3 to this Schedule 13D, the issuance of the Warrant, and the Galaxy Purchases. The Merger is intended to make Sprint a stronger, more competitive company that will deliver significant benefits to U.S. consumers based on SoftBank's expertise in the deployment of next-generation wireless networks and track record of success in taking share in mature markets from larger telecommunications competitors.

Starburst I directly owns the Sprint Common Stock in connection with the Merger and the subsequent reclassification described in Item 3 to this Schedule 13D, and may be deemed to beneficially own the shares of Sprint Common Stock issuable upon exercise of the Warrant.

Between August 1, 2013 and September 16, 2013, and between August 10, 2015 and August 18, 2015, Galaxy consummated the Prior Galaxy Purchases of 118,763,378 shares of Sprint Common Stock in the open market in accordance with Rule 10b-18. Between August 19, 2015 and August 28, 2015, Galaxy consummated the New Galaxy Purchases of 48,262,686 shares of Sprint Common Stock in the open market in accordance with Rule 10b-18, or approximately 1.22% of the outstanding shares of Sprint Common Stock, based on the outstanding Sprint Common Stock as set forth in Sprint's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (the Commission) on August 7, 2015. Galaxy directly beneficially owns the Galaxy Shares. SoftBank currently expects Galaxy to make further purchases of Sprint Common Stock. However, SoftBank expects that such purchases will not increase SoftBank's beneficial ownership in Sprint to 85% or more of the outstanding shares of Sprint Common Stock (which outstanding share count does not include the shares of Sprint Common Stock that would be issued upon exercise of the Warrant).

Plans or Proposals

The Reporting Persons, as stockholders in Sprint, intend to review their investment in Sprint and have discussions with representatives of Sprint and/or other stockholders of Sprint from time to time and, as a result thereof, may at any time and from time to time determine to take any available course of action and may take any steps to implement any such course of action. Such review, discussions, actions or steps may involve one or more of the types of transactions specified in clauses (a) through (j) of Item 4 of this Schedule 13D, including purchase or sale of Sprint Common Stock, business combination or other extraordinary corporate transactions, sales or purchases of material assets, changes in the board of directors or management of Sprint, changes to Sprint's business or corporate structure, shared service agreements, collaborations, joint ventures and other business arrangements between or involving SoftBank and Sprint. Any action or actions the Reporting Persons might undertake in respect of the Sprint Common Stock will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the price level and liquidity of the Sprint Common Stock; general market and economic conditions; ongoing evaluation of Sprint's business, financial condition, operations, prospects and strategic alternatives; the relative attractiveness of alternative business and investment opportunities; tax considerations; and other factors and future developments. Notwithstanding anything to the contrary herein, the Reporting Persons specifically reserve the right to change their intentions with respect to any or all of such matters.

Item 5. Interest in Securities of the Issuer.

Item 5(a), (b) and (c) of the Original 13D are hereby amended and restated in their entirety to read as follows:

(a)-(b) As of August 28, 2015, each Reporting Person may be deemed to have beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) and shared power to vote or direct the vote of up to the number of shares of Sprint Common Stock set forth in the table below and may be deemed to constitute a group under Section 13(d) of the Exchange Act as described in Item 2 of this Schedule 13D, which is incorporated herein by reference.

Reporting Person	Shares of Sprint Common Stock Such Reporting Person	Percent of Voting Power of Sprint
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	May Be Deemed to Beneficially Own	Common Stock⁽¹⁾
SoftBank Group Corp. ⁽²⁾	3,298,131,511	81.99%
Starburst I, Inc. ⁽³⁾	3,131,105,447	77.83%
Galaxy Investment Holdings, Inc. ⁽⁴⁾	167,026,064	4.21%

- (1) The respective percentages of beneficial ownership are based on 3,968,170,784 shares of Sprint Common Stock outstanding as set forth in Sprint's Quarterly Report on Form 10-Q, filed with the Commission on August 7, 2015 (and, as to SoftBank and Starburst I beneficial ownership, including shares of Sprint Common Stock issuable upon exercise of the Warrant).

