

SPRINT Corp
Form 10-K
May 26, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File number 1-04721

SPRINT CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 46-1170005
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

6200 Sprint Parkway, Overland Park, Kansas 66251
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (855) 848-3280

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common stock, \$0.01 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer (Do not check if smaller reporting company)	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes No

Aggregate market value of voting and non-voting common stock equity held by non-affiliates of Sprint Corporation at September 30, 2014 was \$4,747,107,524

COMMON STOCK OUTSTANDING AT MAY 18, 2015: 3,967,215,647 shares

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SPRINT CORPORATION
SECURITIES AND EXCHANGE COMMISSION
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PART I

Item 1. Business
FORMATION

Sprint Corporation, incorporated in 2012 under the laws of Delaware, is a holding company, with operations conducted by its subsidiaries. Our common stock trades on the New York Stock Exchange (NYSE) under the symbol "S."

On July 9, 2013, Sprint Nextel Corporation, a Kansas corporation organized in 1938 (Sprint Nextel), completed the acquisition of the remaining equity interests in Clearwire Corporation and its consolidated subsidiary Clearwire Communications LLC (together "Clearwire") that it did not previously own (Clearwire Acquisition) in an all cash transaction for approximately \$3.5 billion, net of cash acquired of \$198 million, which provided us with control of 2.5 gigahertz (GHz) spectrum and tower resources.

On July 10, 2013, SoftBank Corp. and certain of its wholly-owned subsidiaries (together, "SoftBank") completed the merger (SoftBank Merger) with Sprint Nextel as contemplated by the Agreement and Plan of Merger, dated as of October 15, 2012 (as amended, the Merger Agreement) and the Bond Purchase Agreement, dated as of October 15, 2012 (as amended, the Bond Agreement). As a result of the SoftBank Merger, Starburst II, Inc. (Starburst II) became the parent company of Sprint Nextel. Immediately thereafter, Starburst II changed its name to Sprint Corporation and Sprint Nextel changed its name to Sprint Communications, Inc. (Sprint Communications). As a result of the completion of the SoftBank Merger in which SoftBank acquired an approximate 78% interest in Sprint Corporation, and subsequent open market stock purchases, SoftBank owned approximately 79% of the outstanding common stock of Sprint Corporation as of March 31, 2015.

Successor and Predecessor Periods and Reporting Obligations

In connection with the close of the SoftBank Merger (as described above), Sprint Corporation became the successor registrant to Sprint Nextel under Rule 12g-3 of the Securities Exchange Act of 1934 (Exchange Act) and is the entity subject to the reporting requirements of the Exchange Act for filings with the Securities and Exchange Commission (SEC) subsequent to the close of the SoftBank Merger. The financial information herein distinguishes between the predecessor period (Predecessor) relating to Sprint Communications for periods prior to the SoftBank Merger and the successor period (Successor) relating to Sprint Corporation, formerly known as Starburst II, for periods subsequent to the incorporation of Starburst II on October 5, 2012. In addition, in order to align with SoftBank's reporting schedule, we changed our fiscal year end from December 31 to March 31, effective March 31, 2014. References herein to any fiscal year refer to the twelve-month period ending March 31 unless otherwise specifically noted.

OVERVIEW

Sprint Corporation and its subsidiaries is a communications company offering a comprehensive range of wireless and wireline communications products and services that are designed to meet the needs of consumers, businesses, government subscribers and resellers. Unless the context otherwise requires, references to "Sprint," "we," "us," "our" and the "Company" mean Sprint Corporation and its consolidated subsidiaries for all periods presented, inclusive of Successor and Predecessor periods, and references to "Sprint Communications" are to Sprint Communications, Inc. and its consolidated subsidiaries. We are the third largest wireless communications company in the U.S. based on wireless revenue, as well as a provider of wireline services. Our services are provided through our ownership of extensive wireless networks, an all-digital global wireline network and a Tier 1 Internet backbone.

We offer wireless and wireline services to subscribers in all 50 states, Puerto Rico, and the U.S. Virgin Islands under the Sprint corporate brand, which includes our retail brands of Sprint®, Boost Mobile®, Virgin Mobile®, and Assurance Wireless® on our wireless networks utilizing various technologies including third generation (3G) code division multiple access (CDMA), fourth generation (4G) services utilizing Long Term Evolution (LTE) and Worldwide Interoperability for Microwave Access (WiMAX) technologies (which we expect to shut-down by the end

of calendar year 2015). We utilize these networks to offer our wireless and wireline subscribers differentiated products and services whether through the use of a single network or a combination of these networks.

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Our Business Segments

We operate two reportable segments: Wireless and Wireline. For additional information regarding our segments, see "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and also refer to the Notes to the Consolidated Financial Statements.

Wireless

We offer wireless services on a postpaid and prepaid payment basis to retail subscribers and also on a wholesale basis, which includes the sale of wireless services that utilize the Sprint network but are sold under the wholesaler's brand. We continue to support the open development of applications, content, and devices on the Sprint platform. In addition, we enable a variety of business and consumer third-party relationships through our portfolio of machine-to-machine solutions, which we offer on a retail postpaid and wholesale basis. Our machine-to-machine solutions portfolio provides a secure, real-time and reliable wireless two-way data connection across a broad range of connected devices.

Postpaid

In our postpaid portfolio, we offer several price plans for both consumer and business subscribers. Many of our price plans include unlimited talk, text and data or allow subscribers to purchase monthly data allowances. We also offer family plans that include multiple lines of service under one account. We offer these plans with traditional subsidy, installment billing or leasing programs. The traditional subsidy program requires a signed service contract and allows for a subscriber to either bring their handset or purchase one at a discount for a new line of service. Our installment billing program does not require a signed fixed-term service contract and offers service plans at lower monthly rates compared to traditional subsidy plans, but requires the subscriber to pay full or near full price for the handset over monthly installments. Our leasing program also does not require a signed fixed-term service contract, provides for service plans at lower monthly rates compared to traditional subsidy plans and allows qualified subscribers to lease a handset and make payments for the handset over the life of the lease. At the end of the lease term, the subscriber can either turn in the handset, continue leasing the handset or purchase the handset. See "Item 1A. Risk Factors—Subscribers who purchase a device on an installment billing basis are no longer required to sign a fixed-term service contract, which could result in higher churn and higher bad debt expense" and "—Because we are one of the first wireless service providers to lease devices to subscribers, our device leasing program exposes us to new risks, including those related to the actual residual value realized on returned devices, higher churn and higher bad debt expense."

Prepaid

Our prepaid portfolio currently includes multiple brands, each designed to appeal to specific subscriber uses and demographics. Sprint prepaid primarily serves subscribers who want plans that are affordable, simple and flexible without a long-term commitment. Boost Mobile primarily serves subscribers with plans that offer unlimited text and talk with step pricing based on their preferred data usage. Virgin Mobile primarily serves subscribers through plans that offer control, flexibility and connectivity through various plan options. Virgin Mobile is also designated as a Lifeline-only Eligible Telecommunications Carrier in certain states and provides service for the Lifeline program under our Assurance Wireless brand. Assurance Wireless provides eligible subscribers, in certain states, who meet income requirements or are receiving government assistance, with a free wireless phone, 250 free local and long-distance voice minutes each month and unlimited free texts under the Lifeline Program.

Wholesale

We have focused our wholesale business on enabling our diverse network of customers to successfully grow their business by providing them with an array of network, product and device solutions. This allows our customers to customize this full suite of value-added solutions to meet the growing demands of their businesses. As part of these growing demands, some of our wholesale mobile virtual network operators (MVNO) are also selling prepaid services under the Lifeline program.

Services and Products

Data & Voice Services

Wireless data communications services include mobile productivity applications, such as Internet access, messaging and email services; wireless photo and video offerings; location-based capabilities, including asset and fleet management, dispatch services and navigation tools; and mobile entertainment applications, including the ability to view live television, listen to satellite radio, download and listen to music, and play games. Wireless voice

communications services include basic local and long-distance wireless voice services throughout the U.S., as well as voicemail, call waiting, three-way calling, caller identification, directory assistance and call forwarding. We also provide voice and data services in numerous countries outside

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of the U.S. through roaming arrangements. We offer customized design, development, implementation and support for wireless services provided to large companies and government agencies.

Products

Our services are provided using a broad array of devices and applications and services that run on these devices to meet the growing needs of subscriber mobility. Our device portfolio includes many cutting edge handsets from various original equipment manufacturers (OEMs) as well as hotspots, which allow the connection of multiple WiFi enabled devices to the Sprint platform and embedded tablets and laptop devices. We have historically sold these handsets at prices below our cost in response to competition to attract new subscribers and as retention inducements for existing subscribers. Subscribers now have additional options to purchase eligible devices through our installment billing program, Sprint Easy PaySM, or to lease eligible devices through our lease program. In addition, we sell accessories, such as carrying cases, hands-free devices and other items to subscribers, and we sell devices and accessories to agents and other third-party distributors for resale.

Wireless Network Technologies

We deliver wireless services to subscribers primarily through our Sprint platform network. Our Sprint platform uses primarily 3G CDMA and 4G LTE wireless technologies. We continue to serve customers utilizing WiMAX technology, although we expect to shut our WiMAX network down by the end of calendar year 2015. Our 3G CDMA wireless technology uses a digital spread-spectrum technique that allows a large number of users to access the band by assigning a code to all voice and data bits, sending a scrambled transmission of the encoded bits over the air and reassembling the voice and data into its original format. Our 4G LTE wireless data communications technology utilizes an all-internet protocol (IP) network to deliver high-speed data communications. To integrate voice into LTE, we expect to use Voice over LTE technology (VoLTE). We provide nationwide service through a combination of operating our own network in both major and smaller U.S. metropolitan areas and rural connecting routes, affiliations under commercial arrangements with third-party affiliates and roaming on other providers' networks.

Sales, Marketing and Customer Care

We focus the marketing and sales of wireless services on targeted groups of retail subscribers: individual consumers, businesses and government.

We use a variety of sales channels to attract new subscribers of wireless services, including:

- direct sales representatives whose efforts are focused on marketing and selling wireless services primarily to mid-sized to large businesses and government agencies;
- retail outlets, owned and operated by us, that focus on sales to the small business and consumer markets;
- indirect sales agents and third-party retailers that primarily consist of local and national non-affiliated dealers and independent contractors that market and sell services to businesses and the consumer market, and are generally paid through commissions; and
- subscriber-convenient channels, including Internet sales and telesales.

Effective April 1, 2015, Sprint entered into an agreement with General Wireless, who recently acquired 1,743 retail outlets of RadioShack Corporation (RadioShack) pursuant to a bankruptcy auction. Under the arrangement, General Wireless and Sprint are establishing co-branded Sprint-RadioShack retail stores at 1,435 locations throughout the U.S. Using a store-within-a-store concept, the co-branded stores will exclusively sell or lease Sprint devices and the associated postpaid and prepaid service plans as well as RadioShack products, warranties, services and accessories. The arrangement is designed to provide Sprint with a substantial increase in its direct retail footprint.

We market our postpaid services under the Sprint brand. We market our prepaid services under the Sprint, Boost Mobile, Virgin Mobile, and Assurance Wireless brands as a means to provide value-driven prepaid service plans to particular markets. Our wholesale customers are resellers of our wireless services rather than end-use subscribers and market their products and services using their own brands.

Although we market our services using traditional print, digital and television advertising, we also provide exposure to our brand names and wireless services through various sponsorships. The goal of these marketing initiatives is to increase brand awareness and sales.

Our customer care organization works to improve our subscribers' experience, with the goal of retaining subscribers of our wireless services and growing their long-term relationships with Sprint. Customer service call centers receive and

resolve inquiries from subscribers and proactively address subscriber needs.

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Competition

We believe that the market for wireless services has been and will continue to be characterized by competition on the basis of price, the types of services and devices offered and quality of service. We compete with a number of wireless carriers, including three other national wireless companies: AT&T, Verizon Wireless (Verizon) and T-Mobile. Our primary competitors offer voice, high-speed data, entertainment and location-based services and push-to-talk-type features that are designed to compete with our products and services. AT&T and Verizon also offer competitive wireless services packaged with local and long distance voice, high-speed Internet services and cable and have significant competitive advantages due to their large asset bases and greater scale. Our prepaid services compete with a number of carriers and resellers including TracFone Wireless, which offers competitively-priced calling plans that include unlimited local calling. Additionally, AT&T, T-Mobile and Verizon also offer competitive prepaid services and wholesale services to resellers. Competition may intensify as a result of mergers and acquisitions, as new firms enter the market, and as a result of the introduction of other technologies, the availability of additional commercial spectrum bands, such as the 600 megahertz (MHz) band, the AWS-3 band and the AWS-4 band, and the potential introduction of new services using unlicensed spectrum. Wholesale services and products also contribute to increased competition. In some instances, resellers that use our network and offer similar services compete against our offerings. Most markets in which we operate have high rates of penetration for wireless services, thereby limiting the growth of subscribers of wireless services. As the wireless market has matured, it has become increasingly important to retain existing subscribers in addition to attracting new subscribers, particularly in less saturated growth markets such as those with non-traditional data demands. Wireless carriers are addressing the growth in non-traditional data needs by working with OEMs to integrate connected devices such as after-market in-vehicle connectivity, point-of-sale systems, kiosks and vending machines, asset tracking, digital signage, security, smartgrid utilities, medical equipment and a variety of other consumer electronics and appliances, which utilize wireless networks to increase consumer and business mobility. In addition, we and our competitors continue to offer more service plans that combine voice, text and data offerings, plans that allow users to add additional devices, including tablets, to their plans at attractive rates, plans with unlimited data included in the fixed monthly charge for the plan, plans that offer the ability to share data among a group of related subscribers, or combinations of these features. Consumers respond to these plans by electing those they deem most attractive. In addition, wireless carriers also try to appeal to subscribers by offering certain devices at prices lower than their acquisition cost, which we refer to as our traditional subsidy program. We may offer higher cost devices at greater discounts than our competitors, with the expectation that the loss incurred on the cost of the device will be offset by future service revenue. As a result, we and our competitors recognize point-of-sale losses that are not expected to be recovered until future periods when services are provided.

Wireless carriers now offer plans that allow subscribers to forgo traditional service contracts and handset subsidies in exchange for lower monthly service fees, early upgrade options, or both. AT&T, Verizon Wireless and T-Mobile also offer programs that include an option to purchase a handset using an installment billing program. Under installment billing programs, many carriers, including Sprint, recognize a majority of the revenue associated with future expected installment payments at the time of sale of the device. As compared to traditional subsidized plans, this results in better alignment of equipment revenue with the cost of the device, which reduces the amount of equipment net subsidy recognized in our operating results. See "Item 1A. Risk Factors—Subscribers who purchase a device on an installment billing basis are no longer required to sign a fixed-term service contract, which could result in higher churn and higher bad debt expense."

Our ability to effectively compete in the wireless business is dependent upon our ability to retain existing and attract new subscribers in an increasingly competitive marketplace. In response to the increased competition, Sprint launched its industry-first, innovative leasing program. As with our installment billing program, our leasing program does not require a signed fixed-term service contract, provides for service plans at lower monthly rates compared to traditional subsidy plans and allows qualified subscribers to lease a handset and make payments for the handset over the life of the lease. At the end of the lease term, the subscriber can either turn in the handset, continue leasing the handset or purchase the handset. See "Item 1A. Risk Factors—If we are not able to retain and attract profitable wireless subscribers, our financial performance will be impaired" and "—Because we are one of the first wireless service providers to lease devices to subscribers, our device leasing program exposes us to new risks including those related to the actual

residual value realized on returned devices, higher churn and higher bad debt expense."

Wireline

We provide a broad suite of wireline services to other communications companies and targeted business and consumer subscribers. In addition, we provide services to our Wireless segment. Our services are provided through an all-digital global wireline network and a Tier 1 Internet backbone.

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Services and Products

Our services and products include domestic and international data communications using various protocols such as multiprotocol label switching technologies (MPLS), IP, managed network services, Voice over Internet Protocol (VoIP), Session Initiated Protocol (SIP) and traditional voice services. Our IP services can also be combined with wireless services. Such services include our Sprint Mobile Integration service, which enables a wireless handset to operate as part of a subscriber's wireline voice network, and our DataLinkSM service, which uses our wireless networks to connect a subscriber location into their primarily wireline wide-area IP/MPLS data network, making it easy for businesses to adapt their network to changing business requirements. In addition to providing services to our business customers, a significant amount of voice and data traffic on our wireline network originates from our Wireless segment as a result of growing usage by our wireless subscribers.

We continue to assess the portfolio of services provided by our Wireline business and are focusing our efforts on IP-based services and de-emphasizing stand-alone voice services and non-IP-based data services. Our Wireline segment markets and sells its services primarily through direct sales representatives.

Competition

Our Wireline segment competes with AT&T, Verizon Communications, CenturyLink, Level 3 Communications, Inc., other major local incumbent operating companies and cable operators, as well as a host of smaller competitors in the provision of wireline services. Over the past few years, our voice services have experienced an industry-wide trend of lower revenue from lower prices and increased competition from other wireline and wireless communications companies, as well as cable multiple system operators (MSOs) and Internet service providers.

Some competitors are targeting the high-end data market and are offering deeply discounted rates in exchange for high-volume traffic as they attempt to utilize excess capacity in their networks. In addition, we face increasing competition from other wireless and IP-based service providers. Many carriers, including cable companies, are competing in the residential and small business markets by offering bundled packages of both voice and data services. Competition in wireline services is based on price and pricing plans, the types of services offered, customer service and communications quality, reliability and availability. Our ability to compete successfully will depend on our ability to anticipate and respond to various competitive factors affecting the industry, including new services that may be introduced, changes in consumer preferences, demographic trends, economic conditions and pricing strategies. See "Item 1A. Risk Factors—Competition, industry consolidation, and technological changes in the market for wireless services could negatively affect our operations, resulting in adverse effects on our revenues, cash flows, growth, and profitability."

Legislative and Regulatory Developments

Overview

Communications services are subject to regulation at the federal level by the Federal Communications Commission (FCC) and in certain states by public utilities commissions (PUCs). Since the SoftBank Merger, we have been subject to regulatory conditions imposed by the Committee on Foreign Investment in the United States (CFIUS) pursuant to a National Security Agreement (NSA) among SoftBank, Sprint, the Department of Justice, the Department of Homeland Security and the Department of Defense (the latter three collectively, the USG Parties). Other federal agencies, such as the Federal Trade Commission and Consumer Financial Protection Bureau, have also asserted jurisdiction over our business.

The following is a summary of the regulatory environment in which we operate and does not describe all present and proposed federal, state and local legislation and regulations affecting the communications industry. Some legislation and regulations are the subject of judicial proceedings, legislative hearings and administrative proceedings that could change the way our industry operates. We cannot predict the outcome of any of these matters or their potential impact on our business. See "Item 1A. Risk Factors—Government regulation could adversely affect our prospects and results of operations; the federal and state regulatory commissions may adopt new regulations or take other actions that could adversely affect our business prospects, future growth or results of operations."

Regulation and Wireless Operations

The FCC regulates the licensing, construction, operation, acquisition and sale of our wireless operations and wireless spectrum holdings. FCC requirements impose operating and other restrictions on our wireless operations that increase

our costs. The FCC does not currently regulate rates for services offered by commercial mobile radio service (CMRS) providers, and states are legally preempted from regulating such rates and entry into any market, although states may regulate other terms and conditions. The Communications Act of 1934 (Communications Act) and FCC rules also require the FCC's prior approval of the assignment or transfer of control of an FCC license, although the FCC's rules permit spectrum lease

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arrangements for a range of wireless radio service licenses, including our licenses, with FCC oversight. Approval from the Federal Trade Commission and the Department of Justice, as well as state or local regulatory authorities, also may be required if we sell or acquire spectrum interests. The FCC sets rules, regulations and policies to, among other things:

- grant licenses in the 800 MHz band, 1.9 GHz PCS band, 2.5 GHz band, and license renewals;
- rule on assignments and transfers of control of FCC licenses, and leases covering our use of FCC licenses held by other persons and organizations;
- govern the interconnection of our networks with other wireless and wireline carriers;
- establish access and universal service funding provisions;
- impose rules related to unauthorized use of and access to subscriber information;
- impose fines and forfeitures for violations of FCC rules;
- regulate the technical standards governing wireless services; and
- impose other obligations that it determines to be in the public interest

We hold 800 MHz, 1.9 GHz and 2.5 GHz FCC licenses authorizing the use of radio frequency spectrum to deploy our wireless services.

800 MHz License Conditions

Spectrum in our 800 MHz band originally was licensed in small groups of channels, therefore, we hold thousands of these licenses, which together allow us to provide coverage across much of the continental U.S. Our 800 MHz licenses are subject to requirements that we meet population coverage benchmarks tied to the initial license grant dates. To date, we have met all of the construction requirements applicable to these licenses, except in the case of licenses that are not material to our business. Our 800 MHz licenses have ten-year terms, at the end of which each license is subject to renewal requirements that are similar to those for our 1.9 GHz licenses described below.

1.9 GHz PCS License Conditions

All PCS licenses are granted for ten-year terms. For purposes of issuing PCS licenses, the FCC utilizes major trading areas (MTAs) and basic trading areas (BTAs) with several BTAs making up each MTA. Each license is subject to build-out requirements, which we have met in all of our MTA and BTA markets.

If applicable build-out conditions are met, these licenses may be renewed for additional ten-year terms. Renewal applications are not subject to auctions. If a renewal application is challenged, the FCC grants a preference commonly referred to as a license renewal expectancy to the applicant if the applicant can demonstrate that it has provided "substantial service" during the past license term and has substantially complied with applicable FCC rules and policies and the Communications Act. The licenses for the 10 MHz of spectrum in the 1.9 GHz band that we received as part of the FCC's Report and Order, described below, have ten-year terms and are not subject to specific build-out conditions, but are subject to renewal requirements that are similar to those for our PCS licenses.

2.5 GHz License Conditions

We hold licenses for or lease spectrum located within the 2496 to 2690 MHz band, commonly referred to as the 2.5 GHz band, which is designated for Broadband Radio Services (BRS) and Educational Broadband Service (EBS). Most BRS and EBS licenses are allocated to specific, relatively small geographic service areas. Other BRS licenses provide for one of 493 separate BTAs. Under current FCC rules, the BRS and EBS band in each territory is generally divided into 33 channels consisting of a total of 186 MHz of spectrum, with an additional eight MHz of guard band spectrum, which further protects against interference from other license holders. Under current FCC rules, we can access BRS spectrum either through outright ownership of a BRS license issued by the FCC or through a leasing arrangement with a BRS license holder. The FCC rules generally limit eligibility to hold EBS licenses to accredited educational institutions and certain governmental, religious and nonprofit entities, but permit those license holders to lease up to 95% of their capacity for non-educational purposes. Therefore, we primarily access EBS spectrum through long-term leasing arrangements with EBS license holders. Our EBS spectrum leases typically have an initial term equal to the remaining term of the EBS license, with an option to renew the lease for additional terms, for a total lease term of up to 30 years. In addition, we generally have a right of first refusal for a period of time after our leases expire or otherwise terminate to match another party's offer to lease the same spectrum. Our leases are generally transferable, assuming we obtain required governmental approvals. Achieving optimal broadband network speeds, capacity and

coverage using 2.5 GHz spectrum relies in significant part on operationalizing a complex mixture of BRS and EBS spectrum licenses and leases in the desired service areas, which is subject to the EBS licensing limitations described above and the technical limitations of the frequencies in the 2.5 GHz range.

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Spectrum Reconfiguration Obligations

In 2004, the FCC adopted a Report and Order that included new rules regarding interference in the 800 MHz band and a comprehensive plan to reconfigure the 800 MHz band (the "Report and Order"). The Report and Order provides for the exchange of a portion of our 800 MHz FCC spectrum licenses, and requires us to fund the cost incurred by public safety systems and other incumbent licensees to reconfigure the 800 MHz spectrum band. Also, in exchange, we received licenses for 10 MHz of nationwide spectrum in the 1.9 GHz band.

The minimum cash obligation under the Report and Order is \$2.8 billion. We are, however, obligated to pay the full amount of the costs relating to the reconfiguration plan, even if those costs exceed \$2.8 billion. As required under the terms of the Report and Order, a letter of credit has been secured to provide assurance that funds will be available to pay the relocation costs of the incumbent users of the 800 MHz spectrum. The letter of credit was initially required to be \$2.5 billion, but has been reduced during the course of the proceeding to \$406 million as of March 31, 2015. Total payments directly attributable to our performance under the Report and Order, from the inception of the program through March 31, 2015, were approximately \$3.4 billion. Payments incurred during the year ended March 31, 2015 primarily related to FCC licenses. When incurred, substantially all costs are accounted for as additions to FCC licenses with the remainder as property, plant and equipment. Although costs incurred through March 31, 2015 have exceeded \$2.8 billion, not all of those costs have been reviewed and accepted as eligible by the transition administrator.

Completion of the 800 MHz band reconfiguration was initially required by June 26, 2008 and public safety reconfiguration is nearly complete across the country with the exception of Washington State and the four states that share a common border with Mexico. The FCC continues to grant the remaining 800 MHz public safety licensees additional time to complete their band reconfigurations which, in turn, delays our access to our 800 MHz replacement channels in these areas. In the areas where band reconfiguration is complete Sprint has received its replacement spectrum in the 800 MHz band and is deploying 3G CDMA and 4G LTE on this spectrum in combination with its spectrum in the 1.9 GHz and 2.5 GHz bands.

New Spectrum Opportunities and Spectrum Auctions

Several FCC proceedings and initiatives are underway that may affect the availability of spectrum used or useful in the provision of commercial wireless services, which may allow new competitors to enter the wireless market. While in general we cannot predict when or whether the FCC will conduct any spectrum auctions or if it will release additional spectrum that might be useful to wireless carriers, including us, in the future, the FCC has taken steps to license spectrum designated for auction in the Middle Class Tax Relief and Job Creation Act of 2012. In particular, the FCC has initiated three proceedings to auction the advanced wireless services H Block, advanced wireless services in the 1.7 and 2 GHz bands (AWS-3), and to reallocate and auction broadcast spectrum in the 600 MHz Band. We did not participate in the H Block and AWS-3 auctions.

The FCC intends to commence the 600 MHz Broadcast Incentive auction in early 2016. For the 600 MHz Incentive Auction, the FCC has adopted rules that include "reserved" channels whereby, if certain auction conditions are met, Sprint would be eligible to bid for the reserved channels while carriers that exceed a certain threshold of low band spectrum holdings would not. Sprint would also be able to bid on the "unreserved" channels. Sprint evaluates all opportunities to acquire additional spectrum; however, it is premature to make any firm participation decisions at this time as the FCC is still considering the applicable auction processes and procedures.

911 Services

Pursuant to FCC rules, CMRS providers, including us, are required to provide enhanced 911 (E911) services including, depending upon the capabilities of the requesting public safety answering point (PSAP), the location of the cell site from which the call is being made or the location of the subscriber's handset using latitude and longitude. CMRS providers are also now required to provide text-to-911 services upon request by a capable PSAP. The FCC recently revised the location accuracy standards for the provision of wireless 911 services indoors and these requirements may impose additional obligations.

Cyber Security

Cyber security continues to receive attention at the federal, state and local levels. Congress is considering cybersecurity legislation to increase the security and resiliency of the nation's digital infrastructure. In addition, over

the past few years the President has issued executive orders directing the Department of Homeland Security and other government agencies to take a number of steps to improve the security of the nation's critical infrastructure. Additionally, the Communications Security, Reliability and Interoperability Council approved Cybersecurity Risk Management and Best Practices, a report providing the communication industry guidance in using the National Institute of Standards and

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Technology Cybersecurity Framework. Implementation of these guidelines or the adoption of further cyber security laws or regulation may impose additional costs on Sprint. See “Item 1A. Risk Factors—Our reputation and business may be harmed and we may be subject to legal claims if there is a loss, disclosure, misappropriation of, unauthorized access to, or other security breach of our proprietary or sensitive information.”

National Security Agreement

As a precondition to CFIUS approval of the SoftBank Merger, the USG Parties required that SoftBank and Sprint enter into the NSA, under which SoftBank and Sprint have agreed to implement certain measures to protect national security, certain of which may materially and adversely affect our operating results due to the increased cost of compliance with security measures, and limits over our control of certain U.S. facilities, contracts, personnel, vendor selection and operations. If we fail to comply with our obligations under the NSA our ability to operate our business may be adversely affected. See “Item 1A. Risk Factors—Regulatory authorities have imposed measures to protect national security and classified projects as well as other conditions that could have an adverse effect on Sprint.”

State and Local Regulation

While the Communications Act generally preempts state and local governments from regulating entry of, or the rates charged by, wireless carriers, certain state PUCs and local governments regulate customer billing, termination of service arrangements, advertising, certification of operation, use of handsets when driving, service quality, sales practices, management of customer call records and protected information and many other areas. Also, some state attorneys general have become more active in bringing lawsuits related to the sales practices and services of wireless carriers. Varying practices among the states may make it more difficult for us to implement national sales and marketing programs. States also may impose their own universal service support requirements on wireless and other communications carriers, similar to the contribution requirements that have been established by the FCC, and some states are requiring wireless carriers to help fund additional programs, including the implementation of E911 and the provision of intrastate relay services for consumers who are hearing impaired. We anticipate that these trends will continue to require us to devote legal and other resources to work with the states to respond to their concerns while attempting to minimize any new regulation and enforcement actions that could increase our costs of doing business.

Regulation and Wireline Operations

Competitive Local Service

The Telecommunications Act of 1996 (Telecom Act), which was the first comprehensive update of the Communications Act, was designed to promote competition, and it eliminated legal and regulatory barriers for entry into local and long distance communications markets. It also required incumbent local exchange carriers (ILECs) to allow resale of specified local services at wholesale rates, negotiate interconnection agreements, provide nondiscriminatory access to certain unbundled network elements and allow co-location of interconnection equipment by competitors. The rules implementing the Telecom Act continue to be interpreted by the courts, state PUCs and the FCC, and Congress is considering possible changes to the Telecom Act. Further restrictions on the pro-competitive aspects of the Telecom Act could adversely affect Sprint’s operations.

International Regulation

The wireline services we provide outside the U.S. are subject to the regulatory jurisdiction of foreign governments and international bodies. In general, we are required to obtain licenses to provide wireline services and comply with certain government requirements.

