

SPRINT Corp  
Form 4  
February 06, 2017

**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 \*  
Draper Dow

(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)  
02/02/2017

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 Sprint Prepaid Group

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                    | 02/02/2017                           |  | A                              |   | 20,930 (1) \$ 0 (2)   | 313,593  | D                                 |
| Common Stock                    | 02/02/2017                           |  | A                              |   | 625,000 (3) \$ 0 (2)  | 938,593  | D                                 |
| Common Stock                    | 02/02/2017                           |  | A                              |   | 41,860 (4) \$ 0 (2)   | 980,453 (5)  | D                                 |

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

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number.

**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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 8.53  | 02/02/2017                           |  | A                              | 79,121  | <u>(6)</u> 02/02/2027                                    | Common Stock  | 79,121                        |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Draper Dow<br>6200 SPRINT PARKWAY<br>OVERLAND PARK, KS 66251 |               |           | President Sprint Prepaid Group |       |

## Signatures

/s/ Stefan K. Schnopp  
Attorney-in-Fact  
Date: 02/06/2017

\*\*Signature of Reporting Person

## 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 vest 100% on May 13, 2019.
- (2) These restricted stock units are issued under Sprint Corporation's Amended and Restated 2015 Omnibus Incentive Plan. Each unit represents the right to receive one share of the underlying security at a date in the future.  
These restricted stock units are subject to achievement of specified Company common stock prices during the period September 21, 2016 through May 31, 2019 (the "Performance Period") and, if achievement is met, vest 50% on September 21, 2020 and 50% on September 21, 2021. Achievement varies from 0% to 120%, and in order to earn 100%, the volume-weighted average price over any consecutive 150-calendar days during the Performance Period must be at least \$8.00.
- (3) These restricted stock units are subject to performance-based vesting conditions based on the company's actual results compared to financial objectives established under the long-term incentive compensation plan, and vest 100% on May 13, 2019, subject to achievement of the performance-based vesting conditions.
- (5) Includes 923,629 restricted stock units which are subject to forfeiture until they vest.
- (6) Stock options vest 33 1/3% on each of May 13, 2017, May 13, 2018 and May 13, 2019.

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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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