- (2) Consists of 3,076,525,523 shares of Sprint Common Stock held by Starburst I as a result of the Reclassification; the 54,579,924 shares of Sprint Common Stock underlying the Warrant, which may be exercised in whole or in part, at any time until July 10, 2018; and 167,026,064 shares of Sprint Common Stock held by Galaxy.
- (3) Consists of 3,076,525,523 shares of Sprint Common Stock held by Starburst I following the Reclassification and 54,579,924 shares of Sprint Common Stock issuable upon exercise of the Warrant, which may be exercised in whole or in part, at any time until July 10, 2018. Starburst I expressly disclaims beneficial ownership with respect to the shares of Sprint Common Stock deemed to be beneficially owned by SoftBank and Galaxy, except to the extent of Starburst I's direct pecuniary interest in the shares of Sprint Common Stock directly beneficially owned by Starburst I.
- (4) Galaxy expressly disclaims beneficial ownership with respect to the shares of Sprint Common Stock deemed to be beneficially owned by SoftBank and Starburst I, except to the extent of Galaxy's direct pecuniary interest in the shares of Sprint Common Stock directly beneficially owned by Galaxy.
- (c) The information contained in Items 3 and 4 to this Schedule 13D is herein incorporated by reference. In connection with the closing of the Merger, all Sprint Nextel common stock and options to acquire Sprint Nextel common stock held by directors and executive officers of Sprint Nextel (immediately prior to the consummation of the Merger) were exchanged for Merger Consideration (as defined in the Merger Agreement) or options to purchase Sprint Common Stock pursuant to the terms of the Merger Agreement.

The weighted average price per share, exclusive of any fees, commissions or other expenses for the Galaxy Purchases made between August 10, 2015 and August 28, 2015 are as set forth in the following table:

Purchase Date	Shares Purchased	Weighted Average Price per Share	Price Range for Shares Purchased
August 10, 2015	7,993,500	\$3.74	\$3.41 - \$3.87
August 11, 2015	7,993,500	\$3.90	\$3.78 - \$4.00
August 12, 2015	6,886,301	\$3.76	\$3.60 - \$3.91
August 13, 2015	2,729,018	\$3.98	\$3.91 - \$4.04
August 14, 2015	5,416,720	\$4.06	\$3.90 - \$4.20
August 17, 2015	8,652,800	\$4.61	\$4.24 - \$4.74
August 18, 2015	4,531,898	\$4.71	\$4.63 - \$4.88
August 19, 2015	3,533,816	\$4.83	\$4.71 - \$4.97
August 20, 2015	6,605,100	\$4.79	\$4.69 - \$4.92
August 21, 2015	6,623,336	\$4.75	\$4.58 - \$4.87
August 24, 2015	8,071,437	\$4.60	\$4.38 - \$4.71
August 25, 2015	6,633,015	\$4.76	\$4.70 - \$4.85
August 26, 2015	7,550,000	\$4.69	\$4.55 - \$4.84
August 27, 2015	5,684,582	\$4.97	\$4.85 - \$5.08
August 28, 2015	3,561,400	\$5.19	\$5.07 - \$5.29

The Reporting Persons undertake to provide Sprint, any stockholder of Sprint, or the Staff of the Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this Item 5(c) to this Schedule 13D.

Except as set forth above or incorporated herein, none of (i) the Reporting Persons and, (ii) to the Reporting Persons knowledge, the persons set forth on Appendix A-1, A-2 or A-3 of this Schedule 13D has effected any transaction in Sprint Common Stock during the past 60 days.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 28, 2015

SOFTBANK GROUP CORP.

By: /s/ Joshua O. Lubov
Name: Joshua O. Lubov
Title: Attorney-in-Fact

STARBURST I, INC.