Other Regulations

Network Neutrality

On December 22, 2010, the FCC adopted so-called net neutrality rules, which prohibited broadband Internet access service providers from engaging in unreasonable discrimination and blocking of lawful Internet content, while requiring carriers to provide greater transparency regarding their network management practices. On January 14, 2014, the U.S. Court of Appeals for the District of Columbia Circuit vacated the majority of the FCC’s rules, leaving in place only the “transparency” rule applicable to both fixed and mobile operators.

On February 26, 2015, the FCC issued an order reclassifying broadband Internet access service as a telecommunications service subject to Title II of the Communications Act and promulgated new net neutrality rules applicable to both mobile and fixed service providers. The new rules, when effective, will prohibit: (1) blocking of

lawful

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content, applications, services and non-harmful devices; (2) impairing or degrading Internet traffic on the basis of content, application, or service, or use of a non-harmful device; and (3) prioritization or favoring of some network traffic over other traffic either in exchange for consideration (monetary or otherwise) from a third party, or to benefit an affiliated entity. All of these prohibitions are subject to a “reasonable network management” exception. The new rules continue the 2010 “transparency” rule with minor clarifications. In addition, the order established a new rule, to be applied on a case by case basis, prohibiting broadband Internet access providers from unreasonably interfering with or disadvantaging end users’ ability to use the Internet to access lawful content, applications, service, or devices of their choice, or edge providers’ ability to make such content applications, services, or devices available to end users. Depending upon the interpretation and application of these new rules, we may incur additional costs or be limited in the services we can provide.

Truth in Billing and Consumer Protection

The FCC's Truth in Billing rules require both wireline and wireless telecommunications carriers, such as us, to provide full and fair disclosure of all charges on their bills, including brief, clear, and non-misleading plain language descriptions of the services provided. The FCC has opened several proceedings to address issues of consumer protection, including the use of early termination fees, "bill shock" (i.e., overage charges for voice, data and text usage) and has proposed new rules to address cramming. The wireless industry has proactively addressed many of these consumer issues by adopting industry best practices, such as the addition of free notifications regarding voice, data, messaging and international roaming usage. If these FCC proceedings or individual state proceedings create changes in the Truth in Billing rules, our billing and customer service costs could increase.

Access Charges

ILECs and competitive local exchange carriers (CLECs) impose access charges for the origination and termination of calls upon wireless and long distance carriers, including our Wireless and Wireline segments. In addition, ILECs and CLECs charge other carriers special access charges for access to dedicated facilities that are paid by both our Wireless and Wireline segments. These fees and charges are a significant cost for our Wireless and Wireline segments. In November 2011, the FCC adopted comprehensive intercarrier compensation reforms, including a multi-year transition to a system of bill-and-keep for terminating switched access charges. These reforms have decreased and are expected to continue to decrease our terminating switched access expense over time.

The FCC also has initiated a further notice of proposed rulemaking to consider whether special access pricing flexibility rules need to be changed, and whether the terms and conditions governing the provision of special access are just and reasonable. As a part of that proceeding, the FCC initiated a mandatory data collection effort, which was completed in early 2015. That proceeding is ongoing with comments currently scheduled for the summer of 2015. We continue to advocate for special access reform but cannot predict when these proceedings will be completed or the outcome of these proceedings.

Universal Service

Communications carriers contribute to and receive support from various Universal Service Funds (USF) established by the FCC and many states. The federal USF program funds services provided in high-cost areas, reduced-rate services to low-income consumers, and discounted communications and Internet services for schools, libraries and rural health care facilities. Similarly, many states have established their own USFs to which we contribute. The FCC has considered changing its USF contribution methodology, which could impact the amount of our assessments. The Lifeline program is included within the USFs. Virgin Mobile was designated as a Lifeline-only Eligible Telecom Carrier (ETC) in 41 jurisdictions as of March 31, 2015, and provides service under our Assurance Wireless brand. As a Lifeline provider, Assurance Wireless receives support from the USF. Changes in the Lifeline program and enforcement actions by the FCC and other regulatory/legislative bodies could negatively impact growth in the Assurance Wireless and wholesale subscriber base and/or the profitability of the Assurance Wireless and wholesale business overall.

Electronic Surveillance Obligations

The CALEA requires telecommunications carriers, including us, to modify equipment, facilities and services to allow for authorized electronic surveillance based on either industry or FCC standards. Our CALEA obligations have been extended to data and VoIP networks, and we are in compliance with these requirements. Certain laws and regulations

require that we assist various government agencies with electronic surveillance of communications and provide records concerning those communications. We do not disclose customer information to the government or assist government agencies in electronic surveillance unless we have been provided a lawful request for such information. If our obligations under these laws and regulations were to change or were to become the focus of any inquiry or investigation, it could require us to incur additional costs and expenses, which could adversely affect our financial condition or results of operation.

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Environmental Compliance

Our environmental compliance and remediation obligations relate primarily to the operation of standby power generators, batteries and fuel storage for our telecommunications equipment. These obligations require compliance with storage and related standards, obtaining of permits and occasional remediation. Although we cannot assess with certainty the impact of any future compliance and remediation obligations, we do not believe that any such expenditures will adversely affect our financial condition or results of operations.

Patents, Trademarks and Licenses

We own numerous patents, patent applications, service marks, trademarks and other intellectual property in the U.S. and other countries, including "Sprint[®]," "Nextel[®]," "Direct Connect[®]," "Boost Mobile[®]" and "Assurance Wireless[®]." Our services often use the intellectual property of others, such as licensed software, and we often license copyrights, patents and trademarks of others, like "Virgin Mobile." In total, these licenses and our copyrights, patents, trademarks and service marks are of material importance to our business. Generally, our trademarks and service marks endure and are enforceable so long as they continue to be used. Our patents and licensed patents have remaining terms generally ranging from one to 19 years. We occasionally license our intellectual property to others, including licenses to others to use the "Sprint" trademark.

We have received claims in the past, and may in the future receive claims, that we, or third parties from whom we license or purchase goods or services, have infringed on the intellectual property of others. These claims can be time-consuming and costly to defend, and divert management resources. If these claims are successful, we could be forced to pay significant damages or stop selling certain products or services or stop using certain trademarks. We, or third parties from whom we license or purchase goods or services, also could enter into licenses with unfavorable terms, including royalty payments, which could adversely affect our business.

Access to Public Filings and Board Committee Charters

Important information is routinely posted on our website at www.sprint.com. Public access is provided to our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to these reports filed with or furnished to the SEC under the Exchange Act. These documents may be accessed free of charge on our website at the following address: <http://www.sprint.com/investors>. These documents are available as soon as reasonably practicable after filing with the SEC and may also be found at the SEC's website at www.sec.gov. Information contained on or accessible through our website or the SEC's website is not part of this annual report on Form 10-K.

Our Code of Ethics, the Sprint Code of Conduct (Code of Conduct), our Corporate Governance Guidelines and the charters of the following committees of our board of directors: the Audit Committee, the Compensation Committee, the Finance Committee, and the Nominating and Corporate Governance Committee may be accessed free of charge on our website at the following address: www.sprint.com/governance. Copies of any of these documents can be obtained free of charge by writing to: Sprint Shareholder Relations, 6200 Sprint Parkway, Mailstop KSOPHF0302-3B424, Overland Park, Kansas 66251 or by email at shareholder.relations@sprint.com. If a provision of the Code of Conduct required under the NYSE corporate governance standards is materially modified, or if a waiver of the Code of Conduct is granted to a director or executive officer, a notice of such action will be posted on our website at the following address: www.sprint.com/governance. Only the Audit Committee may consider a waiver of the Code of Conduct for an executive officer or director.

Employee Relations

As of March 31, 2015, we had approximately 31,000 employees.

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Executive Officers of the Registrant

The following people are serving as our executive officers as of May 26, 2015. These executive officers were elected to serve until their successors have been elected. There is no familial relationship between any of our executive officers and directors.

Name	Business Experience	Current Position Held Since	Age
Marcelo Claire	President and Chief Executive Officer. Mr. Claire was named President and CEO, effective August 11, 2014, and has served on the Sprint board of directors since January 2014. Prior to this, he was CEO of Brightstar, a company he founded in 1997 and grew from a small Miami-based distributor into a global business with more than \$10 billion in gross revenue for the year ended 2013. Marcelo serves on the board of directors of CTIA-The Wireless Association and is a member of its 2015 Executive Committee. He also is a member of the board of directors of My Brother's Keeper Alliance.	2014	44
Joseph Euteneuer	Chief Financial Officer. Mr. Euteneuer served as Executive Vice President and Chief Financial Officer of Qwest, a wireline telecom company, from September 2008 until April 2011. Previously, Mr. Euteneuer served as Executive Vice President and Chief Financial Officer of XM Satellite Radio Holdings Inc., a satellite radio provider, from 2002 to 2008 after it merged with SIRIUS Satellite Radio, Inc. Prior to joining XM, Mr. Euteneuer held various management positions at Comcast Corporation and its subsidiary, Broadnet Europe. He began his career in public accounting in 1978 with Deloitte and has also worked at PricewaterhouseCoopers. He is a Certified Public Accountant.	2011	59
Junichi Miyakawa	Technical Chief Operating Officer. Mr. Miyakawa was appointed Technical Chief Operating Officer in November 2014. Mr. Miyakawa is responsible for overseeing the company's network and technology organizations, including related strategy, network operations and performance, as well as partnerships with network equipment vendors. Prior to Sprint, Mr. Miyakawa led SoftBank Group's network operations. He joined SoftBank BB as a Board Director in 2003 and served as Executive Vice President, Board Director and CTO for SoftBank Mobile, SoftBank BB, and SoftBank Telecom. Under his direction, SoftBank emerged as a wireless market leader in Japan with a network running on 2.5 GHz spectrum, a key band within the Sprint spectrum portfolio. Before joining SoftBank, Miyakawa was CEO of Nagoya Metallic Communications Corp.	2014	49
John Saw Ph.D.	Chief Network Officer. Dr. Saw was appointed as Chief Network Officer in March 2014. Dr. Saw is responsible for network engineering, deployment and operations. Prior to this, he was Senior Vice President, Technology Architecture. Before Sprint's acquisition of Clearwire, Dr. Saw was Chief Technology Officer of Clearwire Corp. He joined Clearwire as its second employee in 2003 and was instrumental in scaling the company's technical expertise and organization. In 2009 and 2010, he led the Clearwire Team that built the first 4G network in North America, covering more than 130 million people.	2014	53
Stephen Bye	Chief Technology Officer. Mr. Bye was appointed Chief Technology Officer in August 2014. Mr. Bye is responsible for technology innovation and strategy at Sprint. His team covers network architecture and standards, network and spectrum planning, RAN and core network and technology development, field integration, testing, access and roaming. Mr. Bye has more than 22 years of	2014	47

engineering, operations, product development, business planning and marketing experience with telecom, cable and wireless service providers. Prior to joining Sprint, Mr. Bye was vice president of Wireless at Cox Communications. He has also held executive positions with AT&T, inCode Wireless, BellSouth International, Optus Communications and Telstra.

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Name	Business Experience	Current Position Held Since	Age
Robert Johnson	Chief Experience Officer. Mr. Johnson was appointed Chief Experience Officer in November 2014. Mr. Johnson served as Chief Service Officer of Sprint beginning in October 2007 and his role was expanded to Chief Service and Information Technology Officer in August 2011, and his role was expanded again to President of Retail in October 2013. His role was expanded again to President of Retail in October 2013. He served as President-Northeast Region from September 2006 to October 2007. He served as Senior Vice President-Consumer Sales, Service and Repair from August 2005 to August 2006. He served as Senior Vice President-National Field Operations of Nextel from February 2002 to July 2005.	2014	57
Dow Draper	President – Global Wholesale and Prepaid Services. Mr. Draper manages the sales and marketing for Sprint’s prepaid brands, Virgin Mobile USA, Boost Mobile and Assurance Wireless as well as Sprint’s overall Wholesale business. Previously, he was Senior Vice President and General Manager of Retail for CLEAR, the retail brand of Clearwire, where he oversaw the brand’s sales, marketing, customer care and product development. He served in various executive positions at Clearwire since 2009. Before joining Clearwire, Mr. Draper held various roles at Alltel Wireless, including senior vice president of Voice & Data Solutions and senior vice president of Financial Planning and Analysis. He has also held various roles at Western Wireless and McKinsey and Company.	2013	45
Jaime Jones	President – Postpaid and General Business. Mr. Jones was appointed as President, Postpaid and General Business in August 2014. In this role, he oversees consumer and general business sales strategy and distribution, sales and operations of more than 3,000 company-owned and indirect partner-owned stores, national retail, Telesales and Web sales channels. Before being named to this role, Mr. Jones was responsible for the consumer sales strategy, distribution and customer experience for Sprint’s Postpaid and Prepaid product brands. Mr. Jones has also served Sprint as senior vice president for the General Business and Public Sector organizations, as well as numerous vice president roles at the area, regional and national levels for Local, Emerging and Mid-Markets and General Business units. Mr. Jones has more than 30 years of experience with technology companies, including management and operations roles for Siemens Communications Inc. (formerly IBM, ROLM Systems Division) and Harris/3M-Central Penn Office Products Inc. (formerly 3M Copying Products Division).	2014	54
Charles Wunsch	Senior Vice President – General Counsel, Corporate Secretary, and Chief Ethics Officer. Mr. Wunsch was appointed Senior Vice President, General Counsel and Corporate Secretary in October 2008. He served as our Vice President for corporate transactions and business law and has served in various legal positions at the Company since 1990. He was previously an associate and partner at the law firm Watson, Ess, Marshall, and Enggas.	2008	59
Michael Schwartz	Senior Vice President – Corporate Strategy and Development. Mr. Schwartz served as Vice President, Marketing, Corporate Development and Regulatory at Telesat Canada, a satellite communications company, from 2007 to 2012. Previously, Mr. Schwartz served as Senior Vice President of Marketing and	2013	50

Corporate Development of SES New Skies, a satellite company. Prior to joining SES New Skies, he served as Chief Development and Financial Officer of Terabeam Corporation, responsible for business and corporate development as well as financial operations.

Controller. Mr. Schieber previously served in various positions at Sprint since 1991. Most recently he served as Vice President, Access and Roaming Planning, where he was responsible for managing Sprint's roaming costs as well as its wireless and wireline access costs. Prior to that, Mr. Schieber held various leadership roles in Sprint's Finance organization including heading up Sprint's internal audit function as well as serving in various Vice President - Finance roles. He was also a director in Sprint's Tax department and a director on its Mergers and Acquisitions team. Before joining Sprint, Mr. Schieber was a senior manager with public accounting firm Ernst & Young, where he worked as an auditor and a tax consultant. In addition, he served as corporate controller for a small publicly held company.

Paul Schieber, Jr.

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Item 1A. Risk Factors

In addition to the other information contained in this annual report on Form 10-K, the following risk factors should be considered carefully in evaluating us. Our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks.

If we are not able to retain and attract profitable wireless subscribers, our financial performance will be impaired.

Our success is based on our ability to retain current subscribers and attract new subscribers. If we are unable to attract and retain profitable wireless subscribers, our financial performance will be impaired, and we could fail to meet our financial obligations. From 2008 through March 31, 2015, we have experienced an aggregate net decrease of approximately 12.7 million subscribers in our total retail postpaid subscriber base (excluding the impact of our acquisitions).

Our ability to retain our existing subscribers, to compete successfully for new subscribers, and reduce our churn rate depends on, among other things:

our ability to anticipate and respond to various competitive factors, including our successful execution of marketing and sales strategies; the acceptance of our value proposition; service delivery and customer care activities, including new account set up and billing; and execution under credit and collection policies;

our successful deployment of new technologies and services;

actual or perceived quality and coverage of our network;

public perception about our brands;

our ability to anticipate and develop new or enhanced technologies, products, and services that are attractive to existing or potential subscribers;

our ability to access additional spectrum; and

our ability to maintain our current mobile virtual network operator (MVNO) relationships and to enter into new MVNO arrangements.

Our ability to retain subscribers may be negatively affected by industry trends related to subscriber contracts.

Recently, we have seen aggressive customer acquisition efforts by our competitors. For example, most service providers are offering wireless service plans without any long-term commitment. Furthermore, some service providers are reimbursing contract termination fees, including paying off the outstanding balance on devices, incurred by new customers in connection with such customers terminating service with their current wireless service providers. Our competitors' aggressive customer contract terms, such as those described above, could negatively affect our ability to retain subscribers and could lead to an increase in our churn rates if we are not successful in providing an attractive product, price, and service mix.

We expect to continue to incur expenses, such as subsidies, the reimbursement of subscriber termination fees, and other subscriber acquisition and retention expenses, to attract and retain subscribers, but there can be no assurance that our efforts will generate new subscribers or result in a lower churn rate. Subscriber losses and a high churn rate could adversely affect our business, financial condition, and results of operations because they result in lost revenues and cash flow.

Moreover, we and our competitors continue to seek a greater proportion of new subscribers from each other's existing subscriber bases rather than from first-time purchasers. These new subscribers to the Company could include customers with lower credit scores who have a higher delinquency risk. To the extent we cannot compete effectively for new subscribers or if we attract more subscribers that are not creditworthy, our revenues and results of operations could be adversely affected.

The success of our network improvements will depend on the timing, extent, and cost of implementation; access to spectrum; the performance of third-parties and related parties; upgrade requirements; and the availability and reliability of the various technologies required to provide such modernization.

We must continually invest in our wireless network in order to improve our wireless services and remain competitive. The development and deployment of new technologies and services requires us to anticipate the changing demands of our customers and to respond accordingly, which we may not be able to do in a timely or efficient manner.

Improvements in our service depend on many factors, including our ability to predict and adapt to future changes in technologies, changes in consumer demands, changes in pricing and service offerings by our competitors, and

continued access to and deployment of adequate spectrum, including any leased spectrum. If we are unable to access spectrum to increase capacity or to deploy the services subscribers desire on a timely basis or at acceptable costs while maintaining

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network quality levels, our ability to attract and retain subscribers could be adversely affected, which would negatively impact our operating results.

If we fail to provide a competitive network, our ability to provide wireless services to our subscribers, to attract and retain subscribers, and to maintain and grow our subscriber revenues could be adversely affected. For example, achieving optimal broadband network speeds, capacity, and coverage using 2.5 GHz spectrum relies in significant part on operationalizing a complex mixture of BRS and EBS spectrum licenses and leases in the desired service areas. The EBS is subject to licensing limitations and the technical limitations of the frequencies in the 2.5 GHz range. See “Item 1. Business-Legislative and Regulatory Developments-Regulation and Wireless Operations-2.5 GHz License Conditions.” If we are unable to operationalize this mixture of licenses and leases, our targeted network modernization goals could be affected.

Using new and sophisticated technologies on a very large scale entails risks. For example, deployment of new technologies from time to time has adversely affected, and in the future may adversely affect, the performance of existing services on our network and result in increased churn. Should implementation of our modernized network be delayed or costs exceed expected amounts, our margins could be adversely affected and such effects could be material. Should the delivery of services expected to be deployed on our modernized network be delayed due to technological constraints or changes, performance of third-party suppliers, regulatory restrictions, including zoning and leasing restrictions, or permit issues, subscriber dissatisfaction, or other reasons, the cost of providing such services could become higher than expected, ultimately increasing our cost to subscribers and resulting in decreases in net subscribers, which would adversely affect our revenues, profitability, and cash flow from operations.

Our high debt levels and restrictive debt covenants could negatively impact our ability to access future financing at attractive rates or at all, which could limit our operating flexibility.

As of March 31, 2015, our consolidated principal amount of indebtedness was \$32.7 billion, and we had \$3.3 billion of unused borrowing capacity or availability under our revolving bank credit facility and our Receivables Facility. Our high debt levels and debt service requirements are significant in relation to our revenues and cash flow, which may reduce our ability to respond to competition and economic trends in our industry or in the economy generally. In addition, certain agreements governing our indebtedness impose operating restrictions on us, subject to exceptions, including our ability to:

- pay dividends;
- create liens on our assets;
- receive dividend or other payments from certain of our subsidiaries;
- enter into transactions with affiliates; and
- engage in certain asset sale or business combination transactions.

Our revolving bank credit facility and other financing facilities also require that we maintain certain financial ratios, including a leverage ratio, which could limit our ability to incur additional debt. Our failure to comply with our debt covenants would trigger defaults under those obligations, which could result in the maturities of those debt obligations being accelerated and could in turn result in cross defaults with other debt obligations. Limitations on our ability to obtain suitable financing when needed, or at all, could result in an inability to continue to expand our business, timely execute network modernization plans, and meet competitive challenges.

Subscribers who purchase a device on an installment billing basis are no longer required to sign a fixed-term service contract, which could result in higher churn and higher bad debt expense.

Our service plans allow certain subscribers to purchase an eligible device under an installment contract payable over a period of up to 24 months. Subscribers who take advantage of these plans are no longer required to sign a fixed-term service contract to obtain postpaid service; rather, their service is provided on a month to month contract basis with no early termination fee. These service plans may not meet our subscribers’ or potential subscribers’ needs, expectations, or demands. In addition, subscribers on these plans can discontinue their service at any time without penalty, other than the obligation of any residual commitment they may have for unpaid service or for amounts due under the installment contract for the device. We could experience a higher churn rate than we expect due to the ability of subscribers to more easily change service providers, which could adversely affect our results of operations. Our operational and financial performance may be adversely affected if we are unable to grow our customer base and

achieve the customer penetration levels that we anticipate with this business model.

Subscribers who have financed their devices through these plans have the option to pay for their devices in installments over a period of up to 24 months. This program subjects us to increased risks relating to consumer credit issues,

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which could result in increased costs, including increases to our bad debt expense and write-offs of installment billing receivables. These arrangements may be particularly sensitive to changes in general economic conditions, and any declines in the credit quality of our subscriber base could have a material adverse effect on our financial position and results of operations.

Because we are one of the first wireless service providers to lease devices to subscribers, our device leasing program exposes us to new risks, including those related to the actual residual value realized on returned devices, higher churn and higher bad debt expense.

We also lease devices to certain of our subscribers. Our financial condition and results of operations depend, in part, on our ability to appropriately assess the credit risk of our lease subscribers and the ability of our lease subscribers to perform under our device leases. In addition to monthly lease payments, we expect to realize economic benefit from the estimated residual value of a leased device, which is the estimated value of a leased device at the time of the expiration of the lease term. Changes in residual value assumptions made at lease inception would affect the amount of depreciation expense and the net amount of equipment under operating leases. If estimated residual values, in the aggregate, significantly decline due to economic factors, obsolescence, or other circumstances, we may not realize such residual value, which could have a material adverse effect on our financial position and results of operations. We may also suffer negative consequences, including increased costs, as a result of a lease subscriber default, the related termination of a lease, and the attempted repossession of the device. In addition, subscribers who lease a device are no longer required to sign a fixed-term service contract, which could result in higher churn and higher bad debt expense. Adverse economic conditions may negatively impact our business and financial performance, as well as our access to financing on acceptable terms or at all.

Our business and financial performance are sensitive to changes in macro-economic conditions, including changes in interest rates, consumer credit conditions, consumer debt levels, consumer confidence, rates of inflation (or concerns about deflation), unemployment rates, energy costs, and other factors. Concerns about these and other factors may contribute to market volatility and economic uncertainty.

Market turbulence and weak economic conditions may materially adversely affect our business and financial performance in a number of ways. Our services are available to a broad customer base, a significant portion of which may be more vulnerable to weak economic conditions. We may have greater difficulty in gaining new subscribers within this segment and existing subscribers may be more likely to terminate service due to an inability to pay. In addition, instability in the global financial markets has resulted in periodic volatility in the credit, equity, and fixed income markets. This volatility could limit our access to the credit markets, leading to higher borrowing costs or, in some cases, the inability to obtain financing on terms that are acceptable to us, or at all.

Weak economic conditions and credit conditions may also adversely impact various third parties on which we rely, some of which have filed for or may be considering bankruptcy, experiencing cash flow or liquidity problems, or are unable to obtain credit such that they may no longer be able to operate. Any of these could adversely impact our ability to distribute, market, or sell our products and services. Difficult, or worsening, general economic conditions could have a material adverse effect on our business, financial condition, and results of operations.

Government regulation could adversely affect our prospects and results of operations; federal and state regulatory commissions may adopt new regulations or take other actions that could adversely affect our business prospects, future growth, or results of operations.

The FCC, Federal Trade Commission, Consumer Financial Protection Bureau, and other federal, state and local, as well as international, governmental authorities assert jurisdiction over our business and could adopt regulations or take other actions that would adversely affect our business prospects or results of operations.

The licensing, construction, operation, sale and interconnection arrangements of wireless telecommunications systems are regulated by the FCC and, depending on the jurisdiction, international, state and local regulatory agencies. In particular, the FCC imposes significant regulation on licensees of wireless spectrum with respect to how radio spectrum is used by licensees, the nature of the services that licensees may offer and how the services may be offered, and resolution of issues of interference between spectrum bands. The FCC grants wireless licenses for terms of generally ten years that are subject to renewal and revocation. There is no guarantee that our licenses will be renewed. Failure to comply with the FCC requirements applicable to a given license could result in revocation of that license

and, depending on the nature of the non-compliance, other Sprint licenses.

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The FCC recently revised its transactional “spectrum screen” that it uses to identify prospective wireless transactions that may require additional competitive scrutiny. If a proposed transaction would exceed the spectrum screen threshold, the FCC undertakes a more detailed analysis of relevant market conditions in the impacted geographic areas to determine whether the transaction would reduce competition without offsetting public benefits. The revised screen now includes substantial portions of the 2.5 GHz band previously excluded from the screen and that are licensed or leased to Sprint in numerous markets. As a result, future Sprint spectrum acquisitions may exceed the spectrum screen trigger for additional FCC review. Such additional review could extend the duration of the regulatory review process and there can be no assurance that such transactions will ultimately be completed in whole or in part.

The FCC and other federal agencies have recently engaged in increased regulatory and enforcement activity as well as investigations of the industry generally. Depending upon their interpretation, newly adopted net neutrality regulations may have unforeseen consequences for our business. Such regulations, enforcement activities, or investigations could make it more difficult and expensive to operate our business, and could increase the costs of our wireless operations. In addition, we may offer products that include highly regulated financial services, which subject us to additional state and federal regulations. The costs to comply with such regulations and failure to remain compliant with such regulations could adversely affect our results of operations.

Degradation in network performance caused by compliance with government regulation, loss of spectrum, or additional rules associated with the use of spectrum in any market could result in an inability to attract new subscribers or higher subscriber churn in that market, which could adversely affect our revenues and results of operations. Furthermore, additional costs or fees imposed by governmental regulation could adversely affect our revenues, future growth, and results of operations.

Competition, industry consolidation, and technological changes in the market for wireless services could negatively affect our operations, resulting in adverse effects on our revenues, cash flows, growth, and profitability.

We compete with a number of other wireless service providers in each of the markets in which we provide wireless services. Competition is expected to continue to increase as additional spectrum is made available for commercial wireless services, and we expect an increased customer demand for data usage on our network. Competition in pricing, service, and product offerings may adversely impact subscriber retention and our ability to attract new subscribers. A decline in the average revenue per subscriber coupled with a decline in the number of subscribers would negatively impact our revenues, cash flows, and profitability. In addition, consolidation by our competitors and roaming partners could lead to fewer companies controlling access to network infrastructure, enabling our competitors to control usage and rates, which could negatively affect our revenues and profitability.

The wireless communications industry continues to experience significant technological change, including improvements in the capacity, quality, and types of technology. These developments cause uncertainty about future subscriber demand for our wireless services and the prices that we will be able to charge for these services. As services, technology, and devices evolve, we also expect continued pressure on voice, text, and other service revenues. Rapid changes in technology may lead to the development of wireless communications technologies, products, or alternative services that are superior to our technologies, products, or services, or that consumers prefer over ours. In addition, technological advances have caused long distance, local, wireless, video, and Internet services to become more integrated, which has contributed to increased competition, new competitors, new products, and the expansion of services offered by our competitors in each of these markets. If we are unable to meet future advances in competing technologies on a timely basis, or at an acceptable cost, we may not be able to compete effectively and could lose subscribers to our competitors.

The trading price of our common stock has been, and may continue to be, volatile and may not reflect our actual operations and performance.

Market and industry factors may adversely impact the market price of our common stock, regardless of our actual operations and performance. Stock price volatility and sustained decreases in our share price could subject our stockholders to losses and may adversely impact our ability to issue equity. The trading price of our common stock has been, and may continue to be, subject to fluctuations in response to various factors, some of which are beyond our control, including, but not limited to:

• quarterly earnings announcements and variations in our results of operations or those of our competitors;

market and pricing risks due to concentrated ownership of our stock;
the issuance of additional debt or equity, the cost and availability or perceived availability of additional capital;

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• announcements by us or our competitors, or market speculation, of acquisitions, spectrum acquisitions, new products, technologies, significant contracts, commercial relationships, or capital commitments;

• the performance of SoftBank and SoftBank's ordinary shares or speculation about the possibility of future actions SoftBank may take in connection with us;

• disruption to our operations or those of other companies critical to our network operations;

• our ability to develop and market new and enhanced technologies, products and services on a timely and cost-effective basis, including implementation of our network modernization;

• recommendations by securities analysts or changes in their estimates concerning us;

• litigation;

• changes in governmental actions, regulations, or approvals; and

• perceptions of general market conditions in the technology and communications industries, the U.S. economy, and global market conditions.

We have entered into, or may enter into, agreements with various parties for certain business operations. Any difficulties experienced by us in these arrangements could result in additional expense, loss of subscribers and revenue, interruption of our services, or a delay in the roll-out of new technology.

We have entered into, and may in the future enter into, agreements with various third parties for the day-to-day execution of services, provisioning, maintenance, and modernization of our wireless and wireline networks, including leases and subleases for space on communications towers; the development and maintenance of certain systems necessary for the operation of our business; customer service, related support to our wireless subscribers, outsourcing aspects of our wireline network and back office functions; and to provide network equipment, handsets, devices, and other equipment. For example, we depend heavily on local access facilities obtained from incumbent local exchange carriers (ILECs) to serve our data and voice subscribers, and payments to ILECs for these facilities are a significant cost of service for our Wireline segment. We also expect our dependence on key suppliers to continue as more advanced technologies are developed, which may lead to additional significant costs. If our key vendors fail to meet their contractual obligations or experience financial difficulty, we may experience disruptions to our business operations or incur significant costs implementing alternative arrangements.

The products and services utilized by us and our suppliers and service providers may infringe on intellectual property rights owned by others.

