

SOFTBANK GROUP CORP  
Form 4  
December 26, 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 \*  
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)  
12/21/2017

\_\_\_\_ 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, 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                    | 12/21/2017                           |  | P                              | 2,563,779 (1) A 5.66 (2)  | \$ 3,351,493,364 (3) (4)  | I  | See Footnote (3)                           |
| Common Stock                    | 12/22/2017                           |  | P                              | 2,563,780 (1) A 5.69 (5)  | \$ 3,354,057,144 (3)  | I  | See Footnote (3)                           |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

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

## Signatures

/s/ Kentaro Matsui,  
Attorney-in-Fact  
Date: 12/26/2017

\_\_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).
- (1) These securities are owned indirectly by SoftBank through Galaxy Investment Holdings, Inc. ("Galaxy"), which is a wholly-owned subsidiary of SoftBank. As a result, SoftBank may be deemed to beneficially own such shares held directly by Galaxy.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.59 to \$5.70, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide Sprint, any stockholder of Sprint, or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
  - (3) Such figure reflects 274,967,841 and 277,531,621 shares of Sprint Common Stock (the "Galaxy Shares") as of December 21 and December 22, 2017, respectively, that are owned indirectly by SoftBank through Galaxy and 3,076,525,523 shares of Sprint Common

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Stock (the "Starburst I Shares") as of each such date that are owned indirectly by SoftBank through Starburst I, Inc. ("Starburst I"), which is a U.S. wholly owned subsidiary of SoftBank. As a result of such ownership, SoftBank may be deemed to beneficially own the Galaxy Shares and the Starburst I Shares. Starburst I expressly disclaims beneficial ownership with respect to the Galaxy Shares and Galaxy expressly disclaims beneficial ownership with respect to the Starburst I Shares.

- (4) Such figure includes 336,896 shares deemed reacquired by SoftBank through Galaxy as reported on a Form 4/A filed on December 21, 2017, which shares were not reported in prior filings since the date of the transaction subject to the Form 4/A.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.62

- (5) to \$5.72, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide Sprint, any stockholder of Sprint, or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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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