

SOFTBANK GROUP CORP
Form 4
July 12, 2018

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 GROUP 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)
07/10/2018

___ Director ___X___ 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
X Form filed by More than One Reporting Person

MINATO-KU
TOKYO, M0 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 | 07/10/2018 | | M | 54,579,924 (1) A \$ 5.25 | 3,445,374,483 (2) | I | See Footnote (2) |

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 Security (Instr. 3 and 4) | Amount of Underlying Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------|
| Common Stock Warrants (right to buy) | \$ 5.25 | 07/10/2018 | | M | 54,579,924 | 07/10/2013 07/10/2018 | Common Stock | 54,579,924 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SOFTBANK GROUP CORP 1-9-1, HIGASHI-SHIMBASHI MINATO-KU TOKYO, M0 105-7303 | | X | | |
| Galaxy Investment Holdings, Inc. ONE CIRCLE STAR WAY SAN CARLOS, CA 94070 | | X | | |
| Starburst I, Inc. ONE CIRCLE STAR WAY SAN CARLOS, CA 94070 | | X | | |

Signatures

/s/ Natsuko Ohga, Authorized Signatory
07/12/2018
Date

**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).

These securities are owned indirectly by SoftBank Group Corp. ("SoftBank") through Starburst I, Inc. ("Starburst"), which is a U.S. indirect wholly owned subsidiary of SoftBank. As a result, SoftBank may be deemed to beneficially own such shares held directly by Starburst.

(1) Such figure reflects 314,269,036 shares of Sprint Common Stock (the "Galaxy Shares") that are owned by Galaxy Investment Holdings, Inc. ("Galaxy"), which is a U.S. indirect wholly-owned subsidiary of SoftBank, and 3,131,105,447 shares of Sprint Common Stock (the "Starburst Shares") that are owned by Starburst. As a result of such ownership, Softbank may be deemed to beneficially own the Galaxy Shares and the Starburst Shares. Starburst expressly disclaims beneficial ownership with respect to the Galaxy Shares and Galaxy expressly disclaims beneficial ownership with respect to the Starburst 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.