Some of our products and services use intellectual property that we own. We also purchase products from suppliers, including device suppliers, and outsource services to service providers, including billing and customer care functions, that incorporate or utilize intellectual property. We and some of our suppliers and service providers have received, and may receive in the future, assertions and claims from third parties that the products or software utilized by us or our suppliers and service providers infringe on the patents or other intellectual property rights of these third parties. These claims could require us or an infringing supplier or service provider to cease certain activities or to cease selling the relevant products and services. These claims can be time-consuming and costly to defend and divert management resources. If these claims are successful, we could be forced to pay significant damages or stop selling certain products or services or stop using certain trademarks, which could adversely affect our results of operations. Negative outcomes of legal proceedings may adversely affect our business and financial condition.

We are regularly involved in a number of legal proceedings before various state and federal courts, the FCC, the FTC, the CFPB, and state and local regulatory agencies. These proceedings may be complicated, costly, and disruptive to our business operations. We may incur significant expenses in defending these matters and may be required to pay significant fines, awards, or settlements. In addition, litigation or other proceedings could result in restrictions on our current or future manner of doing business. Any of these potential outcomes, such as judgments, awards, settlements, or orders could have a material adverse effect on our business, financial condition, operating results, or ability to do business.

Our reputation and business may be harmed and we may be subject to legal claims if there is a loss, disclosure, misappropriation of, unauthorized access to, or other security breach of our proprietary or sensitive information. Our information technology and other systems-including those of our third-party service providers-that maintain and transmit our proprietary information and our subscribers' information, including credit card information, location data,

or other personal information may be compromised by a malicious third-party penetration of our network security or impacted by advertent or inadvertent actions or inactions by our employees and agents. As a result, our subscribers' information may be

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lost, disclosed, accessed, used, corrupted, destroyed, or taken without the subscribers' consent. Cyber attacks, such as the use of malware, computer viruses, denial of service attacks, or other means for disruption or unauthorized access, have increased in frequency, scope, and potential harm in recent years. We also purchase equipment and software from third parties that could contain software defects, Trojan horses, malware, or other means by which third parties could access our network or the information stored or transmitted on such network or equipment.

While to date, we have not been subject to cyber attacks or other cyber incidents which, individually or in the aggregate, have been material to our operations or financial condition, the preventive actions we take to reduce the risk of cyber incidents and protect our information technology and networks may be insufficient to repel a cyber attack in the future. In addition, the costs of such preventative actions may be significant, which may adversely affect our results of operations. Any major compromise of our data or network security, failure to prevent or mitigate a loss of our services or network, our proprietary information, or our subscribers' information, and delays in detecting any such compromise or loss, could disrupt our operations, impact our reputation and subscribers' willingness to purchase our service, and subject us to significant additional expenses. Such expenses could include incentives offered to existing subscribers and other business relationships in order to retain their business, increased expenditures on cyber security measures and the use of alternate resources, lost revenues from business interruption, and litigation, which could be material. Furthermore, the potential costs associated with any such cyber attacks could be greater than the insurance coverage we maintain.

In addition to cyber attacks, major equipment failures, natural disasters, including severe weather, terrorist acts or other disruptions that affect our wireline and wireless networks, including transport facilities, communications switches, routers, microwave links, cell sites, or other equipment or third-party owned local and long-distance networks on which we rely, could disrupt our operations, require significant resources to remedy, result in a loss of subscribers or impair our ability to attract new subscribers, which in turn could have a material adverse effect on our business, results of operations and financial condition.

If we are unable to improve our results of operations and as we continue to modernize our networks, we may be required to recognize an impairment of our long-lived assets, goodwill, or other indefinite-lived intangible assets, which could have a material adverse effect on our financial position and results of operations.

As a result of the SoftBank Merger and the remeasurement of assets acquired and liabilities assumed in connection with the transaction, Sprint recognized goodwill at its estimate of fair value of approximately \$6.6 billion, which has been entirely allocated to the wireless segment. Since goodwill is reflected at its estimate of fair value, there is no excess fair value over book value as of the date of the close of the SoftBank Merger. Additionally, we recorded \$14.6 billion and \$41.7 billion of long-lived assets and indefinite-lived intangible assets, respectively, as of the close of the SoftBank Merger. We are required to perform impairment tests for goodwill and other indefinite-lived intangible assets at least annually and whenever events or circumstances indicate that it is more likely than not that the asset is impaired or that the carrying amounts may not be recoverable. During the quarter ended December 31, 2014, we recorded an impairment loss of \$1.9 billion and \$233 million for the Sprint trade name and Wireline long-lived assets, respectively. Continued, sustained declines in the Company's operating results, future forecasted cash flows, growth rates and other assumptions, as well as significant, sustained declines in the Company's stock price and related market capitalization could impact the underlying key assumptions and our estimated fair values, potentially leading to a future material impairment of long-lived assets, goodwill, or other indefinite-lived assets, which could adversely affect our financial position and results of operations. In addition, as we continue to modernize our network, management may conclude, in future periods, that certain equipment assets in use will not be utilized as long as originally intended, which could result in an acceleration of depreciation expense. Moreover, certain equipment assets may never be deployed or redeployed, in which case cash and/or non-cash charges that could be material to our consolidated financial statements would be recognized.

Any acquisitions, strategic investments, or mergers may subject us to significant risks, any of which may harm our business.

As part of our long term strategy, we regularly evaluate potential acquisitions, strategic investments, and mergers, and we actively engage in discussions with potential counterparties. Over time, we may acquire, make investments in, or merge with companies that complement or expand our business. Some of these potential transactions could be

significant relative to the size of our business and operations. Any such acquisitions would involve a number of risks and present financial, managerial and operational challenges, including:

- diversion of management attention from running our existing business;
- possible material weaknesses in internal control over financial reporting;

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- increased costs to integrate the networks, spectrum, technology, personnel, subscriber base, and business practices of the company involved in the acquisition, strategic investment, or merger with our business;
- potential exposure to material liabilities not discovered in the due diligence process or as a result of any litigation arising in connection with such transactions;
- significant transaction expenses in connection with any such transaction, whether consummated or not;
- risks related to our ability to obtain any required regulatory approvals necessary to consummate any such transaction;
 - acquisition financing may not be available on reasonable terms or at all and any such financing could
 - significantly increase our outstanding indebtedness or otherwise affect our capital structure or credit ratings;
 - and

any acquired or merged business, technology, service, or product may significantly under-perform relative to our expectations, and we may not achieve the benefits we expect from our transaction, which could, among other things, also result in a write-down of goodwill and other intangible assets associated with such transaction.

Certain of these risks may also apply to the RadioShack transaction. For any or all of these reasons, our pursuit of an acquisition, investment, or merger may cause our actual results to differ materially from those anticipated.

Controlled Company Risks

As long as SoftBank controls us, other holders of our common stock will have limited ability to influence matters requiring stockholder approval and SoftBank's interest may conflict with ours and other stockholders.

SoftBank beneficially owns approximately 80% of the outstanding common stock of Sprint. As a result, until such time as SoftBank and its controlled affiliates hold shares representing less than a majority of the votes entitled to be cast by the holders of our outstanding common stock at a stockholder meeting, SoftBank generally will have the ability to control the outcome of any matter submitted for the vote of our stockholders, except in certain circumstances set forth in our certificate of incorporation or bylaws.

In addition, pursuant to our bylaws, we are subject to certain requirements and limitations regarding the composition of our board of directors. Many of those requirements and limitations expire on or prior to July 10, 2016. Thereafter, for so long as SoftBank and its controlled affiliates hold shares of our common stock representing at least a majority of the votes entitled to be cast by the holders of our common stock at a stockholder meeting, SoftBank will be able to freely nominate and elect all the members of our board of directors, subject only to a requirement that a certain number of directors qualify as "Independent Directors," as such term is defined in the NYSE listing rules and applicable laws. The directors elected by SoftBank will have the authority to make decisions affecting the capital structure of the Company, including the issuance of additional capital stock or options, the incurrence of additional indebtedness, the implementation of stock repurchase programs, and the declaration of dividends.

The interests of SoftBank may not coincide with the interests of our other stockholders or with holders of our indebtedness. SoftBank's ability, subject to the limitations in our certificate of incorporation and bylaws, to control all matters submitted to our stockholders for approval limits the ability of other stockholders to influence corporate matters and, as a result, we may take actions that our stockholders or holders of our indebtedness do not view as beneficial. As a result, the market price of our common stock or terms upon which we issue indebtedness could be adversely affected. In addition, the existence of a controlling stockholder may have the effect of making it more difficult for a third-party to acquire, or discouraging a third-party from seeking to acquire, the Company. A third-party would be required to negotiate any such transaction with SoftBank, and the interests of SoftBank with respect to such transaction may be different from the interests of our other stockholders or with holders of our indebtedness. In addition, the performance of SoftBank and SoftBank's ordinary shares or speculation about the possibility of future actions SoftBank may take in connection with us may adversely affect our share price or the trading price of our debt securities.

Subject to limitations in our certificate of incorporation that limit SoftBank's ability to engage in certain competing businesses in the U.S. or take advantage of certain corporate opportunities, SoftBank is not restricted from competing with us or otherwise taking for itself or its other affiliates certain corporate opportunities that may be attractive to the Company.

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SoftBank's ability to eventually control our board of directors may make it difficult for us to recruit independent directors.

For so long as SoftBank and its controlled affiliates hold shares of our common stock representing at least a majority of the votes entitled to be cast by the holders of our common stock at a stockholders' meeting, SoftBank will be able to elect all of the members of our board of directors commencing in July 2016, which is three years following the effective time of the SoftBank Merger. Further, the interests of SoftBank and our other stockholders may diverge. Under these circumstances, persons who might otherwise accept an invitation to join our board of directors may decline.

Any inability to resolve favorably any disputes that may arise between the Company and SoftBank or its affiliates may adversely affect our business.

Disputes may arise between SoftBank or its affiliates and the Company in a number of areas, including:

- business combinations involving the Company;
- sales or dispositions by SoftBank of all or any portion of its ownership interest in us;
- the nature, quality and pricing of services SoftBank or its affiliates may agree to provide to the Company;
- arrangements with third parties that are exclusionary to SoftBank or its affiliates or the Company; and
- business opportunities that may be attractive to both SoftBank or its affiliates and the Company.

We may not be able to resolve any potential conflicts, and even if we do, the resolution may be less favorable than if we were dealing with an unaffiliated party.

We are a "controlled company" within the meaning of the NYSE rules and, as a result, rely on exemptions from certain corporate governance requirements that provide protection to stockholders of companies that are not "controlled companies."

SoftBank owns more than 50% of the total voting power of our common shares and, accordingly, we have elected to be treated as a "controlled company" under the NYSE corporate governance standards. As a controlled company, we are exempt under the NYSE standards from the obligation to comply with certain NYSE corporate governance requirements, including the requirements:

- that a majority of our board of directors consists of independent directors;
- that we have a corporate governance and nominating committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities;
- that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and
- that an annual performance evaluation of the nominating and governance committee and compensation committee be performed.

As a result of our use of the "controlled company" exemptions, holders of our common stock and debt securities may not have the same protection afforded to stockholders of companies that are subject to all of the NYSE corporate governance requirements.

Regulatory authorities have imposed measures to protect national security and classified projects as well as other conditions that could have an adverse effect on Sprint.

As a precondition to approval of the SoftBank Merger, certain U.S. government agencies required that SoftBank and Sprint enter into certain agreements, including a National Security Agreement (NSA) under which SoftBank and Sprint have agreed to implement certain measures to protect national security, certain of which may materially and adversely affect our operating results due to increasing the cost of compliance with security measures, and limiting our control over certain U.S. facilities, contracts, personnel, vendor selection, and operations. If we fail to comply with our obligations under the NSA or other agreements, our ability to operate our business may be adversely affected.

Item 1B. Unresolved Staff Comments

None.

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Item 2. Properties

Our corporate headquarters are located in Overland Park, Kansas and consist of about 3,853,000 square feet. Our gross property, plant and equipment at March 31, 2015 totaled \$25.1 billion, as follows:

	March 31, 2015 (in billions)
Wireless	\$22.5
Wireline	1.0
Corporate and other	1.6
Total	\$25.1

Properties utilized by our Wireless segment generally consist of either leased or owned assets in the following categories: switching equipment, radio frequency equipment, cell site towers and related leasehold improvements, site development costs, network software, leased devices, internal-use software, retail fixtures and retail leasehold improvements.

Properties utilized by our Wireline segment generally consist of either leased or owned assets in the following categories: digital fiber optic cable, transport facilities, transmission-related equipment and network buildings.

Item 3. Legal Proceedings

In March 2009, a stockholder brought suit, *Bennett v. Sprint Nextel Corp.*, in the U.S. District Court for the District of Kansas, alleging that Sprint Communications and three of its former officers violated Section 10(b) of the Exchange Act and Rule 10b-5 by failing adequately to disclose certain alleged operational difficulties subsequent to the Sprint-Nextel merger, and by purportedly issuing false and misleading statements regarding the write-down of goodwill. The plaintiff sought class action status for purchasers of Sprint Communications common stock from October 26, 2006 to February 27, 2008. On January 6, 2011, the Court denied the motion to dismiss. Subsequently, our motion to certify the January 6, 2011 order for an interlocutory appeal was denied. On March 27, 2014, the court certified a class including bondholders as well as stockholders. On April 11, 2014 we filed a petition to appeal that certification order to the Tenth Circuit Court of Appeals but that petition was denied. After mediation, the parties have reached an agreement in principle to settle the matter, and the settlement amount is expected to be substantially paid by the Company's insurers. The district court granted preliminary approval of the proposed settlement on April 10, 2015 and a final approval hearing has been scheduled for August 5, 2015. We do not expect the resolution of this matter to have a material adverse effect on our financial position or results of operations.

In addition, five related stockholder derivative suits were filed against Sprint Communications and certain of its present and/or former officers and directors. The first, *Murphy v. Forsee*, was filed in state court in Kansas on April 8, 2009, was removed to federal court, and was stayed by the court pending resolution of the motion to dismiss the *Bennett* case; the second, *Randolph v. Forsee*, was filed on July 15, 2010 in state court in Kansas, was removed to federal court, and was remanded back to state court; the third, *Ross-Williams v. Bennett, et al.*, was filed in state court in Kansas on February 1, 2011; the fourth, *Price v. Forsee, et al.*, was filed in state court in Kansas on April 15, 2011; and the fifth, *Hartleib v. Forsee, et. al.*, was filed in federal court in Kansas on July 14, 2011. These cases are essentially stayed while the *Bennett* case is being resolved. We do not expect the resolution of these matters to have a material adverse effect on our financial position or results of operations.

Sprint Communications, Inc. is also a defendant in a complaint filed by stockholders of Clearwire Corporation, asserting claims for breach of fiduciary duty by Sprint Communications, and related claims and otherwise challenging the Clearwire Acquisition. *ACP Master, LTD, et al. v. Sprint Nextel Corp., et al.*, was filed April 26, 2013 in Chancery Court in Delaware. Our motion to dismiss the suit was denied and discovery has begun. The plaintiffs in the *ACP Master, LTD* suit have also filed suit requesting an appraisal of the fair value of their Clearwire stock, and discovery is proceeding in that case. Sprint Communications, Inc. intends to defend the *ACP Master, LTD* cases vigorously. We do not expect the resolution of these matters to have a material adverse effect on our financial position or results of operations.

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Various other suits, inquiries, proceedings, and claims, either asserted or unasserted, including purported class actions typical for a large business enterprise and intellectual property matters, are possible or pending against us. If our interpretation of certain laws or regulations, including those related to various federal or state matters such as sales, use or property taxes, or other charges were found to be mistaken, it could result in payments by us. While it is not possible to determine the ultimate disposition of each of these proceedings and whether they will be resolved consistent with our beliefs, we expect that the outcome of such proceedings, individually or in the aggregate, will not have a material adverse effect on our financial position or results of operations.

Item 4. Mine Safety Disclosures

None.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Common Share Data

Our common stock is traded under the stock symbol "S" on the New York Stock Exchange (NYSE). From January 1, 2012 through July 10, 2013, the stock that traded was the Series 1 common stock of Sprint Communications, Inc., which was formerly known as Sprint Nextel Corporation. On July 10, 2013, the SoftBank Merger closed, and after that date, the stock that trades on the NYSE is the common stock of Sprint Corporation. We currently have no non-voting common stock outstanding. The high and low common stock prices, as reported on the NYSE composite, were as follows:

	Year Ended March 31, 2015		Three-month Transition Period Ended March 31, 2014		Year Ended December 31, 2013	
	High	Low	High	Low	High	Low
Common stock market price						
First quarter	\$9.76	\$7.38	N/A	N/A	\$6.22	\$5.52
Second quarter	8.68	5.36	N/A	N/A	7.50	6.12
Third quarter	6.45	3.79	N/A	N/A	7.26	5.61
Fourth quarter	5.45	4.01	N/A	N/A	11.47	5.92
Transition period	N/A	N/A	\$10.69	\$7.42	N/A	N/A

Number of Stockholders of Record

As of May 18, 2015, we had approximately 30,000 common stock record holders.

Dividends

We did not declare any dividends on our common stock for all periods presented in the consolidated financial statements. We are currently restricted from paying cash dividends by the terms of our revolving bank credit facility as described under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources."

Issuer Purchases of Equity Securities

None.

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Performance Graph

The graph below compares the cumulative total shareholder return for the Company's common stock with the S&P® 500 Stock Index and the Dow Jones U.S. Telecommunications Index for the four fiscal years ended December 31, 2013, the three-month transition period ended March 31, 2014 and the fiscal year ended March 31, 2015. Because Sprint Corporation common stock did not commence trading until after the SoftBank Merger, the graph below reflects the cumulative total shareholder return on the Series 1 common stock of Sprint Communications, Inc., our predecessor, through July 10, 2013 and, thereafter, reflects the total shareholder return on the common stock of Sprint Corporation. The graph assumes an initial investment of \$100 on December 31, 2009 and, if any, the reinvestment of all dividends.

Value of \$100 Invested on December 31, 2009

	12/31/2009	12/31/2010	12/31/2011	12/31/2012	12/31/2013	3/31/2014	3/31/2015
Sprint Corporation	\$ 100.00	\$ 115.57	\$ 63.93	\$ 154.92	\$ 293.72	\$ 251.09	\$ 129.51
S&P 500 Index	\$ 100.00	\$ 115.06	\$ 117.49	\$ 136.30	\$ 180.44	\$ 183.70	\$ 207.09
Dow Jones U.S. Telecom Index	\$ 100.00	\$ 117.61	\$ 122.59	\$ 145.26	\$ 165.78	\$ 166.37	\$ 173.17

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Item 6. Selected Financial Data

The Company's financial statement presentations distinguish between the predecessor period (Predecessor) relating to Sprint Communications (formerly known as Sprint Nextel Corporation) for periods prior to the SoftBank Merger and the successor period (Successor) relating to Sprint Corporation, formerly known as Starburst II, for periods subsequent to the incorporation of Starburst II on October 5, 2012. The Successor financial information represents the activity and accounts of Sprint Corporation, which includes the activity and accounts of Starburst II prior to the close of the SoftBank Merger on July 10, 2013 and Sprint Communications, inclusive of the consolidation of Clearwire Corporation, prospectively following completion of the SoftBank Merger, beginning on July 11, 2013 (Post-merger period). The accounts and operating activity of Starburst II prior to the close of the SoftBank Merger primarily related to merger expenses that were incurred in connection with the SoftBank Merger (recognized in selling, general and administrative expense) and interest related to the \$3.1 billion convertible bond (Bond) Sprint Communications, Inc. issued to Starburst II. The Predecessor financial information represents the historical basis of presentation for Sprint Communications for all periods prior to the SoftBank Merger. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional discussions on our trends and combined information. The selected financial data presented below is not comparable for all periods presented primarily as a result of transactions such as the SoftBank Merger and acquisitions of Clearwire and certain assets of U.S. Cellular in 2013. All acquired companies' results of operations subsequent to their acquisition dates are included in our consolidated financial statements. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional discussions on our trends and combined information.

	Successor					Predecessor				
	Year Ended March 31, 2015	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013	Years Ended December 31, 2013	Years Ended December 31, 2012	191 Days Ended July 10, 2013	Three Months Ended March 31, 2013	Years Ended December 31, 2012, 2011, 2010		
(in millions, except per share amounts)										
Results of Operations										
Service revenue	\$29,542	\$7,876	\$—	\$15,094	\$—	\$16,895	\$7,980	\$32,097	\$30,768	\$29,860
Equipment revenue	4,990	999	—	1,797	—	1,707	813	3,248	2,911	2,703
Net operating revenues	34,532	8,875	—	16,891	—	18,602	8,793	35,345	33,679	32,563
Depreciation	3,797	868	—	2,026	—	3,098	1,422	6,240	4,455	5,074
Amortization	1,552	429	—	908	—	147	70	303	403	1,174
Operating (loss) income	(1,895)	420	(14)	(970)	(33)	(885)	29	(1,820)	108	(595)
Net loss	(3,345)	(151)	(9)	(1,860)	(27)	(1,158)	(643)	(4,326)	(2,890)	(3,465)
Loss per Share and Dividends ⁽¹⁾										
Basic and diluted loss per common share	\$(0.85)	\$(0.04)		\$(0.54)		\$(0.38)	\$(0.21)	\$(1.44)	\$(0.96)	\$(1.16)
Financial Position										
Total assets	\$83,030	\$84,689	\$3,122	\$86,095	\$3,115	N/A	\$50,757	\$51,570	\$49,383	\$51,654
	19,721	16,299	—	16,164	—	N/A	14,025	13,607	14,009	15,214

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Property, plant and equipment, net										
Intangible assets, net	52,455	55,919	—	56,272	—	N/A	22,352	22,371	22,428	22,704
Total debt, capital lease and financing obligations (including equity unit notes)	33,831	32,778	—	33,011	—	N/A	24,500	24,341	20,274	20,191
Stockholders' equity	21,710	25,312	3,122	25,584	3,110	N/A	6,474	7,087	11,427	14,546
Cash Flow Data										
Net cash provided by (used in) operating activities	\$2,450	\$522	\$(2)	\$(61)	\$—	\$2,671	\$940	\$2,999	\$3,691	\$4,815
Capital expenditures - network and other	5,422	1,488	—	3,847	—	3,140	1,381	4,261	3,130	1,935
Capital expenditures - 582 leased devices	—	—	—	—	—	—	—	—	—	—

(1) We did not declare any dividends on our common shares in any of the periods reported.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

OVERVIEW

Business Overview

Sprint is a communications company offering a comprehensive range of wireless and wireline communications products and services that are designed to meet the needs of individual consumers, businesses, government subscribers, and resellers. Unless the context otherwise requires, references to "Sprint," "we," "us," "our" and the "Company" mean Sprint Corporation and its consolidated subsidiaries for all periods presented, inclusive of Successor and Predecessor periods, and references to "Sprint Communications" are to Sprint Communications, Inc. and its consolidated subsidiaries.

Wireless segment earnings represented almost all of our total consolidated segment earnings for the year ended March 31, 2015. Within the Wireless segment, postpaid wireless service revenue represents the most significant contributors to earnings and are driven not only by the number of postpaid subscribers to our services, but also the average revenue per user (ARPU).

Strategies and Key Priorities

Our business strategy is to be responsive to changing consumer mobility demands of existing and potential customers, and to expand our business into new areas of customer value and economic opportunity through innovation and differentiation. To help lay the foundation for these future growth opportunities, our strategy revolves around targeted investment, both today and for the future, in the following key priority areas:

- Provide a network that delivers the consistent reliability, capacity and speed that customers demand;
- Achieve a more competitive cost position in the industry through simplification;
- Increase subscriber acquisition;
- Reduce churn and increase subscriber retention;
- Attract and retain the best talent in the industry; and
- Deliver a simplified and improved customer experience.

To achieve these key priorities we are focusing on the following initiatives. To provide a network that delivers the consistent reliability, capacity and speed that customers demand, we expect to continue to optimize our 3G data network and invest in LTE deployment across all spectrum bands. We also expect to define and deploy new technologies that will help strengthen our competitive position, including the expected use of Voice over LTE and more extensive use of Wi-Fi. To achieve a more competitive cost position, we have established an Office of Cost Management with responsibility for identifying, operationalizing, and monitoring sustained improvements in operating costs and efficiencies. Also, we have deployed new cost management and planning tools across the entire organization to more effectively monitor expenditures. We are focused on attracting and retaining subscribers by improving our sales and marketing initiatives. We have expanded our direct retail store presence through our relationship with RadioShack, as well as our new Direct to You service that brings the Sprint store experience to our customers. We have demonstrated our value proposition through our new price plans, promotions, and payment programs and have deployed new local marketing and civic engagement initiatives in key markets. We seek to build a stronger management team through striking a balance of bringing in new outside talent with world class experience and credentials and more fully leveraging the experience within our existing leadership team. To deliver a simplified and improved customer experience, we are focusing on key subscriber touch points, pursuing process improvements and deploying platforms to simplify and enhance the interactions between us and our customers. In addition, we have established a Customer Experience Office to support our focus on Net Promoter Score as our key measure in customer satisfaction.

Significant Transactions

On July 9, 2013, Sprint Nextel Corporation (Sprint Nextel) completed the acquisition of the remaining equity interests in Clearwire Corporation and its consolidated subsidiary Clearwire Communications LLC (together "Clearwire") that it did not previously own (Clearwire Acquisition) in an all cash transaction for approximately \$3.5 billion, net of cash acquired of \$198 million, which provides us with control of 2.5 gigahertz (GHz) spectrum and tower resources for use in improving the quality of our network. The allocation of consideration paid to assets acquired and liabilities assumed

was based on management's judgment of estimated fair values after evaluating several factors, including a valuation assessment.

On July 10, 2013, SoftBank Corp. and certain of its wholly-owned subsidiaries (together, "SoftBank") completed the merger (SoftBank Merger) with Sprint Nextel contemplated by the Agreement and Plan of Merger, dated as of October 15, 2012 (as amended, the Merger Agreement), and the Bond Purchase Agreement, dated as of October 15, 2012 (as

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amended, the Bond Agreement). As a result of the SoftBank Merger, Starburst II became the parent company of Sprint Nextel. Immediately thereafter, Starburst II changed its name to Sprint Corporation and Sprint Nextel changed its name to Sprint Communications, Inc. Pursuant to the Bond Agreement, Sprint Communications, Inc. issued a Bond to Starburst II with a principal amount of \$3.1 billion, which was converted into 590,476,190 shares of Sprint Communications, Inc. common stock at \$5.25 per share immediately prior to the close of the SoftBank Merger. As a result of the completion of the SoftBank Merger in which SoftBank acquired an approximate 78% interest in Sprint Corporation, and subsequent open market stock purchases, SoftBank owned approximately 79% of the outstanding voting common stock of Sprint Corporation as of March 31, 2015. The SoftBank Merger consideration totaled approximately \$22.2 billion, consisting primarily of cash consideration of \$14.1 billion, net of cash acquired of \$2.5 billion, and the estimated fair value of the 22% interest in Sprint Corporation issued to the then existing stockholders of Sprint Communications, Inc. The allocation of consideration paid to assets acquired and liabilities assumed was based on management's judgment of estimated fair values after evaluating several factors, including a valuation assessment. The close of the transaction provided additional equity funding of \$5.0 billion, consisting of \$3.1 billion received by Sprint Communications, Inc. in October 2012 related to the Bond, which automatically converted to equity immediately prior to the closing of the SoftBank Merger, and \$1.9 billion cash consideration at closing of the SoftBank Merger.

In connection with the close of the SoftBank Merger, Sprint Corporation became the successor registrant to Sprint Nextel under Rule 12g-3 of the Securities Exchange Act of 1934 (Exchange Act) and is the entity subject to the reporting requirements of the Exchange Act for filings with the Securities and Exchange Commission (SEC) subsequent to the close of the SoftBank Merger. In addition, in order to align with SoftBank's reporting schedule, we changed our fiscal year end from December 31 to March 31, effective March 31, 2014. References herein to fiscal year refer to the twelve-month periods ending March 31 unless otherwise specifically noted.

Network

We are continuously improving our network, including optimizing the use of our 1.9 GHz, 800 megahertz (MHz) and 2.5 GHz spectrum. Our current improvement efforts include the deployment and optimization of 4G LTE on our 800 MHz and 2.5 GHz spectrum. We expect these efforts to further enhance the quality of our network.

Some of our subscribers experienced network service disruptions, particularly voice service, during our recent network modernization program, which was substantially complete in calendar year 2014. We believe this program, among other factors, contributed to the elevated postpaid churn rates we experienced in recent quarters (see the churn results table within "Results of Operations"). We are now seeing improvements in voluntary churn as the network modernization program benefits have been realized through improved network quality and the service disruptions associated with this program have decreased significantly.

As part of our recently completed modernization program, we modified our existing backhaul architecture to enable increased capacity to our network at a lower cost by utilizing Ethernet as opposed to time division multiplexing (TDM) technology. Termination costs associated with our TDM contractual commitments with third-party vendors, ranging between approximately \$25 million to \$50 million, are expected to be incurred by September 30, 2016.

As expected, our network modernization program has allowed us to realize financial benefit to the Company through reduced network maintenance and operating costs, capital efficiencies, reduced energy costs, lower roaming expenses and backhaul savings. Most importantly, our customers are benefiting from significant improvements to the quality of service they receive. Along with our recently completed network modernization plan, our ongoing network improvement efforts are expected to provide consistent reliability, capacity and speed that customers demand. Over the longer-term, we expect to densify our network and move to an all-LTE platform.

WiMAX technology was deployed by Clearwire at the time of the Clearwire Acquisition. We plan to cease using WiMAX technology by the end of calendar year 2015.

Device Financing Programs

During 2013, wireless carriers introduced new plans that allow subscribers to forgo traditional service contracts and handset subsidies in exchange for lower monthly service fees, early upgrade options, or both. In 2013, AT&T, Verizon Wireless and T-Mobile each launched programs that included an option to purchase a handset using an installment billing program. Sprint offers its own device (handset and tablet) installment billing program called Sprint

Easy Pay.

Under the Sprint Easy Pay installment billing program, we recognize a majority of the revenue associated with future expected installment payments at the time of sale of the device. As compared to our traditional subsidized program,

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this results in better alignment of the equipment revenue with the cost of the device, which reduces the amount of equipment net subsidy recognized in our operating results.