By: /s/ Joshua O. Lubov
Name: Joshua O. Lubov
Title: Attorney-in-Fact

**GALAXY INVESTMENT HOLDINGS,
INC.**

By: /s/ Joshua O. Lubov
Name: Joshua O. Lubov
Title: Attorney-in-Fact

EXHIBIT INDEX

Exhibit	Description
99.1	Joint Filing Agreement, dated as of August 5, 2013, by and between SoftBank Group Corp., Starburst I, Inc. and Galaxy Investment Holdings, Inc. (incorporated herein by reference to Exhibit 99.1 of the Schedule 13D Amendment filed by SoftBank Group Corp., Starburst I, Inc., and Galaxy Investment Holdings, Inc. on August 6, 2013).
99.2	Agreement and Plan of Merger, dated as of October 15, 2012, by and among Sprint Nextel Corporation, SoftBank Group Corp. (f/k/a SoftBank Corp.), Starburst I, Inc., Sprint Corporation (then known as Starburst II, Inc.) and Starburst III, Inc. (included as part of Annex A beginning on page Annex A-1 to the Proxy Statement-Prospectus of Sprint Corporation filed May 1, 2013 and incorporated herein by reference) (File No. 333-186448).
99.3	First Amendment to Agreement and Plan of Merger, dated as of October 15, 2012, entered into as of November 29, 2012, by and among Sprint Nextel Corporation, SoftBank Group Corp. (f/k/a SoftBank Corp.), Starburst I, Inc., Sprint Corporation (then known as Starburst II, Inc.) and Starburst III, Inc. (included as part of Annex A beginning on page Annex A-132 to the Proxy Statement-Prospectus of Sprint Corporation filed May 1, 2013 and incorporated herein by reference) (File No. 333-186448).
99.4	Second Amendment to Agreement and Plan of Merger, dated as of October 15, 2012, entered into as of April 12, 2013, by and among Sprint Nextel Corporation, SoftBank Group Corp. (f/k/a SoftBank Corp.), Starburst I, Inc., Sprint Corporation (then known as Starburst II, Inc.) and Starburst III, Inc. (included as part of Annex A beginning on page Annex A-134 to the Proxy Statement-Prospectus of Sprint Corporation filed May 1, 2013 and incorporated herein by reference) (File No. 333-186448).
99.5	Third Amendment to Agreement and Plan of Merger, dated as of October 15, 2012, entered into as of June 10, 2013, by and among Sprint Nextel Corporation, SoftBank Group Corp. (f/k/a SoftBank Corp.), Starburst I, Inc., Sprint Corporation (then known as Starburst II, Inc.) and Starburst III, Inc. (incorporated herein by reference to Exhibit 2.1 of Sprint Corporation's Current Report on Form 8-K filed June 11, 2013) (File No. 333-186448).
99.6	Warrant Agreement for Sprint Corporation Common Stock, dated as of July 10, 2013 (incorporated herein by reference to Exhibit 10.6 of Sprint Corporation's Current Report on Form 8-K filed July 11, 2013) (File No. 001-04721).
99.7	Amended and Restated Certificate of Incorporation of Sprint Corporation (incorporated herein by reference to Exhibit 3.1 of Sprint Corporation's Current Report on Form 8-K filed July 11, 2013) (File No. 001-04721).
99.8	Restricted Stock Unit Agreement, dated as of March 17, 2014, by and between Galaxy Investment Holdings, Inc. and Ronald D. Fisher (incorporated herein by reference to Exhibit 99.8 of the Schedule 13D Amendment filed by SoftBank Group Corp., Starburst I, Inc., and Galaxy Investment Holdings, Inc. filed August 19, 2015).
99.9	Power of Attorney, dated as of August 5, 2013, executed by Masayoshi Son (incorporated herein by reference to Exhibit 99.9 of the Schedule 13D Amendment filed by SoftBank Group Corp., Starburst I, Inc., and Galaxy Investment Holdings, Inc. on August 6, 2013).
99.10	Power of Attorney, dated as of August 5, 2013, executed by Ronald D. Fisher (incorporated herein by reference to Exhibit 99.10 of the Schedule 13D Amendment filed by SoftBank Corp., Starburst I, Inc., and Galaxy Investment Holdings, Inc. filed August 6, 2013).

- 99.11 Power of Attorney, dated as of August 12, 2015, executed by Ronald D. Fisher as President of Galaxy Investment Holdings, Inc. (incorporated herein by reference to Exhibit 99.11 of the Schedule 13D Amendment filed by SoftBank Group Corp., Starburst I, Inc., and Galaxy Investment Holdings, Inc. filed August 19, 2015).