

SOFTBANK GROUP CORP

Form 4

July 12, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2018

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

(Street)

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, 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/10/2018		M		54,579,924 (1)	A	\$ 3,445,374,483 5.25 (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 Underlying Security (Instr. 3 and 4)	8. Amount Underlying Security (Instr. 3 and 4)
Common Stock Warrants (right to buy)	\$ 5.25	07/10/2018		M	54,579,924	07/10/2013 07/10/2018	Common Stock	54,

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

__Signature of Reporting Person

Date

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.

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