In September 2014, Sprint introduced a leasing program, whereby qualified subscribers can lease a device for a contractual period of time. At the end of the lease term, the subscriber has the option to turn in their device, continue leasing their device, or purchase the device. As of March 31, 2015, our device leases were all classified as operating leases. As a result, at lease inception, the devices are reclassified from inventory to property, plant and equipment when leased through Sprint's direct channels. For leases in the indirect channel, Sprint purchases the device at lease inception from the dealer, which is then capitalized to property, plant and equipment. The devices are then depreciated to their estimated residual value over the term of the lease. While a majority of the revenue associated with installment sales is recognized at the time of sale along with the related cost of products, lease revenue and depreciation for leased devices are recorded over the term of the lease. Because a substantial portion of the cost of a device leased through our direct channel is not recorded as cost of products but rather as depreciation expense, there is a positive impact to wireless segment earnings. If the mix of leased devices continues to increase, we expect this positive impact on the financial results of wireless segment earnings to continue and depreciation expense to increase.

Additionally, Sprint is offering lower monthly service fees without a traditional service contract as an incentive to attract subscribers to certain of our service plans. These lower rates for service are available whether the subscriber brings their own handset, pays the full or near full retail price of the handset, purchases the handset under our installment billing program, or leases their handset through our leasing program. As the adoption rates of these plans increase throughout our base of subscribers, we expect Sprint platform postpaid average revenue per user (ARPU) to continue to decline as a result of lower pricing associated with our new service plans as compared to our traditional plans, which reflect higher service revenue and lower equipment revenue; however, we also expect reduced equipment net subsidy expense due to our installment billing and leasing programs to partially offset these declines. Since inception, the combination of lower priced plans, and our installment billing and leasing programs have been accretive to wireless segment earnings. We expect that trend to continue with the magnitude of the impact being dependent upon the rate of subscriber adoption. We also expect that installment billing and leasing will require a greater use of operating cash flows in the earlier part of the contracts as the subscriber will generally pay less upfront than traditional plans because they are financing or leasing the device.

RESULTS OF OPERATIONS

As discussed above, both the Clearwire Acquisition and the SoftBank Merger were completed in July 2013. As a result of these transactions, the assets and liabilities of Sprint Communications and Clearwire were adjusted to estimated fair value on the respective closing dates. The Company's financial statement presentations distinguish between the predecessor period (Predecessor) relating to Sprint Communications for periods prior to the SoftBank Merger and the successor period (Successor) relating to Sprint Corporation, formerly known as Starburst II, for periods subsequent to the incorporation of Starburst II on October 5, 2012. The Successor financial information includes the activity and accounts of Sprint Corporation, which includes the activity and accounts of Starburst II prior to the close of the SoftBank Merger on July 10, 2013 and Sprint Communications, inclusive of the consolidation of Clearwire Corporation, prospectively following completion of the SoftBank Merger, beginning on July 11, 2013 (Post-merger period). The accounts and operating activity of Starburst II prior to the close of the SoftBank Merger primarily related to merger expenses that were incurred in connection with the SoftBank Merger (recognized in selling, general and administrative expense) and interest related to the \$3.1 billion Bond Sprint Communications, Inc. issued to Starburst II. The Predecessor financial information represents the historical basis of presentation for Sprint Communications for all periods prior to the SoftBank Merger.

As a result of the SoftBank Merger, and in order to present Management's Discussion and Analysis in a way that offers investors a more meaningful period to period comparison, in addition to presenting and discussing our historical results of operations as reported in our consolidated financial statements in accordance with accounting principles generally accepted in the United States (U.S. GAAP), we have combined the 2013 Predecessor financial information with the 2013 Successor financial information, on an unaudited combined basis (Combined). The unaudited Combined data consists of Predecessor information for the 191-day period ended July 10, 2013 and Successor

information for the year ended December 31, 2013. The Combined information for the year ended December 31, 2013 does not comply with U.S. GAAP and is not intended to represent what our consolidated results of operations would have been if the Successor had actually been formed on January 1, 2013 and acquired the Predecessor as of such date, nor have we made any attempt to either include or exclude expenses or income that would have resulted had the SoftBank Merger actually occurred on January 1, 2013.

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U.S. GAAP Discussion and Analysis

The following discussion covers results for the Successor year ended March 31, 2015 as compared to the Successor year ended December 31, 2013, the Successor three-month transition period ended March 31, 2014 as compared to the unaudited three-month Predecessor period ended March 31, 2013 and the Successor year ended December 31, 2013 as compared to the Predecessor year ended December 31, 2012.

The results for the Successor 87-day period ended December 31, 2012 and three-month period ended March 31, 2013 were considered insignificant and are not comparable to the Successor year ended December 31, 2013 or three-month transition period ended March 31, 2014 as the Successor entity was established on October 5, 2012 for the sole purpose of completing the SoftBank Merger. Results for the Successor 87-day period ended December 31, 2012 and three-month period ended March 31, 2013 primarily reflected merger expenses that were incurred (recognized in selling, general and administrative expense) and interest income related to the \$3.1 billion Bond issued in connection with the SoftBank Merger. We have provided information regarding certain of the elements of the acquisition method of accounting affecting the Successor period ended December 31, 2013 and transition period ended March 31, 2014 results to enable further comparability.

Supplemental Discussion and Analysis

Results for the Successor year ended March 31, 2015 as compared to the unaudited Combined year ended December 31, 2013 in addition to the unaudited Combined year ended December 31, 2013 as compared to the Predecessor year ended December 31, 2012 are also discussed, to the extent necessary, to provide an analysis of results on comparable periods although the basis of presentation may not be comparable due to the application of the acquisition method of accounting. Additionally, in certain sections we discuss the activity of the Predecessor 191-day period ended July 10, 2013 to the extent it provides useful information for the activity during that period.

Acquisition Method of Accounting Effects to the Successor Periods Ending March 31, 2014 (Transition Period) and December 31, 2013

The allocation of the consideration transferred to assets acquired and liabilities assumed were based on estimated fair values as of the date of the SoftBank Merger, as described further in the Notes to the Consolidated Financial Statements. As a result, the following estimated impacts of purchase price accounting are included in our results of operations for the Successor three-month transition period ended March 31, 2014 and year ended December 31, 2013: Reduced postpaid wireless revenue and wireless cost of service of approximately \$29 million and \$59 million each for the Successor three-month transition period ended March 31, 2014 and for the year ended December 31, 2013, respectively, as a result of purchase accounting adjustments to deferred revenue and deferred costs;

• Reduced prepaid wireless revenue of approximately \$96 million for the Successor year ended December 31, 2013 as a result of purchase accounting adjustments to eliminate deferred revenue;

• Increased rent expense of \$29 million and \$55 million for the Successor three-month transition period ended March 31, 2014 and year ended December 31, 2013, respectively, which was included in cost of service, primarily attributable to the write-off of deferred rents associated with our operating leases, offset by the amortization of our net unfavorable leases recorded in purchase accounting;

• Increased cost of products sold of approximately \$31 million for the Successor year ended December 31, 2013 as a result of purchase accounting adjustments to accessory inventory;

• Reduced depreciation expense of approximately \$60 million and \$400 million for the Successor three-month transition period ended March 31, 2014 and year ended December 31, 2013, respectively, as a result of purchase accounting adjustments reflecting a net decrease to property, plant and equipment;

• Incremental amortization expense of approximately \$359 million and \$772 million for the Successor three-month transition period ended March 31, 2014 and year ended December 31, 2013, respectively, which was primarily attributable to the recognition of customer relationships of approximately \$6.9 billion; and

• Decrease in pension expense of approximately \$22 million and \$46 million for the Successor three-month transition period ended March 31, 2014 and year ended December 31, 2013, respectively, which was primarily reflected in selling, general and administrative expense, due to the purchase accounting adjustment to unrecognized net periodic pension and other post-retirement benefits.

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Predecessor 191-Day Period Ended July 10, 2013

Significant changes in the underlying trends affecting the Company's consolidated results of operations and net loss for the 191 days ended July 10, 2013 were as follows:

We recorded a gain on previously-held Clearwire equity interests of approximately \$2.9 billion for the difference between the estimated fair value of the equity interests owned prior to the acquisition (\$5.00 per share offer price less an estimated control premium of approximately \$0.60) and the carrying value of approximately \$325 million for those previously-held equity interests; and

Increased income tax expense was primarily attributable to taxable temporary differences as a result of the \$2.9 billion gain on the previously-held equity interests in Clearwire, which was principally attributable to the increase in the fair value of Federal Communications Commission (FCC) licenses held by Clearwire and from amortization of FCC licenses. FCC licenses are amortized over 15 years for income tax purposes but, because these licenses have an indefinite life, they are not amortized for financial statement reporting purposes.

Consolidated Results of Operations

The following table provides an overview of the consolidated results of operations. The Predecessor information represents the historical basis of presentation for Sprint Communications for all periods prior to the SoftBank Merger. The Successor period includes the operating activity of Sprint Corporation, which includes the activity and accounts of Starburst II prior to the close of the SoftBank Merger on July 10, 2013 and Sprint Communications, inclusive of Clearwire prospectively from the date of the SoftBank Merger on July 10, 2013 through March 31, 2015.

	Successor			Combined	Successor			Predecessor		
	Year	Three Months		Year	Year	87 Days	191	Three	Year	
	Ended	Ended		Ended	Ended	Ended	Days	Months	Ended	
	March	March 31,		December	December	December	Ended	Ended	December	
	31,	March 31,		31,	31,	31,	July 10,	March 31,	31,	
	2015	2014	2013	2013	2013	2012	2013	2013	2012	
	(in millions)									
Wireless segment earnings	\$5,894	\$1,837	\$—	\$4,948	\$2,178	\$—	\$2,770	\$1,395	\$4,147	
Wireline segment earnings	113	12	—	494	222	—	272	128	649	
Corporate, other and eliminations	(7)	(5)	(14)	(33)	(34)	(33)	1	1	7	
Consolidated segment earnings (loss)	6,000	1,844	(14)	5,409	2,366	(33)	3,043	1,524	4,803	
Depreciation	(3,797)	(868)	—	(5,124)	(2,026)	—	(3,098)	(1,422)	(6,240)	
Amortization	(1,552)	(429)	—	(1,055)	(908)	—	(147)	(70)	(303)	
Impairments	(2,133)	(75)	—	—	—	—	—	—	(102)	
Other, net	(413)	(52)	—	(1,085)	(402)	—	(683)	(3)	22	
Operating (loss) income	(1,895)	420	(14)	(1,855)	(970)	(33)	(885)	29	(1,820)	
Interest expense	(2,051)	(516)	—	(2,053)	(918)	—	(1,135)	(432)	(1,428)	
Equity in losses of unconsolidated investments, net	—	—	—	(482)	—	—	(482)	(202)	(1,114)	
Gain on previously-held equity interests	—	—	—	2,926	—	—	2,926	—	—	
Other income (expense), net	27	1	6	92	73	10	19	—	190	

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Income tax benefit (expense)	574	(56)	(1)	(1,646)	(45)	(4)	(1,601)	(38)	(154)
Net loss	\$(3,345)	\$(151)	\$(9)	\$(3,018)	\$(1,860)	\$(27)	\$(1,158)	\$(643)	\$(4,326)

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Depreciation Expense

Successor Year Ended March 31, 2015 and Successor Year Ended December 31, 2013

Depreciation expense increased \$1.8 billion, or 87% in the year ended March 31, 2015 compared to the year ended December 31, 2013 primarily due to comparing a full twelve-month period to a shortened Post-merger period.

Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Depreciation expense decreased \$554 million, or 39%, in the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013 primarily due to the absence of accelerated depreciation associated with equipment related to our legacy Nextel and Sprint platforms. This reduction was partially offset by increased depreciation on asset additions primarily associated with improving the quality of our network and assets acquired as a result of the Clearwire Acquisition. The deployment of our network modernization program resulted in incremental charges during earlier stages of implementation including, but not limited to, an increase in depreciation associated with existing assets related to both the Nextel and Sprint platforms, due to changes in our estimates of the remaining useful lives of long-lived assets, and the expected timing and amount of asset retirement obligations, which continued to have an impact on our results of operations through 2013. The incremental effect of accelerated depreciation due to the implementation of our network modernization program was approximately \$360 million during the Predecessor three-month period ended March 31, 2013, of which the majority related to the Nextel platform, compared to no such accelerated depreciation in the three-month transition period ended March 31, 2014.

Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Depreciation expense decreased \$4.2 billion, or 68%, for the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 primarily due to comparing results for the shortened Post-merger period to a period consisting of a full calendar year. In addition, the decrease in depreciation expense was driven by accelerated depreciation expense recognized in 2012 from the modernization of our network, with no such accelerated depreciation in the Successor year ended December 31, 2013 and asset revaluations as a result of the SoftBank Merger. These decreases were partially offset by increased depreciation expense on assets acquired as a result of the Clearwire Acquisition and asset additions primarily related to network initiatives.

Successor Year Ended March 31, 2015 and Combined Year Ended December 31, 2013

Specific efforts to improve the quality of our network, which began in 2011, as well as the shut down of the Nextel platform on June 30, 2013, resulted in incremental charges during earlier stages of these efforts including, but not limited to, an increase in depreciation associated with existing assets related to both the Nextel and Sprint platforms, due to changes in our estimates of the remaining useful lives of long-lived assets, and the expected timing and amount of asset retirement obligations, which continued to have an impact on our results of operations in 2013. The incremental effect of accelerated depreciation was approximately \$800 million during the Predecessor 191-day period ended July 10, 2013, of which the majority related to the Nextel platform, which was shut down on June 30, 2013, compared to no such accelerated depreciation in the Successor year ended March 31, 2015. In addition to the explanations above and the effect of accelerated depreciation in the Predecessor period, the depreciation expense also decreased by approximately \$160 million for the Successor year ended March 31, 2015 due to asset revaluations as a result of the SoftBank Merger in 2013.

Combined Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

In addition to the explanations above, the decrease in depreciation expense for the combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 was primarily due to the reduction of accelerated depreciation partially offset by increased depreciation expense primarily due to network asset additions in the Predecessor 191-day period. The incremental effect of accelerated depreciation expense totaled approximately \$2.1 billion for the Predecessor year ended December 31, 2012, which was primarily related to the shut-down of the Nextel platform on June 30, 2013.

Amortization Expense

Successor Year Ended March 31, 2015 and Successor Year Ended December 31, 2013

Amortization expense increased \$644 million, or 71%, in the year ended March 31, 2015 compared to the year ended December 31, 2013, primarily due to comparing results for a full twelve-month period to a shortened Post-merger

period which primarily consisted of amortization of customer relationships of approximately \$6.9 billion that were

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recognized as a result of the SoftBank Merger. Customer relationship intangible assets are amortized using the sum-of-the-months'-digits method, which results in higher amortization rates in early periods that will decline over time.

Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Amortization expense increased \$359 million, or 513%, in the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013, primarily due to the recognition of definite-lived intangible assets related to customer relationships of approximately \$6.9 billion as a result of the SoftBank Merger. Customer relationship intangible assets are amortized using the sum-of-the-months'-digits method, which results in higher amortization rates in early periods that will decline over time.

Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Amortization expense increased \$605 million, or 200%, for the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012, primarily due to the recognition of definite-lived intangible assets related to customer relationships of approximately \$6.9 billion as a result of the SoftBank Merger. Customer relationship intangible assets are amortized using the sum-of-the-months'-digits method, which results in higher amortization rates in early periods that will decline over time.

Impairments

During the quarter ended December 31, 2014, we determined that recoverability of the carrying amount of the Sprint trade name should be evaluated for impairment due to changes in circumstances surrounding our Wireless reporting unit. As a result, we recorded an impairment loss of \$1.9 billion, which is included in "Impairments" in our consolidated statements of operations. During the quarter ended December 31, 2014, we also tested the recoverability of the Wireline asset group, which consists primarily of property, plant and equipment, due to continued declines in our Wireline segment earnings and our forecast that projected continued losses in future periods. As a result, we recorded an impairment loss of \$233 million to reduce the carrying value of Wireline's property, plant and equipment to its estimated fair value, which is included in "Impairments" in our consolidated statements of operations.

During the three-month transition period ended March 31, 2014, we recorded \$75 million of asset impairments primarily related to network equipment assets that were no longer necessary for management's strategic plans. During the Predecessor year ended December 31, 2012, we recorded asset impairments consisting of \$18 million of assets associated with a decision to utilize fiber backhaul rather than microwave backhaul and \$66 million of capitalized assets that we no longer intend to deploy as a result of the termination of the spectrum hosting arrangement with LightSquared. We had an additional \$18 million of asset impairments primarily related to assets that were no longer necessary for management's strategic plans and were primarily related to network asset equipment.

Other, net

The following table provides additional information regarding items included in "Other, net."

	Successor Year Ended March 31, 2015	Three Months Ended March 31, 2014	Combined Year Ended December 31, 2013	Successor Year Ended December 31, 2013	Predecessor 191 Days Ended July 10, 2013	Three Months Ended March 31, 2013	Year Ended December 31, 2012
	(in millions)						
Severance and exit costs	\$(304)	\$(52)	\$(961)	\$(309)	\$(652)	\$(25)	\$(196)
Litigation	(91)	—	—	—	—	—	—
Partial pension settlement	(59)	—	—	—	—	—	—
Release of assumed liability - United States Cellular Corporation (U.S. Cellular) asset acquisition	41	—	—	—	—	—	—
Spectrum hosting contract termination	—	—	—	—	—	—	236

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Gains from asset dispositions and exchanges	—	—	—	—	—	—	29
Other	—	—	(124)	(93)	(31)	22	(47)
Total (expense) income	\$(413)	\$(52)	\$(1,085)	\$(402)	\$(683)	\$(3)	\$22

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Other, net reflected an expense of \$413 million in the year ended March 31, 2015. Severance and exit costs included \$253 million of severance primarily associated with reductions in force and \$13 million of lease exit costs primarily associated with tower and cell sites as well as facility closures. In addition, we recognized \$38 million of costs during the period related to payments that will continue to be made under our backhaul access contracts for which we will no longer be receiving any economic benefit. Litigation of \$91 million represented legal reserves for various pending legal suits and proceedings. Partial pension settlement was the result of the Company's Board of Directors approving a plan amendment to the Sprint Retirement Pension Plan (Plan) to offer certain terminated participants, who had not begun to receive Plan benefits, the opportunity to voluntarily elect to receive their benefits as an immediate lump sum distribution. The lump sum distribution created a settlement event that resulted in a \$59 million charge. As a result of the May 2013 U.S. Cellular asset acquisition, we recorded a liability related to network shut-down costs for which we agreed to reimburse U.S. Cellular. During the quarter ended December 31, 2014, we identified favorable trends in actual costs and, as a result, we released some of the reserve, resulting in a gain of approximately \$41 million.

Other, net reflected an expense of \$52 million in the Successor three-month transition period ended March 31, 2014. Severance and exit costs of \$52 million for the three-month transition period ended March 31, 2014 included \$14 million of severance primarily associated with reductions in force and \$11 million of lease exit costs primarily associated with retail store closures. In addition, we recognized \$31 million of costs during the period related to payments that will continue to be made under our backhaul access contracts for which we will no longer be receiving any economic benefit, of which \$4 million was recognized as "Cost of services."

Other, net reflected an expense of \$402 million for the Successor year ended December 31, 2013. Severance and exit costs of \$309 million for the Successor year ended December 31, 2013 included \$219 million of severance primarily associated with reductions in force and \$56 million of lease exit costs primarily associated with the decommissioning of the Nextel platform. In addition, we recognized \$53 million of payments that will continue to be made under our backhaul access contracts for which we will no longer be receiving any economic benefit, and of which \$19 million was recognized as "Cost of services." The \$93 million reflected in "Other" included \$100 million of business combination fees paid to unrelated parties in connection with the transactions with SoftBank and Clearwire and are classified within selling, general and administrative expense in our consolidated statements of operations. This is partially offset by \$7 million of reimbursements related to 2012 hurricane-related charges recorded as a contra expense in cost of services in our consolidated statements of operations.

Other, net reflected an expense of \$683 million in the Predecessor 191-day period ended July 10, 2013. Exit costs included lease exit costs of \$478 million primarily associated with taking certain Nextel platform sites off-air by June 30, 2013 and \$151 million related to payments that will continue to be made under our backhaul access contracts for which we will no longer be receiving any economic benefit. Of the \$151 million of future payments, \$35 million was recognized as "Cost of services" and \$116 million was recognized in "Severance and exit costs." We also recognized \$58 million of severance related to reductions in force. "Other" included \$53 million of business combination fees paid to unrelated parties as described above, partially offset by a favorable ruling by the Texas Supreme Court in connection with the taxation of E911 services, which resulted in a non-cash benefit of \$22 million.

Other, net reflected an expense of \$3 million in the Predecessor three-month period ended March 31, 2013. Severance and exit costs \$17 million of severance primarily associated with selective reductions in force and \$8 million of lease exit costs associated with taking certain Nextel platform sites off-air. A favorable ruling by the Texas Supreme Court in connection with the taxation of E911 services resulted in a non-cash benefit of \$22 million in the quarter ended March 31, 2013.

Other, net reflected income of \$22 million in the Predecessor year ended December 31, 2012. Severance and exit costs in 2012 included lease exit costs of \$196 million associated with taking certain Nextel platform sites off-air in the quarters ending June 30, 2012 and September 30, 2012. Gains from asset dispositions and exchanges were primarily related to spectrum exchange transactions. The spectrum hosting contract termination was a result of the recognition of \$236 million of the total \$310 million paid by LightSquared in 2011 as operating income in "Other, net" due to the termination of our spectrum hosting arrangement with LightSquared. The amount reflected in "Other" consisted of \$45 million of hurricane-related costs and \$19 million of expenses associated with business combinations partially offset by \$17 million in benefits resulting from favorable developments relating to access cost disputes with certain

exchange carriers.

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Interest Expense

Successor Year Ended March 31, 2015 and Successor Year Ended December 31, 2013

Interest expense increased \$1.1 billion, or 123%, in the year ended March 31, 2015 compared to the year ended December 31, 2013 primarily due to interest associated with debt of \$9.0 billion issued in September and December 2013 as well as comparing a full calendar year to a shortened Post-merger period. The effective interest rate, which includes capitalized interest, on the weighted average long-term debt balance of \$32.7 billion was 6.4% in the year ended March 31, 2015 compared to 7.7% for the Combined year ended December 31, 2013. The decrease in the effective interest rate is primarily due to interest expense of \$247 million recognized in the Combined year ended December 31, 2013 related to the beneficial conversion feature on the \$3.1 billion Bond. See "Liquidity and Capital Resources" for more information on the Company's financing activities.

Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Interest expense increased \$84 million, or 19%, in the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013, primarily due to interest associated with debt of \$9.0 billion issued in September and December 2013 and the debt assumed as a result of the Clearwire acquisition. This was partially offset by premium amortization which was the result of our debt being revalued in connection with the SoftBank merger. The effective interest rate, which includes capitalized interest, on the weighted average long-term debt balance of \$32.9 billion and \$24.5 billion was 6.4% and 7.3% for the Successor three-month transition period ended March 31, 2014 and the Predecessor three-month period ended March 31, 2013, respectively. See "Liquidity and Capital Resources" for more information on the Company's financing activities.

Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Interest expense decreased \$510 million, or 36%, for the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012. The decrease was primarily due to comparing a shortened Post-merger period to a Predecessor period representing a full calendar year. This decrease was partially offset by interest expense increases as a result of the debt assumed in the Clearwire Acquisition and new debt issuances of \$9.0 billion in September and December 2013. See "Liquidity and Capital Resources" for more information on the Company's financing activities.

Taking into account the Clearwire and SoftBank transactions, the Company's consolidated debt balance was approximately \$33.0 billion as of December 31, 2013. The effective interest rate, which includes capitalized interest, for the Combined year ended December 31, 2013 was 7.7% based on a weighted average long-term debt balance of \$27.5 billion. The effective interest rate, which includes capitalized interest, on the weighted average long-term debt balances of \$22.0 billion was 7.8% for the Predecessor year ended December 31, 2012. See "Liquidity and Capital Resources" for more information on the Company's financing activities.

Combined Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

In addition to the explanations above, the interest expense increase for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 was partially due to reductions in the amount of interest capitalized related to spectrum licenses.

Equity in Losses of Unconsolidated Investments, net

As a result of the Clearwire Acquisition on July 9, 2013 and the resulting consolidation of Clearwire results of operations into the accounts of the Company, the Successor period results of operations do not reflect any equity in losses of unconsolidated investments. Equity in losses from Clearwire were \$482 million, \$202 million, and \$1.1 billion for the Predecessor 190-day period ended July 9, 2013, Predecessor unaudited three-month period ended March 31, 2013, and the Predecessor year ended December 31, 2012, respectively. The equity in losses from our investment in Clearwire consisted of our share of Clearwire's net loss and other adjustments, if any, such as non-cash impairment of our investment, gains or losses associated with the dilution of our ownership interest resulting from Clearwire's equity issuances, derivative losses associated with the change in fair value of the embedded derivative included in exchangeable notes between Clearwire and Sprint, and other items recognized by Clearwire Corporation that did not affect our economic interest. Sprint's equity in losses for the Predecessor 190-day period ended July 9, 2013, include a \$65 million derivative loss associated with the change in fair value of the embedded derivative. Equity

in losses from Clearwire for the year ended December 31, 2012 included \$204 million in pre-tax impairment reflecting Sprint's reduction in the carrying value of its investment in Clearwire to an estimated fair value as well as charges of approximately \$41 million, which were associated with Clearwire's write-off of certain network and other assets that no longer met its strategic plans.

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Other income (expense), net

The following table provides additional information on items included in "Other income (expense), net."

	Successor			Combined	Successor			Predecessor	
	Year	Three Months		Year	Year	87 Days	191 Days	Years	
	Ended	Ended		Ended	Ended	Ended	Ended	Ended	
	March	March 31,		December	December	December	July 10,	December	
	31,	March 31,		31,	31,	31,	July 10,	31,	
	2015	2014	2013	2013	2013	2012	2013	2012	
	(in millions)								
Interest income	\$12	\$4	\$14	\$69	\$36	\$10	\$33	\$65	
Gain (loss) on early retirement of debt	—	—	—	44	56	—	(12) 81	
Other, net	15	(3) (8) (21) (19) —	(2) 44	
Total	\$27	\$1	\$6	\$92	\$73	\$10	\$19	\$190	

Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

"Other income (expense), net" represented income of \$73 million for the Successor year ended December 31, 2013 compared to income of \$190 million in the Predecessor year ended December 31, 2012. Other, net in the Successor year ended December 31, 2013 primarily consisted of \$159 million of income related to the recognition of the remaining unaccreted convertible bond discount. In addition, the Successor year ended December 31, 2013 included a \$175 million loss related to the embedded derivative associated with the Bond. Gain on early retirement of debt in the Successor year ended December 31, 2013 was a result of early retirement of the Clearwire Communications LLC and Clearwire Finance, Inc. 12% secured notes due 2015 and 12% secured notes due 2017 and in the Predecessor year ended December 31, 2012 was attributable to the early redemption of Nextel Communications, Inc. debt.

Income Tax Expense

The Successor period income tax benefit for the year ended March 31, 2015 of \$574 million represented a consolidated effective tax rate of approximately 15%. The Successor period income tax expense for the three-month transition period ended March 31, 2014 and the year ended December 31, 2013 of \$56 million and \$45 million, respectively, represented a consolidated effective tax rate of approximately 59% and 3%, respectively. The Predecessor period income tax expense for the three-month period ended March 31, 2013 and year ended December 31, 2012 of \$38 million and \$154 million, respectively, represented a consolidated effective tax rate of approximately 6% and 4%, respectively. The income tax benefit for the year ended March 31, 2015 is primarily attributable to recognition of a tax benefit on the \$1.9 billion Sprint trade name impairment loss, partially offset by tax expense on taxable temporary differences from the amortization of FCC licenses for income tax purposes. The expense for the 191 days ended July 10, 2013 of approximately \$1.6 billion was primarily attributable to the recognition of tax expense on the \$2.9 billion gain on previously-held equity interests in Clearwire. The income tax expense for the remaining Successor and Predecessor periods presented was primarily attributable to taxable temporary differences from amortization of FCC licenses and included net increases to the valuation allowance for federal and state deferred tax assets primarily related to net operating loss carryforwards generated during the respective periods of \$82 million and \$708 million, for the Successor three-month transition period ended March 31, 2014 and year ended December 31, 2013, respectively, and \$265 million and \$1.8 billion for the Predecessor three-month period ended March 31, 2013 and year ended December 31, 2012, respectively. The income tax expense for the year ended December 31, 2012 also included a \$69 million tax benefit resulting from the resolution of various federal and state income tax uncertainties. Additional information related to items impacting the effective tax rates can be found in the Notes to the Consolidated Financial Statements.

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Segment Earnings - Wireless

Wireless segment earnings are a function of wireless service revenue, the sale of wireless devices (handsets and tablets), broadband devices, connected devices and accessories, in addition to costs to acquire subscribers and network and interconnection costs to serve those subscribers, as well as other Wireless segment operating expenses. The costs to acquire our subscribers include the net cost at which we sell our devices, referred to as equipment net subsidies, as well as the marketing and sales costs incurred to attract those subscribers. Network costs primarily represent switch and cell site costs, backhaul costs, and interconnection costs, which generally consist of per-minute usage fees and roaming fees paid to other carriers. The remaining costs associated with operating the Wireless segment include the costs to operate our customer care organization and administrative support. Wireless service revenue, costs to acquire subscribers, and variable network and interconnection costs fluctuate with the changes in our subscriber base and their related usage, but some cost elements do not fluctuate in the short term with these changes.

As shown by the table above under "Consolidated Results of Operations," Wireless segment earnings represented almost all of our total consolidated segment earnings (loss) for the year ended March 31, 2015. The wireless industry is subject to competition to retain and acquire subscribers of wireless services. Most markets in which we operate have high rates of penetration for wireless services.

In late 2013, we introduced new service plans, which include device payment through installment billing, that allow subscribers to forgo traditional service contracts and handset subsidies in exchange for lower monthly service fees, early upgrade options, or both. As the adoption rates of these plans increase throughout our base of subscribers, we expect Sprint platform postpaid ARPU to continue to decline as result of lower pricing associated with our new service plans as compared to our traditional plans, which reflect higher service revenue and lower equipment revenue; however, we also expect reduced equipment net subsidy expense due to Sprint Easy Pay and leasing programs to partially offset these declines. Within the Wireless segment, postpaid wireless services represent the most significant contributor to earnings, and is driven by the number of postpaid subscribers to our services, as well as ARPU. We began to experience net losses of postpaid handset subscribers in mid-2013. Since the release of our new price plans, results have shown improvement in trends of handset losses; however, there can be no assurance that this trend will continue. The net loss of postpaid handset subscribers in the period beginning April 1, 2014 through the year ended March 31, 2015 is expected to cause wireless service revenue to be approximately \$1.2 billion lower for the fiscal year 2015 than it would have been had those subscribers not been lost. The expected negative impact to service revenue and wireless segment earnings as a result of these subscriber losses is expected to be partially mitigated by net additions of tablets and connected devices experienced during the same period and increases in equipment revenue due to subscribers electing to use our installment billing and leasing programs. In addition, we leased devices through Sprint direct channels totaling approximately \$1.2 billion during the year ended March 31, 2015 that would have increased cost of goods sold if they had been purchased under the installment billing or traditional subsidized programs. If the trend of handset subscriber net losses continues, we expect to see continued pressure on segment earnings. We have taken initiatives to provide the best value in wireless service while continuing to enhance our network performance, coverage and capacity in order to attract and retain valuable handset subscribers. In addition, we are evaluating our cost model to operationalize a more effective cost structure that better matches our new service plans, which we believe may help to relieve some of the pressure we expect on earnings.

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The following table provides an overview of the results of operations of our Wireless segment.

	Successor		Combined	Successor	Predecessor		
	Year	Three	Year Ended	Year Ended	191 Days	Three	Years
	Ended	Months	December	December	Ended	Months	Ended
	March 31,	Ended	31,	31,	July 10,	Ended	December
		March 31,				March 31,	31,
Wireless Segment Earnings	2015	2014	2013	2013	2013	2013	2012
	(in millions)						
Sprint platform	\$21,181	\$5,719	\$23,225	\$10,983	\$12,242	\$5,773	\$22,264
Nextel platform	—	—	217	—	217	143	1,455
Total postpaid	21,181	5,719	23,442	10,983	12,459	5,916	23,719
Sprint platform	4,905	1,232	4,867	2,265	2,602	1,194	4,380
Nextel platform	—	—	50	—	50	33	525
Total prepaid	4,905	1,232	4,917	2,265	2,652	1,227	4,905
Other ⁽¹⁾	458	145	359	331	28	—	—
Retail service revenue	26,544	7,096	28,718	13,579	15,139	7,143	28,624
Wholesale, affiliate and other	793	159	545	266	279	133	483
Total service revenue	27,337	7,255	29,263	13,845	15,418	7,276	29,107
Cost of services							
(exclusive of depreciation and amortization)	(7,945)	(2,106)	(9,045)	(4,342)	(4,703)	(2,171)	(9,017)
Service gross margin	19,392	5,149	20,218	9,503	10,715	5,105	20,090
Service gross margin percentage	71 %	71 %	69 %	69 %	69 %	70 %	69 %
Equipment revenue	4,990	999	3,504	1,797	1,707	813	3,248
Cost of products							
(exclusive of depreciation and amortization)	(9,309)	(2,038)	(9,475)	(4,603)	(4,872)	(2,293)	(9,905)
Equipment net subsidy	(4,319)	(1,039)	(5,971)	(2,806)	(3,165)	(1,480)	(6,657)
Equipment net subsidy percentage	(87)%	(104)%	(170)%	(156)%	(185)%	(182)%	(205)%
Selling, general and administrative expense	(9,179)	(2,273)	(9,299)	(4,519)	(4,780)	(2,230)	(9,286)
Wireless segment earnings	\$5,894	\$1,837	\$4,948	\$2,178	\$2,770	\$1,395	\$4,147

(1) Represents service revenue primarily related to the acquisition of Clearwire on July 9, 2013.

Service Revenue

Our Wireless segment generates service revenue from the sale of wireless services and the sale of wholesale and other services. Service revenue consists of fixed monthly recurring charges, variable usage charges and miscellaneous fees such as activation fees, directory assistance, roaming, equipment protection, late payment and early termination charges, and certain regulatory related fees, net of service credits.

The ability of our Wireless segment to generate service revenue is primarily a function of:

- revenue generated from each subscriber, which in turn is a function of the types and amount of services utilized by each subscriber and the rates charged for those services; and
- the number of subscribers that we serve, which in turn is a function of our ability to retain existing subscribers and acquire new subscribers.

Retail comprises those subscribers to whom Sprint directly provides wireless services, whether those services are provided on a postpaid or a prepaid basis. We also categorize our retail subscribers as prime and subprime based upon subscriber credit profiles. We use proprietary scoring systems that measure the credit quality of our subscribers using several factors, such as credit bureau information, subscriber credit risk scores and service plan characteristics. Payment history is subsequently monitored to further evaluate subscriber credit profiles. Wholesale and affiliates are those subscribers who are served through MVNO and affiliate relationships and other arrangements through which wireless services are sold by Sprint to other companies that resell those services to subscribers.

Successor Year Ended March 31, 2015 and Successor Year Ended December 31, 2013

Retail service revenue increased \$13.0 billion, or 95%, for the Successor year ended March 31, 2015 compared to the year ended December 31, 2013 primarily due to comparing a full twelve-month period to a shortened Post-merger period as well as growth in our prepaid Boost brand that carries a higher average revenue per subscriber. These increases were offset by growth in tablet sales and postpaid subscribers on our new plans that tend to carry a lower average revenue per subscriber

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as well as a decline in average postpaid and prepaid subscribers, which resulted in an overall decrease in retail service revenue when comparing the Successor year ended March 31, 2015 to the Combined year ended December 31, 2013. Wholesale, affiliate and other revenues increased \$527 million, or 198%, for the Successor year ended March 31, 2015 compared to the year ended December 31, 2013 primarily due to comparing a full twelve-month period to a shortened Post-merger period. In addition, wholesale, affiliate and other revenues increased as a result of interest revenue associated with installment billing on handsets and an increase in revenues resulting from acquisitions in 2013. Approximately 53% of our total wholesale and affiliate subscribers represent connected devices. These devices generate revenue from usage which varies depending on the solution being utilized. Average revenue per connected device is generally significantly lower than revenue from other wholesale and affiliate subscribers; however, the cost to service these subscribers is also lower resulting in a higher gross margin as a percent of revenue.

Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Retail service revenue slightly decreased \$47 million, or 1%, for the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013. The decrease was driven by the loss of postpaid and prepaid subscribers due to the shut-down of the Nextel platform on June 30, 2013, partially offset by the postpaid and prepaid revenues resulting from the acquisitions in 2013.

Wholesale, affiliate and other revenues increased \$26 million, or 20%, for the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013 primarily due to an increase in revenues resulting from acquisitions in 2013. Approximately 45% of our wholesale and affiliate subscribers represent connected devices. These devices generate revenue from usage which varies depending on the solution being utilized. Average revenue per connected device is generally significantly lower than revenue from other wholesale and affiliate subscribers; however, the cost to service these subscribers is also lower resulting in a higher gross margin as a percent of revenue.

Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Retail service revenue decreased \$15.0 billion, or 53%, for the year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012, primarily due to comparing operating results for the shortened Post-merger period to the 2012 Predecessor period consisting of a full calendar year. In addition, there was a decline of 1.6% in average retail subscribers in the 2013 Successor period as compared to the 2012 Predecessor period primarily resulting from the shut-down of the Nextel platform on June 30, 2013. This decrease was partially offset by a higher average revenue per retail subscriber in 2013 as compared to 2012 primarily due to the \$10 premium data add-on charge for smartphones, combined with increased postpaid and prepaid revenues resulting from acquisitions in 2013.

Wholesale, affiliate and other revenues decreased \$217 million, or 45%, for the year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012, primarily due to comparing operating results for the shortened Post-merger period to the 2012 Predecessor period consisting of a full calendar year. The decrease was partially offset by an increase in revenues resulting from acquisitions in 2013, combined with growth in our MVNO's reselling postpaid services and connected devices. At December 31, 2013, approximately 43% of our wholesale and affiliate subscribers represented connected devices. These devices generate revenue from usage which varies depending on the solution being utilized. Average revenue per connected device is generally significantly lower than revenue from other wholesale and affiliate subscribers; however, the cost to service these subscribers is also lower resulting in a higher gross margin as a percent of revenue.

Combined Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

In addition to the explanations above, retail service revenue for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 increased \$94 million primarily from the consolidation of Clearwire and subscriber growth mainly in our Virgin prepaid brand as prepaid subscribers are choosing higher rate plans as a result of the increased availability of smartphones. In addition, Sprint platform postpaid service revenue increased due to our \$10 premium data add-on charge required for all smartphones combined with a reduction in the number of subscribers eligible for certain plan discounts due to policy changes and fewer customer care credits.

In addition to the explanations above, wholesale, affiliate and other revenue for the Combined year ended December 31, 2013 compared to the same Predecessor year ended December 31, 2012 increased due to slight growth in the reselling of prepaid services by MVNO's and affiliates.

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Average Monthly Service Revenue per Subscriber and Subscriber Trends

The table below summarizes average number of retail subscribers. Additional information about the number of subscribers, net additions (losses) to subscribers, and average rates of monthly postpaid and prepaid subscriber churn for each quarter since the quarter ended March 31, 2012 may be found in the tables on the following pages.

	Successor		Combined	Successor		Predecessor	
	Year	Three	Year	Year	191	Three	Years
	Ended	Months	Ended	Ended	Days	Months	Ended
	March 31,	Ended	December	December	Ended	Ended	December
	2015	March 31,	31,	31,	July 10,	March 31,	31,
		2014	2013	2013	2013	2013	2012
	(subscribers in thousands)						
Average postpaid subscribers	30,068	30,639	31,124	30,957	31,296	31,566	32,462
Average prepaid subscribers	15,401	16,097	15,901	16,040	15,793	15,686	15,291
Average retail subscribers	45,469	46,736	47,025	46,997	47,089	47,252	47,753

The table below summarizes ARPU. Additional information about ARPU for each quarter since the quarter ended March 31, 2012 may be found in the tables on the following pages.

	Successor		Combined	Successor		Predecessor	
	Year	Three	Year	Year	191	Three	Years
	Ended	Months	Ended	Ended	Days	Months	Ended
	March 31,	Ended	December	December	Ended	Ended	December
	2015	March 31,	31,	31,	July 10,	March 31,	31,
		2014	2013	2013	2013	2013	2012
ARPU ⁽¹⁾ :							
Postpaid	\$59.32	\$62.98	\$63.29	\$63.46	\$63.10	\$62.47	\$60.84
Prepaid	\$27.81	\$27.07	\$26.62	\$26.64	\$26.57	\$26.08	\$26.72
Average retail	\$48.65	\$50.61	\$50.89	\$50.89	\$50.85	\$50.39	\$49.92

(1) ARPU is calculated by dividing service revenue by the sum of the monthly average number of subscribers in the applicable service category. Changes in average monthly service revenue reflect subscribers for either the postpaid or prepaid service category who change rate plans, the level of voice and data usage, the amount of service credits which are offered to subscribers, plus the net effect of average monthly revenue generated by new subscribers and deactivating subscribers. Combined ARPU for 2013 aggregates service revenue from the Predecessor 191-day period ended July 10, 2013 and the Successor year ended December 31, 2013 divided by the sum of the monthly average subscribers during the year ended December 31, 2013.

Successor Year Ended March 31, 2015 and Successor Year Ended December 31, 2013

Postpaid ARPU for the Successor year ended March 31, 2015 decreased compared to the year ended December 31, 2013 primarily due to growth in sales of tablets, which carry a lower revenue per subscriber combined with the impact of subscriber migration to many of our new service plans, resulting in lower service fees. We expect Sprint platform postpaid ARPU to continue to decline during fiscal year 2015 as a result of lower service fees associated with many of our new price plans, and a continued increase in tablet mix that carry a lower ARPU; however, as a result of our installment billing and leasing programs, we expect reduced equipment net subsidy expense to partially offset these declines. Prepaid ARPU for the Successor year ended March 31, 2015 increased compared to the year ended December 31, 2013 primarily due to an increase of higher average Boost subscribers which carry a higher ARPU as compared to other prepaid brands partially offset by decreases in total average subscribers, primarily in the Virgin Mobile and Assurance brands.

Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Postpaid ARPU for the Successor three-month transition period ended March 31, 2014 increased compared to the same Predecessor period in 2013 primarily due to the shut-down of the Nextel platform on June 30, 2013 and the impact of losing subscribers who carried a lower average revenue per subscriber. This increase was partially offset by a lower revenue per subscriber carried by subscribers acquired in the Clearwire and U.S. Cellular acquisitions and growth in sales of tablets, which also carry a lower revenue per subscriber. Prepaid ARPU for the Successor three-month transition period ended March 31, 2014 increased compared to the same Predecessor period in 2013 primarily due to the impact of a higher revenue per subscriber carried by subscribers acquired in the Clearwire acquisition combined with an increase in ARPU primarily for the Virgin Mobile prepaid brands as subscribers chose higher priced plans.

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Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Postpaid ARPU for the year ended December 31, 2013 compared to the Predecessor period in 2012 increased primarily due to higher monthly recurring revenues, including the \$10 premium data add-on charges for all smartphones and device protection fees, combined with other fee increases and a reduction in the number of subscribers eligible for certain plan discounts due to policy changes and fewer customer care credits. The increase in postpaid ARPU was partially offset by lower variable usage-based revenues due to the popularity of unlimited plan options, combined with a lower revenue per subscriber carried by subscribers acquired in the Clearwire and U.S. Cellular acquisitions and growth in sales of tablets, which also carry a lower revenue per subscriber. Prepaid ARPU for the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 declined primarily as a result of the impact of purchase price accounting to eliminate deferred revenues, partially offset by the impact of a higher revenue per subscriber carried by subscribers acquired in the Clearwire Acquisition.

Combined Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

In addition to the explanations above, prepaid ARPU for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 declined primarily as a result of a decrease in ARPU for our Assurance Wireless brand due to a lower number of active Assurance subscribers as a percentage of the average number of Assurance subscribers, primarily as a result of the recertification process. This decrease was partially offset by an increase in ARPU for primarily the Virgin prepaid brands as subscribers are choosing higher priced plans due to the increased availability of smartphones. ARPU as it relates to our Assurance Wireless brand was also impacted as a result of the recertification process because those subscribers no longer had a revenue impact after December 31, 2012, but continued to be included in the prepaid subscriber based until deactivation in the quarter ended June 30, 2013.

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The following table shows (a) net additions (losses) of wireless subscribers, (b) our total subscribers, and (c) end of period connected device subscribers as of the end of each quarterly period beginning with the quarter ended March 31, 2012.

	March 31, 2012	June 30, 2012	Sept 30, 2012	Dec 31, 2012	March 31, 2013	June 30, 2013	Sept 30, 2013	Dec 31, 2013	March 31, 2014	June 30, 2014	Sept 30, 2014	Dec 31, 2014	March 31, 2015
Net additions (losses) (in thousands) ⁽¹⁾													
Sprint platform:													
Postpaid	263	442	410	401	12	194	(360)	58	(231)	(181)	(272)	30	21
Prepaid	870	451	459	525	568	(486)	84	322	(364)	(542)	35	410	54
Wholesale and affiliates ⁽²⁾	785	388	14	(243)	(224)	(228)	181	302	212	503	827	527	49
Total Sprint platform	1,918	1,281	883	683	356	(520)	(95)	682	(383)	(220)	590	967	1,2
Nextel platform:													
Postpaid	(455)	(688)	(866)	(644)	(572)	(1,060)	—	—	—	—	—	—	—
Prepaid	(381)	(310)	(440)	(376)	(199)	(255)	—	—	—	—	—	—	—
Total Nextel platform	(836)	(998)	(1,306)	(1,020)	(771)	(1,315)	—	—	—	—	—	—	—
Transactions ⁽²⁾ :													
Postpaid	—	—	—	—	—	(179)	(175)	(127)	(102)	(64)	(64)	(49)	(4)
Prepaid	—	—	—	—	—	(20)	(56)	(103)	(51)	(77)	(55)	(39)	(18)
Wholesale	—	—	—	—	—	—	13	25	69	27	13	13	22
Total Transactions	—	—	—	—	—	(199)	(218)	(205)	(84)	(114)	(106)	(75)	(3)
Total retail postpaid	(192)	(246)	(456)	(243)	(560)	(1,045)	(535)	(69)	(333)	(245)	(336)	(19)	17
Total retail prepaid	489	141	19	149	369	(761)	28	219	(415)	(619)	(20)	371	52
Total wholesale and affiliate	785	388	14	(243)	(224)	(228)	194	327	281	530	840	540	51
Total Wireless	1,082	283	(423)	(337)	(415)	(2,034)	(313)	477	(467)	(334)	484	892	1,2
End of period subscribers (in thousands) ⁽¹⁾													
Sprint platform:													
Postpaid ⁽³⁾	28,992	29,434	29,844	30,245	30,257	30,451	30,091	30,149	29,918	29,737	29,465	29,495	29
Prepaid	13,698	14,149	14,608	15,133	15,701	15,215	15,299	15,621	15,257	14,715	14,750	15,160	15
Wholesale and affiliates ⁽²⁾⁽³⁾⁽⁴⁾	8,003	8,391	8,405	8,162	7,938	7,710	7,862	8,164	8,376	8,879	9,706	10,233	10
Total Sprint platform	50,693	51,974	52,857	53,540	53,896	53,376	53,252	53,934	53,551	53,331	53,921	54,888	56
Nextel platform:													
Postpaid	3,830	3,142	2,276	1,632	1,060	—	—	—	—	—	—	—	—
Prepaid	1,580	1,270	830	454	255	—	—	—	—	—	—	—	—

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Total Nextel platform Transactions ⁽²⁾ :	5,410	4,412	3,106	2,086	1,315	—	—	—	—	—	—	—	—
Postpaid	—	—	—	—	—	173	815	688	586	522	458	409	36
Prepaid	—	—	—	—	—	39	704	601	550	473	418	379	36
Wholesale	—	—	—	—	—	—	106	131	200	227	240	253	27
Total Transactions	—	—	—	—	—	212	1,625	1,420	1,336	1,222	1,116	1,041	1,0
Total retail postpaid ⁽³⁾	32,822	32,576	32,120	31,877	31,317	30,624	30,906	30,837	30,504	30,259	29,923	29,904	30
Total retail prepaid	15,278	15,419	15,438	15,587	15,956	15,254	16,003	16,222	15,807	15,188	15,168	15,539	16
Total wholesale and affiliates ⁽³⁾⁽⁴⁾	8,003	8,391	8,405	8,162	7,938	7,710	7,968	8,295	8,576	9,106	9,946	10,486	11
Total Wireless	56,103	56,386	55,963	55,626	55,211	53,588	54,877	55,354	54,887	54,553	55,037	55,929	57

Table of ContentsSupplemental data -
connected devicesEnd of period
subscribers (in
thousands)⁽³⁾

Retail postpaid	791	809	817	813	824	798	834	922	968	988	1,039	1,180	1,320
Wholesale and affiliates	2,217	2,361	2,542	2,670	2,803	3,057	3,298	3,578	3,882	4,192	4,635	5,175	5,832
Total	3,008	3,170	3,359	3,483	3,627	3,855	4,132	4,500	4,850	5,180	5,674	6,355	7,152

A subscriber is defined as an individual line of service associated with each device activated by a customer.

Subscribers that transfer from their original service category classification to another platform, or another service (1) line within the same platform, are reflected as a net loss to the original service category and a net addition to their new service category. There is no net effect for such subscriber changes to the total wireless net additions (losses) or end of period subscribers.

We acquired approximately 352,000 postpaid subscribers and 59,000 prepaid subscribers through the acquisition of assets from U.S. Cellular when the transaction closed on May 17, 2013. We acquired approximately 788,000 (2) postpaid subscribers (excluding 29,000 Sprint wholesale subscribers transferred to Transactions postpaid subscribers that were originally recognized as part of our Clearwire MVNO arrangement), 721,000 prepaid subscribers, and 93,000 wholesale subscribers as a result of the Clearwire Acquisition when the transaction closed on July 9, 2013.

Subscribers through some of our MVNO relationships have inactivity either in voice usage or primarily as a result of the nature of the device, where activity only occurs when data retrieval is initiated by the end-user and may (3) occur infrequently. Although we continue to provide these subscribers access to our network through our MVNO relationships, approximately 1,788,000 subscribers at March 31, 2015 through these MVNO relationships have been inactive for at least six months, with no associated revenue during the six-month period ended March 31, 2015.

End of period connected devices are included in total retail postpaid or wholesale and affiliates end of period (4) subscriber totals for all periods presented.

The following table shows (a) our average rates of monthly postpaid and prepaid subscriber churn and (b) our recapture of Nextel platform subscribers that deactivated but remained as subscribers on the Sprint platform as of the end of each quarterly period beginning with the quarter ended March 31, 2012.

	March 31, 2012	June 30, 2012	Sept 30, 2012	Dec 31, 2012	March 31, 2013	June 30, 2013	Sept 30, 2013	Dec 31, 2013	March 31, 2014	June 30, 2014	Sept 30, 2014	Dec 31, 2014	March 31, 2015
Monthly subscriber churn rate ⁽¹⁾													
Sprint platform:													
Postpaid	2.00%	1.69%	1.88%	1.98%	1.84%	1.83%	1.99%	2.07%	2.11%	2.05%	2.18%	2.30%	1.84%
Prepaid	2.92%	3.16%	2.93%	3.02%	3.05%	5.22%	3.57%	3.01%	4.33%	4.44%	3.76%	3.94%	3.84%
Nextel platform:													
Postpaid	2.09%	2.56%	4.38%	5.27%	7.57%	33.90%	—	—	—	—	—	—	—
Prepaid	8.73%	7.18%	9.39%	9.79%	12.46%	32.13%	—	—	—	—	—	—	—
Transactions ⁽²⁾ :													
Postpaid	—	—	—	—	—	26.64%	6.38%	5.48%	5.48%	4.15%	4.66%	4.09%	3.87%
Prepaid	—	—	—	—	—	16.72%	8.84%	8.18%	5.11%	6.28%	5.70%	4.95%	3.77%

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Total retail postpaid	2.01%	1.79%	2.09%	2.18%	2.09%	2.63%	2.09%	2.15%	2.18%	2.09%	2.22%	2.33%	1.87%
Total retail prepaid	3.61%	3.53%	3.37%	3.30%	3.26%	5.51%	3.78%	3.22%	4.35%	4.50%	3.81%	3.97%	3.84%
Nextel platform subscriber recaptures													
Rate ⁽³⁾ :													
Postpaid	46%	60%	59%	51%	46%	34%	—	—	—	—	—	—	—
Prepaid	23%	32%	34%	50%	34%	39%	—	—	—	—	—	—	—
Subscribers ⁽⁴⁾ :													
Postpaid	228	431	516	333	264	364	—	—	—	—	—	—	—
Prepaid	137	143	152	188	67	101	—	—	—	—	—	—	—

- Churn is calculated by dividing net subscriber deactivations for the quarter by the sum of the average number of subscribers for each month in the quarter. For postpaid accounts comprising multiple subscribers, such as family plans and enterprise accounts, net deactivations are defined as deactivations in excess of subscriber activations in a particular account within 30 days. Postpaid and Prepaid churn consist of both voluntary churn, where the subscriber makes his or her own determination to cease being a subscriber, and involuntary churn, where the subscriber's service is terminated due to a lack of payment or other reasons.
- (1) Subscriber churn related to the acquisition of assets from U.S. Cellular and the Clearwire Acquisition. Represents the recapture rate defined as the Nextel platform postpaid or prepaid subscribers, as applicable, that switched from the Nextel platform but activated service on the Sprint platform during each period over the total Nextel platform subscriber deactivations in the period for postpaid and prepaid, respectively.
- (2) Represents the Nextel platform postpaid and prepaid subscribers, as applicable, that switched from the Nextel platform during each period but remained with the Company as subscribers on the Sprint platform. Subscribers that deactivated service on the Nextel platform and activated service on the Sprint platform are included in the Sprint platform net additions for the applicable period.
- (3)
- (4)

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The following table shows our postpaid and prepaid ARPU as of the end of each quarterly period beginning with the quarter ended March 31, 2012.

	Predecessor				Successor				Combined Successor					
	March 31, 2012	June 30, 2012	Sept 30, 2012	Dec 31, 2012	March 31, 2013	June 30, 2013	10 Days Ended July 10, 2013	Sept 30, 2013	Sept 30, 2013	Dec 31, 2013	March 31, 2014	June 30, 2014	Sept 30, 2014	Dec 31, 2014
ARPU														
Sprint platform:														
Postpaid	\$62.55	\$63.38	\$63.21	\$63.04	\$63.67	\$64.20	\$64.71	\$64.24	\$64.28	\$64.11	\$63.52	\$62.07	\$60.58	\$58.88
Prepaid	\$25.64	\$25.49	\$26.19	\$26.30	\$25.95	\$26.96	\$26.99	\$25.14	\$25.33	\$26.78	\$26.45	\$27.38	\$27.19	\$27.00
Nextel platform:														
Postpaid	\$40.94	\$40.25	\$38.65	\$37.27	\$35.43	\$36.66	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$—
Prepaid	\$35.68	\$37.20	\$34.73	\$35.59	\$31.75	\$34.48	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$—
Transactions⁽¹⁾:														
Postpaid	\$—	\$—	\$—	\$—	\$—	\$59.87	\$35.75	\$37.44	\$40.00	\$36.30	\$37.26	\$39.16	\$39.69	\$39.69
Prepaid	\$—	\$—	\$—	\$—	\$—	\$19.17	\$12.78	\$40.62	\$43.20	\$40.80	\$43.80	\$45.15	\$45.52	\$45.52
Total retail postpaid	\$59.88	\$60.88	\$61.18	\$61.47	\$62.47	\$63.59	\$64.55	\$63.48	\$63.69	\$63.44	\$62.98	\$61.65	\$60.24	\$58.88
Total retail prepaid	\$26.82	\$26.59	\$26.77	\$26.69	\$26.08	\$27.02	\$26.96	\$25.86	\$26.04	\$27.34	\$27.07	\$27.97	\$27.73	\$27.00

(1) Subscriber ARPU related to the acquisition of assets from U.S. Cellular and the Clearwire Acquisition.

(2) Combined ARPU for the quarterly period ending September 30, 2013 aggregates service revenue from the Predecessor 10-day period ended July 10, 2013 and the Successor three-month period ended September 30, 2013 divided by the sum of the monthly average subscribers during the three months ended September 30, 2013.

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Subscriber Results

Sprint Platform Subscribers

Retail Postpaid — During the Successor year ended March 31, 2015, net postpaid subscriber losses were 212,000 as compared to net losses of 96,000 in the Combined year ended December 31, 2013 and net additions of 1,516,000 in the Predecessor year ended December 31, 2012, inclusive of 1,334,000, 564,000 and 76,000 net additions of tablets, respectively, which generally have a significantly lower ARPU as compared to other wireless subscribers. During the Successor three-month transition period ended March 31, 2014, net postpaid subscriber losses were 231,000 as compared to net additions of 12,000 in the Predecessor three-month period ended March 31, 2013, inclusive of 516,000 and 16,000 net additions of tablet devices, respectively. The primary driver for the net losses in the Successor year ended March 31, 2015, the Successor three-month transition period ended March 31, 2014 and the Combined year ended December 31, 2013 was an increase in churn, primarily due to increased competition and network-related churn impacted by our network modernization program. Other wireless carriers continue various aggressive marketing efforts, including price reductions, to incent subscribers to switch carriers. As a result, we believe these efforts are also negatively impacting churn, which has a negative effect on earnings. The change to net losses in the Combined year ended December 31, 2013 from net additions in the Predecessor year ended December 31, 2012 was also impacted by the absence of Nextel platform recaptures in the second half of 2013 as the shutdown of that network was completed on June 30, 2013. Nextel platform and U. S. Cellular recaptures in the Combined year ended December 31, 2013 totaled 734,000.

Retail Prepaid — During the Successor year ended March 31, 2015, we added 449,000 net prepaid subscribers as compared to adding 488,000 and 2,305,000 net prepaid subscribers in the years ended December 31, 2013 (Combined) and December 31, 2012 (Predecessor), respectively. Net additions in the Successor year ended March 31, 2015 is primarily due to subscriber growth in our Boost brand as a result of new promotions in our indirect channels, partially offset by subscriber losses in the Virgin Mobile prepaid brands primarily due to continued competition. During the Successor three-month transition period ended March 31, 2014, we lost 364,000 net prepaid subscribers as compared to adding 568,000 in the Predecessor three-month period ended March 31, 2013, primarily due to the timing and impact of churn related to the annual recertification of Assurance Wireless subscribers occurring earlier in calendar year 2014 compared to calendar year 2013, combined with a decline in gross subscriber additions across all prepaid brands. In combination with the significant impact of reduced subscriber additions due to the Assurance Wireless recertification, our decline in net additions in the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 was also due to continued competitive pressures in 2012 resulting in promotional offerings that drove increased net additions. Also contributing to the decline in net additions in the Combined year ended December 31, 2013 was the absence of Nextel platform recaptures in the second half of calendar year 2013 as the shutdown of that network was completed. Approximately 168,000 prepaid subscriber additions deactivated service on the Nextel platform in the Successor year ended December 31, 2013 as compared to 620,000 in the Predecessor year ended December 31, 2012.

The federal Lifeline program under which Assurance Wireless operates requires applicants to meet certain eligibility requirements and existing subscribers must recertify as to those requirements annually. New regulations in calendar year 2012, which impact all Lifeline carriers, impose stricter rules on the subscriber eligibility requirements and recertification. These new regulations also required a one-time recertification of the entire June 1, 2012 subscriber base by December 31, 2012. Accounts of subscribers who failed to respond by December 31, 2012 were suspended and made subject to our prepaid churn rules as described below (or 365 days in a limited number of states). However, subscribers could re-apply prior to being deactivated and also had the ability to receive by-the-minute service at their own expense. We deactivated the accounts of approximately 1.2 million subscribers in the quarter ended June 30, 2013 primarily related to the recertification process.

Prepaid subscribers are generally deactivated between 60 and 150 days from the later of the date of initial activation or replenishment; however, prior to account deactivation, targeted retention programs can be offered to qualifying subscribers to maintain ongoing service by providing up to an additional 150 days to make a replenishment. Subscribers targeted through these retention offers are not included in the calculation of churn until their retention offer expires without a replenishment to their account. As a result, end of period prepaid subscribers include

subscribers engaged in these retention programs, however, the number of these subscribers as a percentage of our total prepaid subscriber base has remained consistent over the past four quarters. Assurance Wireless and Clearwire subscribers are excluded from these targeted retention programs.

Wholesale and Affiliate Subscribers — Wholesale and affiliate subscribers represent customers that are served on our networks through companies that resell our wireless services to their subscribers, customers residing in affiliate territories

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and connected devices that utilize our network. Of the 10.7 million Sprint Platform subscribers included in wholesale and affiliates, approximately 54% represent connected devices. Wholesale and affiliate subscriber net additions were 2,349,000 during the Successor year ended March 31, 2015, as compared to 31,000 and 944,000 during the years ended December 31, 2013 (Combined) and December 31, 2012 (Predecessor), inclusive of net additions of connected devices totaling 1,950,000, 908,000 and 593,000, respectively. The increase in net additions in the Successor year ended March 31, 2015 as compared to the Combined year ended December 31, 2013 is primarily attributable to growth in connected devices. Net additions were 212,000 during the Successor three-month transition period ended March 31, 2014 as compared to net losses of 224,000 during the Predecessor three-month period ended March 31, 2013, inclusive of net additions of connected devices totaling 304,000 and 133,000, respectively. Net additions were primarily attributable to growth in connected device subscribers as compared to net losses in the Predecessor three-month period 2013 from the Lifeline programs offered by our MVNO's selling prepaid services affected by new federal regulations, similar to the impact on our Assurance Wireless brand in Retail Prepaid above. Our decline in net additions in the Combined year ended December 31, 2013 as compared the same period in 2012 (Predecessor) was primarily due to targeted efforts in calendar year 2013 and 2012 to reduce inactive subscriber accounts by our wholesale MVNO customers as well as net losses attributable to new Lifeline program recertification regulations as discussed in Retail Prepaid above, partially offset by increases in connected devices and growth in wholesale postpaid resellers.

Transactions Subscribers

As part of the acquisition of assets from U.S. Cellular, which closed in May 2013, we acquired 352,000 postpaid subscribers and 59,000 prepaid subscribers. As part of the Clearwire Acquisition in July 2013, we acquired 788,000 postpaid subscribers (exclusive of Sprint platform wholesale subscribers acquired through our MVNO relationship with Clearwire that were transferred to postpaid subscribers within Transactions), 721,000 prepaid subscribers, and 93,000 wholesale subscribers. For the Successor year ended March 31, 2015, we had net postpaid subscriber losses of 218,000, net prepaid subscriber losses of 189,000 and net wholesale subscriber additions of 75,000. For the Successor three-month transition period ended March 31, 2014, we had net postpaid subscriber losses of 102,000, net prepaid subscriber losses of 51,000 and net wholesale subscriber additions of 69,000, of which approximately 3,000 postpaid subscribers were recaptured on the Sprint platform. For the remainder of the Combined year ended December 31, 2013, we had net postpaid subscriber losses of 481,000, net prepaid subscriber losses of 179,000 and net wholesale subscriber additions of 38,000, of which approximately 106,000 and 8,000 postpaid and prepaid subscribers, respectively, were recaptured on the Sprint platform.

Cost of Services

Cost of services consists primarily of:

- costs to operate and maintain our networks, including direct switch and cell site costs, such as rent, utilities, maintenance, labor costs associated with network employees, and spectrum frequency leasing costs;
- fixed and variable interconnection costs, the fixed component of which consists of monthly flat-rate fees for facilities leased from local exchange carriers based on the number of cell sites and switches in service in a particular period and the related equipment installed at each site, and the variable component of which generally consists of per-minute use fees charged by wireline providers for calls terminating on their networks, which fluctuate in relation to the level and duration of those terminating calls;
- long distance costs paid to the Wireline segment;
- costs to service and repair devices;
- regulatory fees;
- roaming fees paid to other carriers; and
- fixed and variable costs relating to payments to third parties for the use of their proprietary data applications, such as messaging, music, TV, and navigation services by our subscribers.

Successor Year Ended March 31, 2015 and Successor Year Ended December 31, 2013

Cost of services increased \$3.6 billion, or 83%, for the Successor year ended March 31, 2015 compared to the year ended December 31, 2013. The increase was primarily due to comparing results for a full twelve-month period ending March 31, 2015 to the shortened Post-merger period and increases as a result of the Clearwire Acquisition. These

increases were offset by decreases in roaming and other network costs such as rent, utilities, backhaul and labor as a result of declining costs associated with improvements in the quality of our network and the shut-down of the Nextel platform in June 2013, which resulted in an overall decrease in cost of services when comparing the Successor year ended March 31, 2015 to the Combined year ended December 31, 2013.

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Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Cost of services decreased \$65 million, or 3%, for the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013, primarily reflecting reduced network costs such as rent, utilities and backhaul costs related to the shut-down of the Nextel platform in June 2013 combined with a decrease in service and repair costs due to a decline in the volume and frequency of repairs and a decrease in roaming fees due to lower volume and rates, partially offset by net increases as a result of the Clearwire Acquisition.

Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Cost of services decreased \$4.7 billion, or 52%, for the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012, primarily due to comparing operating results for the shortened Post-merger period to the 2012 Predecessor period consisting of a full calendar year. In addition, we had reduced network costs such as rent and utilities in 2013 as a result of the shut-down of the Nextel platform in June 2013 combined with a decrease in service and repair costs due to a decline in the volume and frequency of repairs. These decreases were partially offset by additional network costs due to the modernization of our network as well as the net impact of the Clearwire Acquisition.

Combined Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

In addition to the explanations above, cost of services for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 decreased as a result of a reduction in payments to third-party vendors for use of their proprietary data applications and premium services as a result of more favorable contract rates. These decreases were partially offset by higher backhaul costs primarily due to increased capacity.

Equipment Net Subsidy

We recognize equipment revenue and corresponding costs of devices when title and risk of loss passes to the indirect dealer or end-use subscriber, assuming all other revenue recognition criteria are met. Our marketing plans assume that devices will be sold under the traditional subsidy program or the installment billing program, or leased under the leasing program. Under the traditional subsidy program, we offer certain incentives to retain and acquire subscribers such as new devices at discounted prices. The cost of these incentives is recorded as a reduction to equipment revenue upon activation of the device with a service contract. Under the installment billing program, the device is sold at or near full retail price and we recognize most of the future expected installment payments at the time of sale of the device, which results in the recognition of significantly less equipment net subsidy. Under the leasing program, lease revenue is recorded over the term of the lease.

Cost of products includes equipment costs (primarily devices and accessories), order fulfillment related expenses, and write-downs of device and accessory inventory related to shrinkage and obsolescence. Additionally, cost of products is reduced by any rebates that are earned from the equipment manufacturers. Cost of products in excess of the net revenue generated from equipment sales is referred to in the industry as equipment net subsidy. We also make incentive payments to certain indirect dealers, who purchase the iPhone® directly from Apple. Those payments are recognized as selling, general and administrative expenses when the device is activated with a Sprint service plan because Sprint does not recognize any equipment revenue or cost of products for those transactions. (See Selling, General and Administrative Expense below.)

Successor Year Ended March 31, 2015 and Successor Year Ended December 31, 2013

Equipment revenue increased \$3.2 billion, or 178%, and cost of products increased \$4.7 billion, or 102%, for the Successor year ended March 31, 2015 compared to the year ended December 31, 2013, primarily due to comparing results for a full twelve-month period to a shortened Post-merger period. In addition, equipment revenue increased due to higher revenue from the installment billing and leasing programs and a higher average sales price per postpaid handset sold, partially offset by a decrease in postpaid handsets sold as a result of customers choosing to lease devices instead of purchasing them. Cost of products also increased due to higher average cost per handset sold for postpaid handsets, combined with an increase in prepaid handsets sold. These increases were partially offset by a decrease in postpaid handsets sold as a result of customers choosing to lease devices instead of purchasing them and a lower average cost per handset sold for prepaid handsets, which resulted in an overall decrease in cost of products when comparing the Successor year ended March 31, 2015 to the Combined year ended December 31, 2013.

Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Equipment revenue increased \$186 million, or 23%, for the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013. The increase in equipment revenue was primarily due to higher average sales prices per postpaid and prepaid device sold combined with the impact of a different revenue recognition

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model related to our installment billing program for device purchases. The increase was partially offset by fewer postpaid and prepaid handsets sold. Cost of products declined \$255 million, or 11%, for the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013, primarily due to fewer postpaid and prepaid handsets sold, slightly offset by higher average cost per device sold for postpaid and prepaid devices.

Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Equipment revenue decreased \$1.5 billion, or 45%, and cost of products declined \$5.3 billion, or 54%, for the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012, primarily due to comparing operating results for the shortened Post-merger period to the 2012 Predecessor period consisting of a full calendar year. In addition, the decrease in both equipment revenue and cost of products was due to fewer postpaid handsets sold, which was partially offset by higher average sales prices per postpaid and prepaid device sold as well as increases in prepaid handsets sold.

Combined Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Equipment revenues for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 increased primarily due to higher average sales prices per postpaid and prepaid device sold as well as increases in prepaid volumes, partially offset by fewer postpaid handsets sold. Cost of products decreased primarily from fewer postpaid handsets sold although at a higher average cost per handset, partially offset by an increase in average cost per prepaid handset due to increased sales of more expensive 4G and LTE devices combined with fewer sales of low cost Assurance wireless handsets.

Selling, General and Administrative Expense

Sales and marketing costs primarily consist of subscriber acquisition costs, including commissions paid to our indirect dealers, third-party distributors and retail sales force for new device activations and upgrades, residual payments to our indirect dealers, payments made to OEMs for direct source equipment, payroll and facilities costs associated with our retail sales force, marketing employees, advertising, media programs and sponsorships, including costs related to branding. General and administrative expenses primarily consist of costs for billing, customer care and information technology operations, bad debt expense and administrative support activities, including collections, legal, finance, human resources, corporate communications, strategic planning, and technology and product development.

Successor Year Ended March 31, 2015 and Year Ended December 31, 2013

Sales and marketing expense was \$5.3 billion for the year ended March 31, 2015 representing an increase of \$2.7 billion, or 102%, compared to the year ended December 31, 2013. The increase was primarily due to comparing results for a full twelve-month period ending March 31, 2015 to the shortened Post-merger period ending December 31, 2013, combined with higher advertising costs related to new promotional campaigns. These increases were offset by a reduction in labor-related costs due to our reduction in force and retail store closures in addition to lower commission expense as sales shifted to more cost-effective channels, which resulted in an overall decrease in sales and marketing expense when comparing the Successor year ended March 31, 2015 to the Combined year ended December 31, 2013.

General and administrative costs were \$3.9 billion for the year ended March 31, 2015 representing an increase of \$2.0 billion, or 104%, compared to the year ended December 31, 2013, primarily due to comparing results for a full twelve-month period ending March 31, 2015 to the shortened Post-merger period ending December 31, 2013, combined with an increase in bad debt expense primarily associated with the increase in installment receivables.

These increases were offset by a decrease in customer care costs primarily due to lower call volumes and labor-related initiatives, which resulted in an overall decrease in general and administrative costs when comparing the Successor year ended March 31, 2015 to the Combined year ended December 31, 2013. We reassess our allowance for doubtful accounts quarterly. Changes in our allowance for doubtful accounts are largely attributable to the analysis of historical collection experience and changes, if any, in credit policies established for subscribers.

Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Sales and marketing expense was \$1.4 billion representing an increase of \$70 million, or 5%, for the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013. The increase

was primarily due to higher media spend and commission expense, partially offset by a reduction in labor related costs due to our reduction in force and retail store closures.

General and administrative costs were \$897 million, representing a decrease of \$27 million, or 3%, for the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013, primarily

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reflecting a decrease in customer care costs primarily due to lower call volumes and labor related initiatives, partially offset by an increase in bad debt expense. Bad debt expense was \$155 million for the three-month transition period ended March 31, 2014, representing a \$72 million, or 87%, increase compared to bad debt expense of \$83 million for the same Predecessor period in 2013. The increase in bad debt expense primarily reflects the impact of increased receivables related to our installment billing program.

Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Sales and marketing expense was \$2.6 billion for the Successor year ended December 31, 2013 representing a decrease of \$2.6 billion, or 50%, compared to the Predecessor year ended December 31, 2012 primarily due to comparing operating results for the shortened Post-merger period to the 2012 Predecessor period consisting of a full calendar year. In addition, we had a reduction in commissions expense resulting from our decrease in postpaid subscriber gross additions, which was partially offset by increased costs resulting from the Clearwire Acquisition and higher media spend.

General and administrative costs were \$1.9 billion for the Successor year ended December 31, 2013 representing a decrease of \$2.1 billion, or 53%, compared to the Predecessor year ended December 31, 2012, primarily due to comparing operating results for the shortened Post-merger period to the 2012 Predecessor period consisting of a full calendar year, partially offset by additional IT and overhead costs as a result of the Clearwire Acquisition. Bad debt expense was \$260 million, a decrease of \$281 million in the Successor period 2013 from the Predecessor year ended December 31, 2012. The decrease is primarily related to comparing a shortened Post-merger period to the 2012 Predecessor period consisting of a full calendar year.

Combined Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

In addition to the increases in the explanations above, the increase in sales and marketing expense for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 was also due to increased commissions expense resulting from growth in prepaid sales.

In addition to the explanations above, general and administrative costs decreased for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 also as a result of lower customer care costs primarily due to lower call volumes and fewer calls per subscriber. In addition, the decrease in bad debt expense reflects a decrease in accounts written off, lower average write-off per account, and a decline in involuntary churn.

Segment Earnings - Wireline

We provide a broad suite of wireline voice and data communications services to other communications companies and targeted business and consumer subscribers. In addition, we provide voice, data and IP communication services to our Wireless segment. We provide long distance services and operate all-digital global long distance and Tier 1 IP networks. Our services and products include domestic and international data communications using various protocols such as multiprotocol label switching technologies (MPLS), IP, managed network services, Voice over Internet Protocol (VoIP), Session Initiated Protocol (SIP), and traditional voice services. Our IP services can also be combined with wireless services. Such services include our Sprint Mobile Integration service, which enables a wireless handset to operate as part of a subscriber's wireline voice network, and our DataLinkSM service, which uses our wireless networks to connect a subscriber location into their primarily wireline wide-area IP/MPLS data network, making it easy for businesses to adapt their network to changing business requirements. In addition to providing services to our business customers, the wireline network is carrying increasing amounts of voice and data traffic for our Wireless segment as a result of growing usage by our wireless subscribers.

We continue to assess the portfolio of services provided by our Wireline business and are focusing our efforts on IP-based data services and de-emphasizing stand-alone voice services and non-IP-based data services. We also continue to provide voice services primarily to business consumers. Our Wireline segment markets and sells its services primarily through direct sales representatives.

Wireline segment earnings are primarily a function of wireline service revenue, network and interconnection costs, and other Wireline segment operating expenses. Network costs primarily represent special access costs and interconnection costs, which generally consist of domestic and international per-minute usage fees paid to other

carriers. The remaining costs associated with operating the Wireline segment include the costs to operate our customer care and billing organizations in addition to administrative support. Wireline service revenue and variable network and interconnection costs fluctuate with the changes in our customer base and their related usage, but some cost elements do not fluctuate in the short term with the changes in our customer usage. Our wireline services provided to our Wireless segment are generally accounted for based on market rates, which we believe approximate fair value. The Company generally re-establishes these rates at the

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beginning of each fiscal year. Over the past several years, there has been an industry wide trend of lower rates due to increased competition from other wireline and wireless communications companies as well as cable and Internet service providers. For the fiscal year 2015, we expect wireline segment earnings to decline by approximately \$50 to \$75 million as compared to fiscal year 2014 to reflect changes in market prices for services provided by our Wireline segment to our Wireless segment. Declines in wireline segment earnings related to intercompany pricing rates do not affect our consolidated results of operations as our Wireless segment benefits from an equivalent reduction in cost of service.

The following table provides an overview of the results of operations of our Wireline segment.

	Successor		Combined	Successor		Predecessor	
	Year	Three	Year	Year	191 Days	Three	Years
	Ended	Months	Ended	Ended	Ended	Months	Ended
	March 31,	Ended	December	December	July 10,	Ended	December
Wireline Segment Earnings	2015	March 31,	31,	31,	2013	March 31,	31,
		2014	2013	2013	2013	2013	2012
	(in millions)						
Voice	\$1,174	\$352	\$1,490	\$719	\$771	\$352	\$1,627
Data	213	62	326	138	188	94	398
Internet	1,353	345	1,660	747	913	434	1,781
Other	74	11	61	32	29	13	75
Total net service revenue	2,814	770	3,537	1,636	1,901	893	3,881
Cost of services	(2,338)	(668)	(2,637)	(1,235)	(1,402)	(661)	(2,781)
Service gross margin	476	102	900	401	499	232	1,100
Service gross margin percentage	17 %	13 %	25 %	25 %	26 %	26 %	28 %
Selling, general and administrative expense	(363)	(90)	(406)	(179)	(227)	(104)	(451)
Wireline segment earnings	\$113	\$12	\$494	\$222	\$272	\$128	\$649

Wireline Revenue

Successor Year Ended March 31, 2015 and Successor Year Ended December 31, 2013

Voice Revenues

Voice revenues for the Successor year ended March 31, 2015 increased \$455 million, or 63%, compared to the year ended December 31, 2013. The increase was primarily due to comparing results for a full twelve-month period to a shortened Post-merger period. Offsetting the increase were decreases driven by lower volume and overall rate declines, primarily due to the decline in prices for the sale of services to our Wireless segment, combined with decreases in international hubbing volumes, which resulted in an overall decrease in voice revenues when comparing the Successor year ended March 31, 2015 to the Combined year ended December 31, 2013. Voice revenues generated from the sale of services to our Wireless segment represented 31% of total voice revenues for the Successor year ended March 31, 2015 compared to 33% in the year ended December 31, 2013.

Data Revenues

Data revenues reflect sales of data services, primarily Private Line and managed network services bundled with non-IP-based data access. Data revenues increased \$75 million, or 54%, for the Successor year ended March 31, 2015 compared to the year ended December 31, 2013 primarily due to comparing results for a full twelve-month period to a shortened Post-merger period. Offsetting the increase was a decrease as a result of customer churn, primarily related to Private Line, which resulted in an overall decrease in data revenues when comparing the Successor year ended March 31, 2015 to the Combined year ended December 31, 2013. Data revenues generated from the provision of services to the Wireless segment represented 41% of total data revenue for each of the Successor year ended March 31, 2015 compared to 50% in the year ended December 31, 2013.

Internet Revenue

IP-based data services revenue reflects sales of Internet services, including MPLS, VoIP, SIP, and managed services bundled with IP-based data access. IP-based data services increased \$606 million, or 81%, for the Successor year ended March 31, 2015 compared to the year ended December 31, 2013 primarily due to comparing results for a full twelve-month period to a shortened Post-merger period. Offsetting the increase was a decrease primarily due to fewer IP customers, and in particular, the final transition to in-sourcing at one of our larger cable multiple system operators (MSO's), which resulted in an overall decrease in Internet revenues when comparing the Successor year ended March 31, 2015 to the Combined year ended December 31, 2013. In addition, revenue was also impacted by a decline in the price of services sold to

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our Wireless segment and the elimination of backhaul associated with the decommissioning of the Nextel platform as of June 30, 2013. Sale of services to our Wireless segment represented 12% of total Internet revenues for the Successor year ended March 31, 2015 compared to 11% in the year ended December 31, 2013.

Other Revenues

Other revenues, which primarily consist of sales of customer premises equipment, increased \$42 million, or 131%, primarily due to comparing results for a full twelve-month period to a shortened Post-merger period.

Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Voice Revenues

Voice revenues remained flat for the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013. Overall rate declines were primarily due to the decline in prices for the sale of services to our Wireless segment which were offset by increases in international hubbing volumes in the three-month transition period ended March 31, 2014. Voice revenues generated from the sale of services to our Wireless segment represented 25% of total voice revenues for the Successor three-month transition period ended March 31, 2014 compared to 28% for the Predecessor three-month period ended March 31, 2013.

Data Revenues

Data revenues reflect sales of data services, primarily Private Line and managed network services bundled with non-IP-based data access. Data revenues decreased \$32 million, or 34%, for the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013 as a result of customer churn, primarily related to Private Line. Data revenues generated from the provision of services to the Wireless segment represented 42% of total data revenue for the Successor three-month transition period ended March 31, 2014 compared to 49% for the Predecessor three-month period ended March 31, 2013.

Internet Revenue

IP-based data services revenue reflects sales of Internet services, including MPLS, VoIP, SIP, and managed services bundled with IP-based data access. IP-based data services decreased \$89 million, or 21%, for the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013, primarily due to fewer IP customers, and in particular, the final transition to in-sourcing of one of our larger cable MSO's. Sale of services to our Wireless segment represented 11% of total Internet revenues in both the Successor three-month transition period ended March 31, 2014 and the Predecessor three-month period ended March 31, 2013.

Other Revenues

Other revenues, which primarily consist of sales of customer premises equipment, decreased \$2 million, or 15%, in the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013. Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Voice Revenues

Voice revenues decreased \$908 million, or 56%, for the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 primarily due to comparing operating results for the shortened Post-merger period to a period consisting of a full calendar year. Voice revenues generated from the sale of services to our Wireless segment represented 33% of total voice revenues for the year ended December 31, 2013 compared to 32% for the year ended 2012.

Data Revenues

Data revenues reflect sales of data services, primarily Private Line, and managed network services bundled with non-IP-based data access. Data revenues decreased \$260 million, or 65%, for the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 primarily due to comparing operating results for the shortened Post-merger period to a period consisting of a full calendar year. Data revenues generated from the provision of services to the Wireless segment represented 50% of total data revenue for the year ended December 31, 2013 compared to 44% for the year ended 2012.

Internet Revenue

IP-based data services revenue reflects sales of Internet services, including MPLS, VoIP, SIP, and managed services bundled with IP-based data access. IP-based data services decreased \$1.0 billion, or 58%, for the Successor year

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ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 primarily due to comparing operating results for the shortened Post-merger period to a period consisting of a full calendar year. Sale of services to our Wireless segment represented 11% of total Internet revenues for both the years ended December 31, 2013 and 2012.

Other Revenues

Other revenues, which primarily consist of sales of customer premises equipment, decreased \$43 million, or 57% in the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012, primarily due to comparing operating results for the shortened Post-merger period to a period consisting of a full calendar year. Combined Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Voice Revenues

In addition to the explanations above, voice revenues for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 decreased as a result of overall volume and price declines, of which \$53 million was related to the decline in prices for the sale of services to our Wireless segment, as well as volume declines due to customer churn.

Data Revenues

In addition to the explanations above, data revenues for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 decreased as a result of customer churn driven by the focus to no longer provide frame relay and ATM services.

Internet Revenue

In addition to the explanations above, Internet revenues for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 decreased primarily due to fewer IP customers.

Costs of Services

Costs of services include access costs paid to local phone companies, other domestic service providers and foreign phone companies to complete calls made by our domestic subscribers, costs to operate and maintain our networks, and costs of equipment.

Successor Year Ended March 31, 2015 and Successor Year Ended December 31, 2013

Costs of services increased \$1.1 billion, or 89%, for the Successor year ended March 31, 2015 compared to the year ended December 31, 2013 primarily due to comparing results for a full twelve-month period to a shortened Post-merger period. Offsetting the increase was a decrease primarily due to lower access expense as a result of savings initiatives and declining volumes, which resulted in an overall decrease in cost of services when comparing the Successor year ended March 31, 2015 to the Combined year ended December 31, 2013. Service gross margin percentage decreased from 25% in the Successor year ended December 31, 2013 to 17% in the Successor year ended March 31, 2015 primarily as a result of a decrease in net service revenue partially offset by a decrease in cost of services.

Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Costs of services increased \$7 million, or 1%, in the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013 primarily due to higher contractual rates impacting facility costs. Service gross margin percentage decreased from 26% in the Predecessor three-month period ended March 31, 2013 to 13% in the Successor three-month transition period ended March 31, 2014 primarily as a result of a decrease in net service revenue combined with a slight increase in cost of services.

Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Costs of services decreased \$1.5 billion, or 56%, in the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 primarily due to comparing operating results for the shortened Post-merger period to a period consisting of a full calendar year. Service gross margin percentage decreased from 28% in 2012 and to 25% in 2013, primarily as a result of a decrease in net service revenue partially offset by a decrease in cost of services.

Combined Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

In addition to the explanations above, costs of services for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 decreased primarily due to lower access expense as a result of declining voice, data and Internet volumes.

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Selling, General and Administrative Expense

Successor Year Ended March 31, 2015 and Successor Year Ended December 31, 2013

Selling, general and administrative expense increased \$184 million, or 103%, in the Successor year ended March 31, 2015 compared to the year ended December 31, 2013 primarily due to comparing results for a full twelve-month period to a shortened Post-merger period, partially offset by a decrease due to a reduction in shared administrative and employee-related costs required to support the Wireline segment as a result of the decline in revenue, which resulted in an overall decrease in selling, general and administrative expense when comparing the Successor year ended March 31, 2015 to the Combined year ended December 31, 2013. Total selling, general and administrative expense as a percentage of net services revenue was 13% in the Successor year ended March 31, 2015 compared to 11% in the year ended December 31, 2013.

Successor Three-Month Transition Period Ended March 31, 2014 and Predecessor Three-Month Period Ended March 31, 2013

Selling, general and administrative expense decreased \$14 million, or 13%, in the Successor three-month transition period ended March 31, 2014 compared to the same Predecessor period in 2013. The decrease was primarily due to a reduction in shared administrative and employee related costs required to support the Wireline segment as a result of the decline in revenue. Total selling, general and administrative expense as a percentage of net services revenue was 12% in each of the three-month periods ended March 31, 2014 (Successor) and 2013 (Predecessor).

Successor Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

Selling, general and administrative expense decreased \$272 million, or 60%, in the Successor year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012, primarily due to comparing operating results for the shortened Post-merger period to a period consisting of a full calendar year. Total selling, general and administrative expense as a percentage of net services revenue was 11% for the year ended December 31, 2013 and 12% for the year ended 2012.

Combined Year Ended December 31, 2013 and Predecessor Year Ended December 31, 2012

In addition to the explanations above, selling, general and administrative expense for the Combined year ended December 31, 2013 compared to the Predecessor year ended December 31, 2012 decreased primarily due to a reduction in shared administrative and employee related costs required to support the Wireline segment as a result of the decline in revenue.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flow

	Successor Year Ended March 31, 2015 (in millions)	Successor Three Months Ended March 31, 2014	Combined Year Ended December 31, 2013	Successor Year Ended December 31, 2013	Predecessor 191 Days Ended July 10, 2013	Predecessor Three Months Ended March 31, 2013	Predecessor Year Ended December 31, 2012
Net cash provided by (used in) operating activities	\$2,450	\$522	\$2,610	\$(61)	\$2,671	\$940	\$2,999
Net cash used in investing activities	\$(4,714)	\$(1,756)	\$(24,493)	\$(18,108)	\$(6,385)	\$(1,158)	\$(6,375)
Net cash provided by (used in) financing activities	\$1,304	\$(160)	\$24,419	\$24,528	\$(109)	\$142	\$4,280

Operating Activities

Net cash provided by operating activities of approximately \$2.5 billion in the Successor year ended March 31, 2015 increased \$2.5 billion from the Successor year ended December 31, 2013. The increase was primarily due to comparing a full twelve-month period to a shortened Post-merger period. The Successor year ended December 31, 2013 included \$180 million of call redemption premiums paid to retire the Clearwire debt and approximately \$225

million of interest payments related to Clearwire debt. Net cash provided by operating activities of approximately \$2.5 billion in the Successor year ended March 31, 2015 decreased \$160 million as compared to net cash provided by operating activities of approximately \$2.6 billion for the year ended December 31, 2013, on a combined basis. The decrease was due to decreased cash received from customers of \$1.1 billion primarily as a result of increases in installment billing receivables offset by declines due to the sales of receivables through our receivables facility (see Receivables Facility below) as well as declines in net operating revenues and increased

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interest payments of \$505 million primarily related to the debt issued in September 2013 and December 2013. The decrease was partially offset by lower vendor and labor-related payments of \$1.4 billion, which were primarily due to (i) decreased backhaul payments related to the shut-down of the Nextel platform in June 2013, (ii) declines in roaming payments due to lower volumes and rates, and (iii) fewer labor-related payments primarily as a result of reductions in force, call center savings due to lower call volumes, and other labor-related initiatives. These lower payments were partially offset by increased cash paid for inventory.

Net cash provided by operating activities of approximately \$522 million in the Successor three-month transition period ended March 31, 2014 decreased \$418 million from the same Predecessor period in 2013. The decrease was due to decreased cash received from customers of \$365 million primarily as a result of increases in installment billing receivables and increased interest payments of \$254 million related to the debt issued in September 2013. These decreases were partially offset by decreases in vendor and labor-related payments of \$219 million.

Net cash used in operating activities of approximately \$61 million in the Successor year ended December 31, 2013 decreased \$3.1 billion from the same Predecessor period in 2012. The decrease was primarily due to comparing a shortened Post-merger period to a period consisting of a full calendar year and also included \$180 million of call redemption premiums paid to retire the Clearwire debt and approximately \$225 million of interest payments related to Clearwire debt. Net cash provided by operating activities in 2013, on a combined basis, of approximately \$2.6 billion decreased \$389 million as compared to the Predecessor in 2012. In addition to the explanations above, the decrease was primarily due to increased vendor and labor-related payments of \$475 million and increased cash paid for interest of approximately \$213 million primarily as a result of less interest capitalized related to spectrum licenses used for improving the quality of our network. This was partially offset by increased cash received from customers of \$699 million.

Investing Activities

Net cash used in investing activities in the Successor year ended March 31, 2015 decreased by approximately \$13.4 billion as compared to the Successor year ended December 31, 2013, primarily due to increases of approximately \$1.4 billion in proceeds from sales and maturities of short-term investments and 2013 increases related to the SoftBank Merger of \$14.1 billion, net of cash acquired. These decreases were partially offset by increased capital expenditures of \$2.2 billion, which included \$582 million of leased devices purchased from indirect channels, and increased purchases of short-term investments of \$358 million. In addition, in the Successor year ended March 31, 2015, we received \$95 million in reimbursements of our costs of clearing the H Block spectrum as part of the Report and Order obligations and \$315 million of proceeds from sales of assets and FCC licenses of which \$290 million was related to the sale of certain FCC licenses.

Net cash used in investing activities in the Successor three-month transition period ended March 31, 2014 increased by approximately \$598 million as compared to the same Predecessor period in 2013, primarily due to increased purchases of short-term investments of approximately \$100 million, decreased proceeds of approximately \$360 million from sales and maturities of short-term investments, and increases in capital expenditures and expenditures relating to FCC licenses of \$100 million each. In addition, as part of an amended exchangeable notes agreement we had with Clearwire, they elected to draw \$80 million in March 2013. As a result of the Clearwire Acquisition, the exchangeable notes agreement was terminated and no notes remain outstanding.

Net cash used in investing activities for the Successor year ended December 31, 2013 increased by approximately \$11.7 billion as compared to the related Predecessor period in 2012, primarily due to increased cash paid related to the SoftBank Merger of \$14.1 billion, net of cash acquired. This increase was partially offset by decreased purchases of short-term investments of approximately \$1.5 billion, increased proceeds of approximately \$200 million from sales and maturities of short-term investments and a reduction in capital expenditures of approximately \$400 million as a result of comparing a shortened Post-merger period to a period consisting of a full calendar year.

Financing Activities

Net cash provided by financing activities was \$1.3 billion during the Successor year ended March 31, 2015, which was primarily due to the February 24, 2015 issuance of \$1.5 billion aggregate principal amount of 7.625% notes due 2025. In addition, we amended our unsecured Export Development Canada (EDC) agreement to, among other things, add an additional tranche totaling \$300 million due 2019, which was fully drawn as of March 31, 2015. These were

partially offset by principal payments on the iPCS, Inc. Second Lien Secured Floating Rate Notes due 2014 of approximately \$181 million and scheduled principal payments on our secured equipment credit facilities of approximately \$282 million.

Net cash used in financing activities was \$160 million during the Successor three-month transition period ended March 31, 2014, which was primarily due to principal payments on our secured equipment credit facility of approximately

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\$127 million. Net cash provided by financing activities was \$142 million during the Predecessor three-month period ended March 31, 2013, which included net borrowings of approximately \$149 million under our secured equipment credit facility.

Net cash provided by financing activities was \$24.5 billion during the Successor year ended December 31, 2013, which included proceeds from the issuance of common stock and warrants of approximately \$18.6 billion related to the SoftBank Merger. In addition, the Company issued \$9.0 billion in debt consisting of a September 11, 2013 issuance of \$2.25 billion aggregate principal amount of 7.250% notes due 2021 and \$4.25 billion aggregate principal amount of 7.875% notes due 2023, and a December 12, 2013 issuance of \$2.5 billion aggregate principal amount of 7.125% notes due 2024, each guaranteed by Sprint Communications. We also incurred approximately \$147 million of debt issuance costs. These increases, along with net borrowings under our secured equipment credit facility of approximately \$444 million, were offset by the retirement of approximately \$3.3 billion principal amount of Clearwire debt.

Net cash provided by financing activities was \$4.3 billion during 2012. During 2012, the Company issued senior notes, guaranteed notes, and a convertible bond, as well as had drawdowns on the secured equipment credit facility totaling, in the aggregate, approximately \$9.2 billion and redeemed the remaining \$4.8 billion of Nextel Communications, Inc. senior notes. In addition, we incurred \$134 million of debt financing costs in 2012.

Working Capital

As of March 31, 2015 and 2014, we had negative working capital of \$1.2 billion and working capital of \$1.9 billion, respectively. Our working capital as of March 31, 2015 and 2014 included accrued capital expenditures for unbilled services totaling approximately \$705 million and \$1.2 billion, respectively, related to improving the quality of our network. The decline in working capital is primarily due to increased accounts payable of approximately \$1.2 billion primarily as a result of extended payment terms with certain network equipment suppliers and timing of purchases and payments associated with device launches, decreased short-term investments of \$1.1 billion, and \$500 million under the EDC agreement due December 2015 being reclassified to current from long-term debt, financing and capital lease obligations. In addition, further contributing to the decline was decreased cash of \$960 million primarily due to cash paid for capital expenditures, which was partially offset by net cash provided by operating activities and debt issuances. After taking into account the sale of receivables under our Receivables Facility (see Receivables Facility below), accounts receivable, net increased \$381 million primarily due to increased installment billing receivables. In addition, device and accessory inventory increased \$377 million. The remaining balance was due to changes to other working capital items.

Receivables Facility

On May 16, 2014, certain wholly-owned subsidiaries of Sprint entered into a two-year committed facility (the Receivables Facility) to sell certain accounts receivable on a revolving basis, subject to a maximum funding limit of \$1.3 billion. The available funding varies based on the amount of eligible receivables (as defined in the Receivables Facility). In connection with the Receivables Facility, Sprint formed wholly-owned subsidiaries that are bankruptcy-remote special purpose entities (SPEs). Pursuant to the Receivables Facility, certain Sprint subsidiaries (Originators) transfer Receivables to the SPEs. Receivables contributed by the Originators to the SPEs and available to be sold to the Conduits primarily consisted of installment receivables and wireless service charges due from subscribers. The SPEs then may sell the Receivables to a bank agent on behalf of unaffiliated multi-seller asset-backed commercial paper conduits (Conduits) or their sponsoring banks. A subsidiary of Sprint services the Receivables in exchange for a monthly servicing fee, and Sprint guarantees the performance of the servicer's and the Originators' obligations under the Receivables Facility. Sales of eligible Receivables by the SPEs, once initiated, generally occur daily and are settled on a monthly basis. Sprint pays a fee for the drawn and undrawn portions of the Receivables Facility. The net fees associated with the Receivables Facility are recognized in selling, general and administrative expenses on the consolidated statements of operations. On April 24, 2015, the Receivables Facility was amended to include up to \$2.0 billion of additional funding as a result of including installment receivables in the definition of eligible receivables under the Receivables Facility, which had the effect of increasing the maximum funding limit to \$3.3 billion, of which \$1.4 billion was available to be drawn for cash as of April 30, 2015. Additionally, the expiration date was extended to March 31, 2017.

Receivables sold to the Conduits are treated as a sale of financial assets. Upon sale, Sprint derecognizes the Receivables, as well as the related allowances, and recognizes the net proceeds received in cash provided by operating activities. The difference between the Receivables sold and the cash received, which represents a financial asset due to Sprint from the Conduits, is realizable by Sprint contingent upon the collections on the sold Receivables.

On March 31, 2015, of the \$3.5 billion of Receivables contributed by the Originators to the SPEs, the SPEs sold approximately \$1.8 billion of service Receivables to the Conduits in exchange for \$500 million in cash and a \$1.3 billion receivable from the Conduits. The receivable due to Sprint from the Conduits is classified as a trading security and is

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recorded at its estimated fair value of \$1.2 billion in "Prepaid expenses and other current assets" on the consolidated balance sheet. The fair value of the Receivable due to Sprint was estimated using a discounted cash flow model, which relied principally on unobservable inputs such as the nature of the sold Receivables and subscriber payment history. Changes in the fair value of the receivable due to Sprint are included in operating (loss) income on the consolidated statements of operations. As of March 31, 2015, there was approximately \$460 million of available funding under the Receivables Facility. In April 2015, Sprint elected to remit payments received to the Conduits to reduce the funded amount to zero.

Each SPE's sole business consists of the purchase or acceptance through capital contributions of the Receivables from the Originators and the subsequent retransfer of, or granting of a security interest in, such Receivables to the bank agent under the Receivables Facility. In addition, each SPE is a separate legal entity with its own separate creditors who will be entitled, prior to and upon the liquidation of the SPE, to be satisfied out of the SPE's assets prior to any assets or value in the SPE becoming available to the Originators or Sprint. Accordingly, the assets of the SPE, including the \$1.7 billion of installment receivables contributed by the Originators and held by the SPEs and the \$1.3 billion receivable due to Sprint from the Conduits as of March 31, 2015, are not available to pay creditors of Sprint or any of its affiliates (other than any other SPE), although collections from these receivables in excess of amounts required to pay the investment, yield and fees of the Conduits and other creditors of the SPEs may be remitted to the Originators and Sprint during and after the term of the Receivables Facility.

Long-Term Debt and Scheduled Maturities

We retired the remaining \$181 million aggregate principal amount of the iPCS, Inc. Second Lien Secured Floating Rate Notes in May 2014. In addition, we made principal payments of \$282 million on our secured equipment credit facilities during the year ended March 31, 2015. As part of the amendment to the EDC agreement in December 2014, we borrowed an additional tranche totaling \$300 million, as described below. On February 24, 2015, we issued \$1.5 billion aggregate principal amount of 7.625% notes due 2025.

Credit Facilities

In October 2014, we amended our revolving bank credit facility that expires in February 2018 to, among other things, modify the required ratio (Leverage Ratio) of total indebtedness to trailing four quarters earnings before interest, taxes, depreciation and amortization and other non-recurring items, as defined by the revolving bank credit facility (adjusted EBITDA), to provide that it may not exceed 6.5 to 1.0 through the quarter ending December 31, 2015, 6.25 to 1.0 through the quarter ending December 31, 2016 and 6.0 to 1.0 each fiscal quarter ending thereafter through expiration of the facility. The amended facility allows us to reduce our total indebtedness for purposes of calculating the Leverage Ratio by subtracting from total indebtedness the amount of any cash contributed into a segregated reserve account, provided that, after such cash contribution, our cash remaining on hand for operations exceeds \$2.0 billion. Upon transfer, the cash contribution will remain restricted until and to the extent it is no longer required for the Leverage Ratio to remain in compliance. The amendment also added Sprint Corporation as a guarantor of the revolving bank credit facility.

In December 2014, we amended our unsecured EDC agreement and the Eksportkreditnamnden (EKN) secured equipment credit facility to modify the Leverage Ratio to provide for terms similar to those of the revolving bank credit facility, as was amended in October 2014, and to add Sprint Corporation as guarantor under each of the respective agreements. As part of the amendment to the EDC agreement, we increased our borrowing capacity by an additional \$300 million. As of March 31, 2015, the EDC agreement was fully drawn. Under the terms of both the EDC agreement and the EKN secured equipment credit facility, repayments of outstanding amounts cannot be re-drawn.

Finnvera secured equipment credit facility

In December 2014, we and certain of our subsidiaries entered into a secured equipment credit facility insured by Finnvera plc (Finnvera), the Finnish export credit agency, with the ability to borrow up to \$800 million, to finance network equipment-related purchases from Nokia Solutions and Networks US LLC, USA. The facility is divided into three consecutive tranches of varying size, with borrowings available through October 2017, contingent upon the amount of equipment-related purchases made by Sprint. Interest and fully-amortizing principal payments are due semi-annually by tranche beginning in March 2015 until June 2021. As of March 31, 2015, we had drawn \$72 million

on the facility. We made principal repayments totaling \$28 million during the year ended March 31, 2015 and the balance outstanding at March 31, 2015 was \$44 million. In April 2015, we drew an additional \$154 million on this credit facility.

K-sure secured equipment credit facility

In December 2014, we and certain of our subsidiaries entered into a secured equipment credit facility insured by K-sure, the Korean export credit agency, with the ability to borrow up to \$750 million, to finance network equipment-related

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purchases from Samsung Telecommunications America, LLC. The facility is divided into three consecutive tranches of varying size, and draws became available in January 2015 and will be available until May 2018 or until fully drawn, contingent upon the amount of equipment-related purchases by Sprint. Interest and fully-amortizing principal payments are due semi-annually by tranche beginning in June 2015 until December 2022. As of March 31, 2015, we had drawn \$58 million on the facility. In April 2015, we drew an additional \$102 million on this credit facility.

Delcredere | Ducroire secured equipment credit facility

In December 2014, we and certain of our subsidiaries entered into a secured equipment credit facility insured by Delcredere | Ducroire (D/D), the Belgian export credit agency, with the ability to borrow up to \$250 million, to finance network equipment-related purchases from Alcatel-Lucent USA Inc. The facility became available to draw in early 2015 and will be available until December 2016. Interest and fully-amortizing principal payments are due semi-annually beginning in June 2015 until December 2021. As of March 31, 2015, we had not drawn on the facility. Borrowings under the EKN, Finnvera, K-sure and D/D secured equipment credit facilities are secured by liens on the respective equipment purchased pursuant to each of the facilities. Each of these facilities is fully and unconditionally guaranteed by both Sprint Communications, Inc. and Sprint Corporation. The covenants under each of our secured equipment credit facilities are similar to one another and to the covenants of our revolving bank credit facility and EDC agreement.

As of March 31, 2015, our Leverage Ratio, as defined by the revolving bank credit facility, EDC Agreement and all other equipment credit facilities was 5.5 to 1.0. Because our Leverage Ratio exceeded 2.5 to 1.0 at period end, we were restricted from paying cash dividends.

The following graph depicts our future fiscal year principal maturities of debt as of March 31, 2015:

* This table excludes (i) our unsecured revolving bank credit facility, which will expire in 2018 and has no outstanding balance, (ii) \$470 million in letters of credit outstanding under the unsecured revolving bank credit facility, and (iii) all capital leases and other financing obligations.

Liquidity and Capital Resources

As of March 31, 2015, our liquidity, including cash, cash equivalents, short-term investments and available borrowing capacity under our revolving bank credit facility and availability under the Receivables Facility was \$7.5 billion. Our cash, cash equivalents and short-term investments totaled \$4.2 billion as of March 31, 2015 compared to \$6.2 billion as of March 31, 2014. As of March 31, 2015, approximately \$470 million in letters of credit were outstanding under our \$3.3 billion revolving bank credit facility. During the year ended March 31, 2015, the amount of the letter of credit required pursuant to the Report and Order was reduced in total by \$444 million from \$850 million to \$406 million. As a result of the outstanding letters of credit, which directly reduce the availability of the revolving bank credit facility, we had approximately

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\$2.8 billion of borrowing capacity available under the revolving bank credit facility as of March 31, 2015. As of March 31, 2015, there is approximately \$460 million of available funding under the Receivables Facility. In addition, after including draws made in April 2015, we had available borrowing capacity of up to \$574 million under our Finnvera secured equipment credit facility and an aggregate \$840 million under our K-sure and D/D secured equipment credit facilities. However, utilization of these new facilities depends on the amount and timing of network-related equipment purchases from the applicable suppliers as well as the timing of fund availability per tranche.

To meet our short- and long-term liquidity requirements, we look to a variety of funding sources. Our existing liquidity balance and cash generated from operating activities is our primary source of funding. In addition to cash flows from operating activities, we rely on the ability to issue debt and equity securities, the ability to issue other forms of financing, proceeds from the sale of certain accounts receivable under the Receivables Facility and the borrowing capacity available under our credit facilities to support our short- and long-term liquidity requirements. We believe our existing available liquidity and cash flows from operations will be sufficient to meet our funding requirements through the next twelve months, including debt service requirements and other significant future contractual obligations. To maintain an adequate amount of available liquidity and execute according to the timeline of our current business plan, which includes network deployment and maintenance, subscriber growth, data usage capacity needs and the expected achievement of a cost structure intended to achieve more competitive margins, we may need to raise additional funds from external resources. If we are unable to fund our remaining capital needs from external resources on terms acceptable to us, we would need to modify our existing business plan, which could adversely affect our expectation of long-term benefits to results from operations and cash flows from operations. In determining our expectation of future funding needs in the next twelve months and beyond, we have made several assumptions regarding:

- projected revenues and expenses relating to our operations;
- cash needs related to our installment billing and leasing programs;
- current availability of up to \$1.4 billion in funding under the amended Receivables Facility, which terminates in March 2017 unless extended;
- continued availability of a revolving bank credit facility, which expires in February 2018, in the amount of \$3.3 billion, less any letters of credit;
- availability up to \$1.4 billion of the new secured equipment credit facilities, all of which is available through 2018 for eligible capital expenditures, and any corresponding principal, interest and fee payments;
- the use of cash and cash equivalents in the near-term;
- anticipated levels and timing of capital expenditures, including the capacity and upgrading of our networks and the deployment of new technologies in our networks, FCC license acquisitions, and purchases of leased devices from our indirect dealers;
- any additional contributions we may make to our pension plan;
- any scheduled principal payments on debt, including approximately \$12.5 billion coming due over the next five fiscal years plus interest due on all outstanding debt; and
- other future contractual obligations and general corporate expenditures.

Our ability to fund our capital needs from external sources is ultimately affected by the overall capacity and terms of the banking and securities markets, the availability of other financing alternatives, as well as our performance and our credit ratings. Given our recent financial performance as well as the volatility in these markets, we continue to monitor them closely and to take steps to maintain financial flexibility at a reasonable cost of capital.

The outlooks and credit ratings from Moody's Investor Service, Standard & Poor's Ratings Services, and Fitch Ratings for certain of Sprint Corporation's outstanding obligations were:

Rating Agency	Rating				Outlook
	Issuer Rating	Unsecured Notes	Guaranteed Notes	Bank Credit Facility	
Moody's	B1	B2	Ba2	Ba1	Negative

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Standard and Poor's
Fitch

B+
B+

B+
B+

BB
BB

BB
BB

Negative
Stable

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We expect to execute on a number of initiatives to increase our subscriber base, including continuing to improve the quality of our network. However, if those initiatives are not successful in attracting valuable subscribers, such as postpaid handset (versus tablet) subscribers, in particular, depending on the severity of any difference in actual results versus what we currently anticipate, it may make it difficult for us to generate sufficient EBITDA to remain in compliance with our covenants or be able to meet our debt service obligations, which could result in acceleration of our indebtedness. If such unforeseen events occur, we may engage with our lenders to obtain appropriate waivers or amendments of our credit facilities or refinance borrowings, although there is no assurance we would be successful in any of these actions.

A default under certain of our borrowings could trigger defaults under certain of our other debt obligations, which in turn could result in the maturities being accelerated. Certain indentures and other agreements also require compliance with various covenants, including covenants that limit the Company's ability to sell all or substantially all of its assets, limit the Company and its subsidiaries' ability to incur indebtedness and liens, and require that we maintain certain financial ratios, each as defined by the terms of the indentures, related supplemental indentures and other agreements.

FUTURE CONTRACTUAL OBLIGATIONS

The following table sets forth our current estimates as to the amounts and timing of contractual payments as of March 31, 2015. Future events, including additional issuances of our debt securities and refinancing of those debt securities, could cause actual payments to differ significantly from these amounts. See "Item 1A. Risk Factors."

Future Contractual Obligations	Total	Fiscal Year 2015	Fiscal Year 2016	Fiscal Year 2017	Fiscal Year 2018	Fiscal Year 2019	Fiscal Year 2020 and thereafter
	(in millions)						
Notes, credit facilities and debentures ⁽¹⁾	\$50,410	\$3,664	\$5,974	\$3,400	\$5,026	\$4,714	\$27,632
Capital leases and financing obligation ⁽²⁾	486	116	87	73	58	56	96
Operating leases ⁽³⁾	15,381	2,122	2,078	2,015	1,964	1,857	5,345
Spectrum leases and service credits ⁽⁴⁾	6,725	194	204	212	214	218	5,683
Purchase orders and other commitments ⁽⁵⁾	15,004	8,861	2,614	1,147	914	460	1,008
Total	\$88,006	\$14,957	\$10,957	\$6,847	\$8,176	\$7,305	\$39,764

(1) Includes outstanding principal and estimated interest payments. Interest payments are based on management's expectations for future interest rates in the case of any variable rate debt.

(2) Represents capital lease payments including interest and financing obligation related to the sale and subsequent leaseback of multiple tower sites.

(3) Includes future lease payments related to cell and switch sites, real estate, network equipment and office space.

(4) Includes future spectrum lease payments as well as service credits related to commitments to provide services to certain lessors and reimburse lessors for certain capital equipment and third-party service expenditures, over the term of the lease.

(5) Includes service, spectrum, network equipment, devices, asset retirement obligations and other executory contracts, including our contract with Apple. Excludes blanket purchase orders in the amount of \$27 million. See below for further discussion.

"Purchase orders and other commitments" include minimum purchases we commit to purchase from suppliers over time and/or the unconditional purchase obligations where we guarantee to make a minimum payment to suppliers for goods and services regardless of whether we take delivery. These amounts do not represent our entire anticipated purchases in the future, but generally represent only our estimate of those items for which we are committed. Our

estimates are based on assumptions about the variable components of the contracts such as hours contracted, number of subscribers, pricing, and other factors. In addition, we are party to various arrangements that are conditional in nature and create an obligation to make payments only upon the occurrence of certain events, such as the delivery of functioning software or products. Because it is not possible to predict the timing or amounts that may be due under these conditional arrangements, no such amounts have been included in the table above. The table above also excludes approximately \$27 million of blanket purchase order amounts since their agreement terms are not specified. No time frame is set for these purchase orders and they are not legally binding. As a result, they are not firm commitments. Our liability for uncertain tax positions was \$163 million as of March 31, 2015. Due to the inherent uncertainty of the timing of the resolution of the underlying tax positions, it is not practicable to assign this liability to any particular year(s) in the table.

The table above does not include the \$500 million of funding received in March 2015 from the sale of receivables under our Receivables Facility, of which payments were subsequently remitted in April 2015 to reduce the funded amount to \$0. In addition, the table above does not include remaining costs to be paid in connection with the fulfillment of our obligations under the Report and Order. The Report and Order requires us to make a payment to the U.S. Treasury at the conclusion of the band reconfiguration process to the extent that the value of the 1.9 GHz spectrum we received exceeds the total of the value of licenses for spectrum in the 700 MHz and 800 MHz bands that we surrendered under the decision plus

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the actual costs, or qualifying costs, that we incur to retune incumbents and our own facilities. From the inception of the program through March 31, 2015, we have incurred approximately \$3.4 billion of costs directly attributable to the spectrum reconfiguration program. This amount does not include any of our internal network costs that we have preliminarily allocated to the reconfiguration program for capacity sites and modifications for which we may request credit under the reconfiguration program. We estimate, based on our experience to date with the reconfiguration program and on information currently available, that our total direct costs attributable to complete the spectrum reconfigurations will range between \$3.6 and \$3.7 billion. Accordingly, we believe that it is unlikely that we will be required to make a payment to the U.S. Treasury.

OFF-BALANCE SHEET FINANCING

On May 16, 2014, certain wholly-owned subsidiaries of Sprint entered into the Receivables Facility, a two-year committed facility, to sell certain accounts receivable (Receivables) on a revolving basis, subject to a maximum funding limit of \$1.3 billion. Sales of eligible Receivables, once initiated, generally occur daily and are settled on a monthly basis. Sprint pays a fee for the drawn and undrawn portions of the Receivables Facility. The Receivables primarily consisted of installment receivables and wireless service charges due from subscribers. On March 31, 2015, of the \$3.5 billion of Receivables contributed approximately \$1.8 billion were sold in exchange for \$500 million in cash and a \$1.3 billion receivable. The receivable due to Sprint is classified as a trading security and is recorded at its estimated fair value of \$1.2 billion in "Prepaid expenses and other current assets" on the consolidated balance sheet. As of March 31, 2015, there was approximately \$460 million of available funding under the Receivables Facility. In April 2015, Sprint elected to remit payments received to reduce the funded amount to zero. In addition, on April 24, 2015, the Receivables Facility was amended to include up to \$2.0 billion of additional funding as a result of including installment receivables in the definition of eligible receivables under the Receivable Facility, which had the effect of increasing the maximum funding limit to \$3.3 billion and extending the expiration date to March 31, 2017. As of April 30, 2015, the available funding under the amended Receivables Facility was \$1.4 billion. Sprint's other off-balance sheet arrangements consist of the guarantee liabilities that arise from the option provided to our subscribers to purchase, on a monthly basis, access to unlimited data coupled with an annual trade-in right, as discussed under Guarantee Liabilities in the Critical Accounting Policies and Estimates below.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Sprint applies those accounting policies that management believes best reflect the underlying business and economic events, consistent with U.S. GAAP. Sprint's more critical accounting policies include allowance for doubtful accounts, estimated economic lives and residual values of property, plant and equipment, valuation and recoverability of long-lived assets, evaluation of goodwill and indefinite-lived assets for impairment and valuation of guarantee liabilities. Inherent in such policies are certain key assumptions and estimates made by management. Management regularly updates its estimates used in the preparation of the financial statements based on its latest assessment of the current and projected business and general economic environment. Sprint's significant accounting policies and estimates are summarized in the Notes to the Consolidated Financial Statements.

Allowance for Doubtful Accounts

We maintain an allowance for doubtful accounts for estimated losses that result from failure of our subscribers to make required payments. Our estimate of the allowance for doubtful accounts considers a number of factors for each type of receivable, including installment receivables, such as collection experience, installment billing arrangements, aging of the accounts receivable portfolios, credit quality of the subscriber base, and other qualitative considerations. To the extent that actual loss experience differs significantly from historical trends, the required allowance amounts could differ from our estimate. A 10% change in the amount estimated to be uncollectible would result in a corresponding change in bad debt expense of approximately \$20 million for the Wireless segment and no material change for the Wireline segment.

Depreciation

Our property, plant and equipment balance represents a significant component of our consolidated assets. We record property, plant and equipment at cost and depreciate it generally on a straight-line basis over the estimated useful life

of the assets. We expect that a one-year increase in estimated useful lives of our property, plant and equipment, exclusive of leased devices, would have resulted in a decrease to our fiscal year 2014 depreciation expense of \$700 million and that a one-year decrease would have resulted in an increase of approximately \$1.1 billion in our fiscal year 2014 depreciation expense.

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Leased Devices

Our accounting for device leases involves specific determinations under applicable lease accounting standards. These determinations affect the timing of revenue recognition and the timing and classification of the related cost of the device. If a lease is classified as an operating lease, revenue is recognized ratably over the lease term and the leased asset is included in property, plant and equipment and depreciated over the term of the lease. If the lease is classified as a sales-type lease, equipment revenue is recognized at the inception of the lease with a corresponding charge to cost of product. If the lease is classified as a direct-financing lease, there is no related revenue or cost of products recorded and the net investment in a leased asset is reported. The critical elements that we consider in determining the classification of our leased devices are the economic life and the fair value of the device, including the residual value. For the purposes of assessing the economic life of a device, we consider both internal and external datasets including, but not limited to, the length of time subscribers use our handsets, sales trends post launch, and transactions in the secondary market as there is currently a significant after-market for used telecommunication devices.

As of March 31, 2015, substantially all of our device leases were classified as operating leases. At lease inception, the devices leased through Sprint's direct channels are reclassified from inventory to property, plant and equipment. For those devices leased through indirect channels, Sprint will purchase the device to be leased from the retailer at lease inception. The devices are then depreciated to their estimated residual value. Residual values associated with devices under operating leases represent the recorded estimated fair value at the end of the lease term. We review residual values regularly and, when appropriate, adjust them based on, among other things, estimates of expected market conditions at the end of the lease, including the impacts of future product launches. Adjustments to residual values of leased devices are recognized as a revision in depreciation estimates. We estimate that a 10% increase or decrease in the estimated residual values of devices currently under operating leases at March 31, 2015 would not have a material effect on depreciation expense over the next twelve months.

Valuation and Recoverability of Long-lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized if the carrying amount of a long-lived asset or asset group is not recoverable and exceeds its fair value. Long-lived asset groups have been determined based upon certain factors including assessing the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. Impairment analyses, when performed, are based on our current business and technology strategy, views of growth rates for our business, anticipated future economic and regulatory conditions and expected technological availability.

During the quarter ended December 31, 2014, we tested the recoverability of the Wireline long-lived assets due to continued declines in our Wireline segment earnings and our forecast that projected continued losses in future periods. As a result of the test, we recorded an impairment loss of \$233 million, which is included in "Impairments" in our consolidated statements of operations, to reduce the carrying value of the Wireline asset group, which includes the Wireline long-lived assets, to its estimated fair value of \$918 million as of our testing date. The fair value of the Wireline long-lived assets was estimated using a market approach, which included significant unobservable inputs including liquidation curves, useful life assumptions, and scrap values. As the assumptions are largely unobservable, the estimate of fair value is considered to be unobservable within the fair value hierarchy.

The determination of fair value requires judgment and is sensitive to changes in underlying assumptions. While we believe our judgments and assumptions are reasonable, changes in future periods may impact our assumptions and lead to additional, future impairments.

Evaluation of Goodwill and Indefinite-Lived Intangible Assets for Impairment

As a result of the SoftBank Merger in July 2013, we recognized indefinite-lived assets at their acquisition-date estimates of fair value, including FCC licenses, goodwill, and trade names of \$35.8 billion, \$6.3 billion, and \$5.9 billion, respectively. The estimated fair values were determined based on numerous assumptions and estimates, such as Company forecasts, discount rates, growth rates, among others, as well as our then-current stock price. All of the indefinite-lived assets, including goodwill, were entirely allocated to our Wireless segment.

Sprint evaluates the carrying value of our indefinite-lived assets, including goodwill, at least annually or more frequently whenever events or changes in circumstances indicate that the asset may be impaired, or in the case of

goodwill, that the fair value of the reporting unit is below its carrying amount.

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Since the SoftBank Merger Date, actual results and expectations of net postpaid handset subscriber additions have been lower than the forecasts used to allocate the purchase price to the assets acquired and liabilities assumed. During the quarter ended December 31, 2014, the stock price and our related market capitalization decreased significantly and our credit rating was downgraded by one of the ratings service providers. We also updated our long-term forecasted cash flows for the Company and the Wireless reporting unit during the fourth quarter. This update considered current economic conditions and trends, estimated future operating results, our views of growth rates, anticipated future economic and regulatory conditions, future cost savings initiatives and the availability of the necessary network infrastructure, handsets and other devices. Based on these events and changes in circumstances, we determined that recoverability of the carrying amount of goodwill and the Sprint trade name should be evaluated for impairment during the quarter ended December 31, 2014.

The impairment test for an indefinite-lived intangible asset consists of a comparison of the fair value of the asset to its carrying amount. If the carrying amount exceeds its fair value, an impairment loss is recognized equal to that excess. We estimated the fair value of the Sprint trade name assigned to the Wireless segment using the relief-from-royalty method, which uses several significant assumptions, including management projections of future revenue, a royalty rate, a long-term growth rate and a discount rate. As these assumptions are largely unobservable, the estimate of fair value is considered to be unobservable within the fair value hierarchy. The significant unobservable inputs included projected revenues, a royalty rate, a growth rate of 1.5% in the terminal year and a discount rate of 16%. As of our testing date, carrying value of the Sprint trade name exceeded its estimated fair value of \$3.3 billion. Accordingly, during the quarter ended December 31, 2014 we recorded an impairment loss of \$1.9 billion, which is included in "Impairments" in our consolidated statements of operations. Changes in certain assumptions can have a significant effect on the estimated fair value, specifically the royalty rate and the discount rate. A 50 basis point decrease to the royalty rate would have resulted in an additional impairment of approximately \$600 million and an increase in the discount rate of 50 basis points would have resulted in an additional impairment of approximately \$100 million. The analysis of potential impairment of goodwill requires a two-step approach. The first step of the goodwill impairment test, used to identify potential impairment, compares the fair value of a reporting unit with its carrying amount, including goodwill. We estimated the fair value of the Wireless reporting unit using both discounted cash flow and market based valuation models. The determination of the fair value of the reporting unit requires significant estimates and assumptions, including significant unobservable inputs. The key inputs included, but were not limited to, a discount rate of 8%, a terminal growth rate of 1.5%, a control premium, market multiple data from selected guideline public companies, management's internal forecasts which include numerous assumptions such as share of industry gross additions, churn, mix of plans, rate changes, expenses, EBITDA margins, and capital expenditures, among others. We compared the estimated fair value as of our testing date to the carrying amount of the Wireless reporting unit and concluded that the second step of a goodwill impairment test was not required because the estimated fair value exceeded the carrying amount. Changes in certain assumptions could have a significant impact to the estimated fair value of the Wireless reporting unit. For instance, a 20 basis point increase to the discount rate would have resulted in a fair value for the Wireless reporting unit below its carrying value, which would have resulted in the Company performing the second step of the goodwill impairment test, which could have resulted in a goodwill impairment during the quarter ended December 31, 2014.

The determination of fair value requires considerable judgment and is highly sensitive to changes in underlying assumptions. Consequently, there can be no assurance that the estimates and assumptions made for the purposes of the goodwill and Sprint trade name impairment tests will prove to be an accurate prediction of the future. Continued, sustained declines in the Company's operating results, future forecasted cash flows, growth rates and other assumptions, as well as significant, sustained declines in the Company's stock price and related market capitalization could impact the underlying key assumptions and our estimated fair values, potentially leading to a future material impairment of goodwill or other indefinite-lived intangible assets.

Guarantee Liabilities

Under certain of our wireless service plans, we offer an option to our subscribers to purchase, on a monthly basis, an annual trade-in right (the option). At the trade-in date, a subscriber, who has elected to purchase a device in an installment billing arrangement, will receive a credit in the amount of the outstanding balance of the installment

contract provided the subscriber trades-in an eligible used device in good working condition and purchases a new device from Sprint. Additionally, the subscriber must have purchased the option for the twelve consecutive months preceding the trade-in. When a subscriber elects the option, the total estimated arrangement proceeds associated with the subscriber are reduced by the estimated fair value of the fixed-price trade-in credit (guarantee liability) and the remaining proceeds are allocated amongst the other deliverables in the arrangement. The guarantee liability is estimated based on assumptions, including, but not limited to, the expected fair value of the used device at trade-in, subscribers' estimated remaining balance of the remaining installment

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payments, and the probability and timing of the trade-in. When the subscriber elects to exercise the trade-in right, the difference between the outstanding balance of the installment receivable and the estimated fair value of the returned device is recorded as a reduction of the guarantee liability. If the subscriber elects to stop purchasing the option prior to, or after, becoming eligible to exercise the trade-in right, we recognize the amount of the associated guarantee liability as operating revenue. At each reporting date, we reevaluate our estimate of the guarantee liability. If all subscribers, who elected the option, were to claim their benefit at the earliest contractual time of eligible trade-in, the maximum amount of the guarantee liability (i.e., the estimated unpaid balance of the subscribers' installment contracts) would be approximately \$248 million at March 31, 2015. This amount is not an indication of the Company's expected loss exposure because it does not consider the expected fair value of the used handset, which is required to be returned to us in good working condition at trade-in, nor does it consider the probability and timing of trade-in. The total guarantee liabilities associated with the option, which are recorded in "Accrued expenses and other current liabilities" in the consolidated balance sheets, were immaterial.

NEW ACCOUNTING PRONOUNCEMENTS

In April 2014, the Financial Accounting Standards Board (FASB) issued authoritative guidance regarding Reporting of Discontinued Operations and Disclosures of Disposals of Components of an Entity, which changes the criteria for determining which disposals can be presented as discontinued operations and modifies related disclosure requirements. The updated guidance defines discontinued operations as a disposal of a component or group of components that is disposed of or is classified as held for sale and represents a strategic shift that has, or will have, a major effect on an entity's operations and financial results. Additionally, the disclosure requirements for discontinued operations were expanded and new disclosures for individually significant dispositions that do not qualify as discontinued operations are required. The guidance is effective prospectively for fiscal years and interim reporting periods within those years beginning after December 15, 2014, with early adoption permitted for transactions that have not been reported in financial statements previously issued or available for issuance. The standard will be effective for the Company's fiscal year beginning April 1, 2015 and will be applied to relevant future transactions. In May 2014, the FASB issued new authoritative literature, Revenue from Contracts with Customers. The issuance is part of a joint effort by the FASB and the International Accounting Standards Board (IASB) to enhance financial reporting by creating common revenue recognition guidance for U.S. GAAP and International Financial Reporting Standards and, thereby, improving the consistency of requirements, comparability of practices and usefulness of disclosures. The new standard will supersede much of the existing authoritative literature for revenue recognition. As currently written, the standard and related amendments will be effective for the Company for its annual reporting period beginning April 1, 2017, including interim periods within that reporting period, and early application is not permitted. In April 2015, the FASB issued a proposal to defer the effective date of the new literature by one year but allow companies to early adopt according to the original effective date. Entities are allowed to transition to the new standard by either retrospective application or recognizing the cumulative effect. The Company is currently evaluating the newly issued guidance, including which transition approach will be applied and the estimated impact it will have on our consolidated financial statements.

In June 2014, the FASB issued authoritative guidance regarding Compensation - Stock Compensation, which provides guidance on how to treat performance targets that can be achieved after the requisite service period. The updated guidance requires that a performance target that affects vesting and could be achieved after the requisite service period be treated as a performance condition and accounted for under current guidance as opposed to a nonvesting condition that would impact the grant-date fair value of the award. The guidance is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015 with early adoption permitted. Entities may apply the amendments either (i) prospectively to all awards granted or modified after the effective date; or (ii) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter with the cumulative effect as an adjustment to the opening retained earnings balance as of the beginning of the earliest annual period presented. The Company does not expect the adoption of this guidance to have a material effect on our consolidated financial statements.

In August 2014, the FASB issued authoritative guidance regarding Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern, which requires management to assess an entity's ability to continue as a going concern and to provide related footnote disclosures in certain circumstances. The updated guidance requires management to perform interim and annual assessments on whether there are conditions or events, considered in the aggregate, that raise substantial doubt about an entity's ability to continue as a going concern within one year after the date that the financial statements are issued and to provide related disclosures, if required. The standard will be effective for the Company's fiscal

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year ending March 31, 2017, although early adoption is permitted. The Company does not expect the adoption of this guidance to have a material effect on our consolidated financial statements.

In January 2015, the FASB issued authoritative guidance on Extraordinary and Unusual Items, eliminating the concept of extraordinary items. The issuance is part of the FASB's initiative to reduce complexity in accounting standards. Under the current guidance, an entity is required to separately classify, present and disclose events and transactions that meet the criteria for extraordinary classification. Under the new guidance, reporting entities will no longer be required to consider whether an underlying event or transaction is extraordinary, however, presentation and disclosure guidance for items that are unusual in nature or occur infrequently was retained and expanded to include items that are both unusual in nature and infrequently occurring. The amendments are effective for the Company's fiscal year beginning April 1, 2016, although early adoption is permitted if applied from the beginning of a fiscal year. The Company does not expect the adoption of this guidance to have a material effect on our consolidated financial statements.

In February 2015, the FASB issued authoritative guidance regarding Consolidation, which provides guidance to management when evaluating whether they should consolidate certain legal entities. The updated guidance modifies evaluation criteria of limited partnerships and similar legal entities, eliminates the presumption that a general partner should consolidate a limited partnership, and affects the consolidation analysis of reporting entities that are involved with variable interest entities, particularly those that have fee arrangements and related party relationships. All legal entities will be subject to reevaluation under the revised consolidation model. The standard will be effective for the Company's annual reporting period beginning April 1, 2016, including interim periods within that reporting period, although early adoption is permitted. The Company is currently evaluating the newly issued guidance and assessing the impact it will have on our consolidated financial statements.

In April 2015, the FASB issued authoritative guidance regarding Interest - Imputation of Interest, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The guidance is effective for fiscal years and interim reporting periods within those years beginning after December 31, 2015, with early adoption permitted. The standard will be effective for the Company's fiscal year beginning April 1, 2016. The Company does not expect the adoption of this guidance to have a material effect on our consolidated financial statements.

FINANCIAL STRATEGIES

General Risk Management Policies

Our board of directors has adopted a financial risk management policy that authorizes us to enter into derivative transactions, and all transactions comply with the policy. We do not purchase or hold any derivative financial instruments for speculative purposes with the exception of equity rights obtained in connection with commercial agreements or strategic investments, usually in the form of warrants to purchase common shares.

Derivative instruments are primarily used for hedging and risk management purposes. Hedging activities may be done for various purposes, including, but not limited to, mitigating the risks associated with an asset, liability, committed transaction or probable forecasted transaction. We seek to minimize counterparty credit risk through credit approval and review processes, credit support agreements, continual review and monitoring of all counterparties, and thorough legal review of contracts. Exposure to market risk is controlled by regularly monitoring changes in hedge positions under normal and stress conditions to ensure they do not exceed established limits.

OTHER INFORMATION

We routinely post important information on our website at www.sprint.com/investors. Information contained on or accessible through our website is not part of this annual report.

FORWARD-LOOKING STATEMENTS

We include certain estimates, projections and other forward-looking statements in our annual, quarterly and current reports, and in other publicly available material. Statements regarding expectations, including performance assumptions and estimates relating to capital requirements, as well as other statements that are not historical facts, are

forward-looking statements.

These statements reflect management's judgments based on currently available information and involve a number of risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. With respect to these forward-looking statements, management has made assumptions regarding, among other things,

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subscriber and network usage, subscriber growth and retention, technologies, products and services, pricing, operating costs, the timing of various events, and the economic and regulatory environment.

Future performance cannot be assured. Actual results may differ materially from those in the forward-looking statements. Some factors that could cause actual results to differ include:

- our ability to retain and attract subscribers and to manage credit risks associated with our subscribers;
- the ability of our competitors to offer products and services at lower prices due to lower cost structures;
- the effective implementation of our plans to improve the quality of our network, including timing, execution, technologies, costs, and performance of our network;
- potential increases in subscriber churn, bad debt expense, increased costs and write-offs related to any of our service plans, including installment billing and leasing programs;
- the ability to generate sufficient cash flow to fully implement our plans to improve and enhance the quality of our network and service plans, improve our operating margins, implement our business strategies, and provide competitive new technologies;
- the effects of vigorous competition on a highly penetrated market, including the impact of competition on the prices we are able to charge subscribers for services and devices we provide and on the geographic areas served by our network;
- the impact of equipment net subsidy costs and leasing handsets; the impact of increased purchase commitments; the overall demand for our service plans, including the impact of decisions of new or existing subscribers between our service offerings; and the impact of new, emerging, and competing technologies on our business;
- our ability to provide the desired mix of integrated services to our subscribers;
- our ability to continue to access our spectrum and acquire additional spectrum capacity;
- changes in available technology and the effects of such changes, including product substitutions and deployment costs and performance;
- our ability to obtain additional financing, or to modify the terms of our existing financing, on terms acceptable to us, or at all;
- volatility in the trading price of our common stock, current economic conditions, and our ability to access capital, including debt or equity;
- the impact of various parties not meeting our business requirements, including a significant adverse change in the ability or willingness of such parties to provide products, including distribution, or infrastructure equipment for our network;
- the costs and business risks associated with providing new services and entering new geographic markets;
- the effects of any future merger or acquisition involving us, as well as the effect of mergers, acquisitions, and consolidations, and new entrants in the communications industry, and unexpected announcements or developments from others in our industry;
- our ability to comply with restrictions imposed by the U.S. Government as a condition to our merger with SoftBank;
- the effects of any material impairment of our goodwill or other indefinite-lived intangible assets;
- unexpected results of litigation filed against us or our suppliers or vendors;
- the costs or potential customer impact of compliance with regulatory mandates including, but not limited to, compliance with the FCC's Report and Order to reconfigure the 800 MHz band and government regulation regarding "net neutrality";
- equipment failure, natural disasters, terrorist acts, or breaches of network or information technology security;
- one or more of the markets in which we compete being impacted by changes in political, economic, or other factors such as monetary policy, legal and regulatory changes, or other external factors over which we have no control;

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the impact of being a "controlled company" exempt from many corporate governance requirements of the NYSE; and other risks referenced from time to time in this report and other filings of ours with the SEC.

The words "may," "could," "should," "estimate," "project," "forecast," "intend," "expect," "anticipate," "believe," "target," "plan," "providing guidance" and similar expressions are intended to identify forward-looking statements. Forward-looking statements are found throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations, and elsewhere in this report. Readers are cautioned that other factors, although not listed above, could also materially affect our future performance and operating results. The reader should not place undue reliance on forward-looking statements, which speak only as of the date of this report. We are not obligated to publicly release any revisions to forward-looking statements to reflect events after the date of this report, including unforeseen events.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are primarily exposed to the market risk associated with unfavorable movements in interest rates, foreign currencies, and equity prices. The risk inherent in our market risk sensitive instruments and positions is the potential loss arising from adverse changes in those factors.

Interest Rate Risk

The communications industry is a capital-intensive, technology-driven business. We are subject to interest rate risk primarily associated with our borrowings. Interest rate risk is the risk that changes in interest rates could adversely affect earnings and cash flows. Specific interest rate risk includes: the risk of increasing interest rates on variable rate debt and the risk of increasing interest rates for planned new fixed rate long-term financings or refinancings. Approximately 95% of our debt as of March 31, 2015 was fixed-rate debt. While changes in interest rates impact the fair value of this debt, there is no impact to earnings and cash flows because we intend to hold these obligations to maturity unless market and other conditions are favorable.

We perform interest rate sensitivity analyses on our variable rate debt. These analyses indicate that a one percentage point change in interest rates would have had an annual pre-tax impact of \$13 million on our consolidated statements of operations and cash flows for the Successor year ended March 31, 2015. We also perform a sensitivity analysis on the fair market value of our outstanding debt. A 10% decline in market interest rates is estimated to result in a \$1.2 billion increase in the fair market value of our debt to \$35.1 billion.

Foreign Currency Risk

We may enter into forward contracts and options in foreign currencies to reduce the impact of changes in foreign exchange rates. Our foreign exchange risk management program focuses on reducing transaction exposure to optimize consolidated cash flow. We use foreign currency derivatives to hedge our foreign currency exposure related to settlement of international telecommunications access charges and the operation of our international subsidiaries. The dollar equivalent of our net foreign currency receivables from international settlements was approximately \$1 million and the net foreign currency payables from international operations was less than \$1 million as of March 31, 2015. The potential immediate pre-tax loss to us that would result from a hypothetical 10% change in foreign currency exchange rates based on these positions would be less than \$1 million.

Item 8. Financial Statements and Supplementary Data

The consolidated financial statements required by this item begin on page F-1 of this annual report on Form 10-K and are incorporated herein by reference. The financial statements of Clearwire up through the date of acquisition, as required under Regulation S-X, are included in Item 15 of this annual report on Form 10-K and incorporated herein by reference.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

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Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports under the Securities Exchange Act of 1934, such as this annual report on Form 10-K, is reported in accordance with the SEC's rules. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

In connection with the preparation of this annual report on Form 10-K, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of the disclosure controls and procedures were effective as of March 31, 2015 in providing reasonable assurance that information required to be disclosed in reports we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure and in providing reasonable assurance that the information is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms.

Internal controls over our financial reporting continue to be updated as necessary to accommodate modifications to our business processes and accounting procedures. There have been no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting.

Our internal control system was designed to provide reasonable assurance to our management and board of directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes.

Our management conducted an assessment of the effectiveness of our internal control over financial reporting as of March 31, 2015. This assessment was based on the criteria set forth by Internal Control—Integrated Framework, issued in 2013 by the Committee of Sponsoring Organizations. Management believes that, as of March 31, 2015, our internal control over financial reporting was effective.

Our independent registered public accounting firm has issued a report on the effectiveness of our internal control over financial reporting. This report appears on page F-2.

Item 9B. Other Information

Disclosure of Iranian Activities under Section 13(r) of the Securities Exchange Act of 1934

Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 added Section 13(r) to the Securities Exchange Act of 1934. Section 13(r) requires an issuer to disclose in its annual or quarterly reports, as applicable, whether it or any of its affiliates knowingly engaged in certain activities, including, among other matters, transactions or dealings relating to the government of Iran. Disclosure is required even where the activities, transactions or dealings are conducted outside the U.S. by non-U.S. affiliates in compliance with applicable law, and whether or not the activities are sanctionable under U.S. law.

After the SoftBank Merger, SoftBank acquired control of Sprint. During the fiscal year ended March 31, 2015, SoftBank, through one of its non-U.S. subsidiaries, provided roaming services in Iran through Telecommunications Services Company (MTN Irancell), which is or may be a government-controlled entity. During the fiscal year ended March 31, 2015, SoftBank had no gross revenues and no net profit was generated. This subsidiary also provided telecommunications services to a single account at the Embassy of Iran in Japan. During the fiscal year ended March 31, 2015, SoftBank estimates that gross revenues and net profit generated by such services were under \$4,000 and \$1,000 respectively. Sprint was not involved in, and did not receive any revenue from, any of these activities. These activities have been conducted in accordance with applicable laws and regulations, and they are not sanctionable under U.S. or Japanese law. Accordingly, with respect to Telecommunications Services Company (MTN Irancell), the relevant SoftBank subsidiary intends to continue such activity. With respect to the single account at the Embassy of

Iran in Japan, the relevant SoftBank subsidiary is obligated under contract to continue such account.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item regarding our directors is incorporated by reference to the information set forth under the captions “Proposal 1. - Election of Directors” “Board Operations—Board Committees” in our proxy statement relating to our 2015 annual meeting of stockholders, which will be filed with the SEC, and with respect to family relationships, to Part I of this annual report under "Executive Officers of the Registrant." The information required by this item regarding our executive officers is incorporated by reference to Part I of this annual report under the caption titled "Executive Officers of the Registrant." The information required by this item regarding compliance with Section 16(a) of the Securities Exchange Act of 1934 by our directors, executive officers and holders of ten percent of a registered class of our equity securities is incorporated by reference to the information set forth under the caption “Security Ownership—Section 16(a) Beneficial Ownership Reporting Compliance” in our proxy statement relating to our 2015 annual meeting of stockholders, which will be filed with the SEC.

We have adopted the Sprint Corporation Code of Conduct, which applies to all of our directors, officers and employees. The Code of Conduct is publicly available on our website at <http://www.sprint.com/governance>. If we make any amendment to our Code of Conduct, other than a technical, administrative or non-substantive amendment, or if we grant any waiver, including any implicit waiver, from a provision of the Code of Conduct that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, we will disclose the nature of the amendment or waiver on our website at the same location. Also, we may elect to disclose the amendment or waiver in a current report on Form 8-K filed with the SEC.

Item 11. Executive Compensation

The information required by this item regarding compensation of executive officers and directors is incorporated by reference to the information set forth under the captions “Director Compensation,” “Executive Compensation,” and “Board Operations—Compensation Committee Interlocks and Insider Participation” in our proxy statement relating to our 2015 annual meeting of stockholders, which will be filed with the SEC.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item, other than the equity compensation plan information presented below, is incorporated by reference to the information set forth under the captions “Security Ownership—Security Ownership of Certain Beneficial Owners” and “Security Ownership—Security Ownership of Directors and Executive Officers” in our proxy statement relating to our 2015 annual meeting of stockholders, which will be filed with the SEC.

Compensation Plan Information

Currently we sponsor two active equity incentive plans, the 2007 Omnibus Incentive Plan (2007 Plan) and our Employee Stock Purchase Plan (ESPP). We also sponsor the 1997 Long-Term Incentive Program (1997 Program) and the Nextel Incentive Equity Plan (Nextel Plan). All outstanding options under the Management Incentive Stock Option Plan (MISOP) expired in 2012. Under the 2007 Plan, we may grant stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units and other equity-based and cash awards to our employees, outside directors and certain other service providers. Our board of directors, or one or more committees, will determine the terms of each award. No new grants can be made under the 1997 Program, the Nextel Plan or the MISOP.

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The following table provides information about the shares of common stock that may be issued upon exercise of awards as of March 31, 2015.

Plan Category	Number of Securities To be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)
	(a)	(b)	(c)
Equity compensation plans approved by stockholders of common stock	59,874,722	(1)(2) \$5.34	(3) 171,929,813
Equity compensation plans not approved by stockholders of common stock	3,979	(7) \$18.66	—
Total	59,878,701		171,929,813

- Includes 38,775,540 shares covered by options and 19,225,044 restricted stock units under the 2007 Plan, and 1,082,308 shares covered by options and 41,336 restricted stock units outstanding under the 1997 Program. Also
- (1) includes purchase rights to acquire 750,494 shares of common stock accrued at March 31, 2015 under the ESPP. Under the ESPP, each eligible employee may purchase common stock at quarterly intervals at a purchase price per share equal to 95% of the market value on the last business day of the offering period.
- (2) Included in the total of 59,874,722 shares are 19,225,044 restricted stock units under the 2007 Plan, which will be counted against the 2007 Plan maximum in a 2.5 to 1 ratio. The weighted average exercise price does not take into account the shares of common stock issuable upon vesting of restricted stock units issued under the 1997 Program or the 2007 Plan. These restricted stock units have no
- (3) exercise price. The weighted average purchase price also does not take into account the 750,494 shares of common stock issuable as a result of the purchase rights accrued under the ESPP; the purchase price of these shares was \$4.47 for each share.
- (4) Of these shares, 95,847,404 shares of common stock were available under the 2007 Plan. Through March 31, 2015, 151,939,999 cumulative shares came from the 1997 Program, the Nextel Plan and the MISOP.
- (5) Includes 76,082,409 shares of common stock available for issuance under the ESPP after issuance of the 750,494 shares purchased in the quarter ended March 31, 2015 offering. See note 1 above.
- (6) No new awards may be granted under the 1997 Program, the Nextel Plan, or the MISOP.
- (7) Consists of 3,979 options outstanding under the Nextel Plan. There are no deferred shares outstanding under the Nextel Plan.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to the information set forth under the captions “Certain Relationships and Other Transactions” and “Board Operations—Independence of Directors” in our proxy statement relating to our 2015 annual meeting of stockholders, which will be filed with the SEC.

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated by reference to the information set forth under the caption “Principal Accounting Fees and Services” in our proxy statement relating to our 2015 annual meeting of stockholders, which will be filed with the SEC.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

1. The consolidated financial statements of Sprint Corporation filed as part of this annual report are listed in the Index to Consolidated Financial Statements.
2. The consolidated financial statements of Clearwire Corporation through the date of acquisition filed as part of this annual report are listed in the Index to Consolidated Financial Statements.
3. The exhibits filed as part of this annual report are listed in the Exhibit Index

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SPRINT CORPORATION

(Registrant)

By /s/ MARCELO CLAURE
 Marcelo Claure
 Chief Executive Officer and President

Date: May 26, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 26th day of May, 2015.

/s/ MARCELO CLAURE
Marcelo Claure
Chief Executive Officer and President
(Principal Executive Officer)

/s/ JOSEPH J. EUTENEUER
Joseph J. Euteneuer
Chief Financial Officer
(Principal Financial Officer)

/s/ PAUL W. SCHIEBER, JR.
Paul W. Schieber, Jr.
Vice President and Controller
(Principal Accounting Officer)

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SIGNATURES

SPRINT CORPORATION

(Registrant)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 26th day of May, 2015.

/s/ MASAYOSHI SON
Masayoshi Son, Chairman

/s/ MARCELO CLAURE
Marcelo Claure, Director

/s/ RONALD D. FISHER
Ronald D. Fisher, Vice Chairman

/s/ FRANK IANNA
Frank Ianna, Director

/s/ NIKESH ARORA
Nikesh Arora, Director

/s/ MICHAEL G. MULLEN
Michael G. Mullen, Director

/s/ ROBERT R. BENNETT
Robert R. Bennett, Director

/s/ SARA MARTINEZ TUCKER
Sara Martinez Tucker, Director

/S/ GORDON M. BETHUNE
Gordon M. Bethune, Director

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Exhibit Index [exhibit no. references to be updated]

Exhibit No.	Exhibit Description	Form	Incorporated by Reference		Filed/Furnished Herewith
			SEC File No.	Exhibit Filing Date	
(2) Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession					
2.1**	Agreement and Plan of Merger, dated as of October 15, 2012, by and among Sprint Nextel Corporation, SoftBank Corp., Starburst I, Inc., Starburst II, Inc. and Starburst III, Inc.	8-K	001-04721	2.1	10/15/2012
2.2	First Amendment to Agreement and Plan of Merger, dated November 29, 2012, by and among Sprint Nextel Corporation, SoftBank Corp., Starburst I, Inc., Starburst II, Inc. and Starburst III, Inc.	10-Q	001-04721	2.5	5/6/2013
2.3	Second Amendment to Agreement and Plan of Merger, dated April 12, 2013, by and among Sprint Nextel Corporation, SoftBank Corp., Starburst I, Inc., Starburst II, Inc. and Starburst III, Inc.	10-Q	001-04721	2.6	5/6/2013
2.4**	Third Amendment to Agreement and Plan of Merger, dated June 10, 2013, by and among Sprint Nextel Corporation, SoftBank Corp., Starburst I, Inc., Starburst II, Inc. and Starburst III, Inc.	8-K	001-04721	2.1	6/11/2013
2.5**	Agreement and Plan of Merger, dated as of December 17, 2012, by and among Sprint Nextel Corporation, Collie Acquisition Corp. and Clearwire Corporation	8-K	001-04721	2.1	12/18/2012
2.6**	First Amendment to Agreement and Plan of Merger, dated as of April 18, 2013, by and among Sprint Nextel Corporation, Collie Acquisition Corp. and Clearwire Corporation (Filed as Annex-2 to Clearwire Corporation's Proxy Statement)	DEFM14A	001-34196		4/23/2013
2.7**	Second Amendment to Agreement and Plan of Merger, dated as of May 21, 2013, by and among Sprint Nextel Corporation, Collie Acquisition Corp. and Clearwire Corporation	8-K	001-04721	2.1	5/22/2013

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2.8**	Third Amendment to Agreement and Plan of Merger, dated June 20, 2013, by and among Sprint Nextel Corporation, Collie Acquisition Corp. and Clearwire Corporation	8-K	001-04721	2.1	6/21/2013
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(3) Articles of Incorporation and Bylaws

3.1	Amended and Restated Certificate of Incorporation	8-K	001-04721	3.1	7/11/2013
3.2	Amended and Restated Bylaws	8-K	001-04721	3.2	8/7/2013

(4) Instruments Defining the Rights of Security Holders, including Indentures

4.1	Indenture, dated as of October 1, 1998, by and among Sprint Capital Corporation, Sprint Corporation and The Bank of New York Mellon Trust Company, N.A. (as successor to Bank One, N.A.)	10-Q	001-04721	4(b)	11/2/1998
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Exhibit No.	Exhibit Description	Form	Incorporated by Reference		Filed/Furnished Herewith
			SEC File No.	Exhibit Filing Date	
4.2	First Supplemental Indenture, dated as of January 15, 1999, by and among Sprint Capital Corporation, Sprint Corporation and The Bank of New York Mellon Trust Company, N.A. (as successor to Bank One, N.A.)	8-K	001-04721	4(b) 2/3/1999	
4.3	Second Supplemental Indenture, dated as of October 15, 2001, by and among Sprint Capital Corporation, Sprint Corporation and The Bank of New York Mellon Trust Company, N.A. (as successor to Bank One, N.A.)	8-K	001-04721	99 10/29/2001	
4.4	Third Supplemental Indenture, dated as of September 11, 2013, by and among Sprint Corporation, Sprint Capital Corporation, Sprint Communications, Inc. and The Bank of New York Mellon Trust Company, N.A. (as successor to Bank One, N.A.)	8-K	001-04721	4.5 9/11/2013	
4.5	Indenture, dated as of November 20, 2006, by and between Sprint Nextel Corporation and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.1 11/9/2011	
4.6	First Supplemental Indenture, dated as of November 9, 2011, by and between Sprint Nextel Corporation and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.2 11/9/2011	
4.7	Second Supplemental Indenture, dated as of November 9, 2011, by and among Sprint Nextel Corporation, the Subsidiary Guarantors and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.3 11/9/2011	
4.8	Third Supplemental Indenture, dated as of March 1, 2012, by and between Sprint Nextel Corporation and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.1 3/1/2012	
4.9	Fourth Supplemental Indenture, dated as of March 1, 2012, by and among Sprint Nextel Corporation, the Subsidiary Guarantors and	8-K	001-04721	4.2 3/1/2012	

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The Bank of New York Mellon Trust
Company, N.A.

4.10	Fifth Supplemental Indenture, dated as of August 14, 2012, by and between Sprint Nextel Corporation and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.1	8/14/2012
4.11	Sixth Supplemental Indenture, dated as of November 14, 2012, by and between Sprint Nextel Corporation and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.1	11/14/2012
4.12	Seventh Supplemental Indenture, dated as of November 20, 2012, by and between Sprint Nextel Corporation and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.1	11/20/2012
4.13	Eighth Supplemental Indenture, dated as of September 11, 2013, by and among Sprint Corporation, Sprint Communications, Inc. and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.4	9/11/2013

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Exhibit No.	Exhibit Description	Form	Incorporated by Reference		Filed/Furnished Herewith
			SEC File No.	Exhibit Filing Date	
4.14	Ninth Supplemental Indenture, dated as of June 26, 2014, by and between Bright PCS Holdings, Inc., Bright Personal Communications Services, LLC, Horizon Personal Communications, Inc., iPCS Equipment, Inc., iPCS Wireless, Inc., Pinsight Media+, Inc., OneLouder Apps, Inc., iPCS, Inc., Sprint Communications, Inc. and The Bank of New York Mellon Trust Company, N.A.	10-Q	001-04721	4.1	8/8/2014
4.15	Indenture, dated as of September 11, 2013, by and between Sprint Corporation and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.1	9/11/2013
4.16	First Supplemental Indenture, dated as of September 11, 2013, by and among Sprint Corporation, Sprint Communications, Inc. and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.2	9/11/2013
4.17	Second Supplemental Indenture, dated as of September 11, 2013, by and among Sprint Corporation, Sprint Communications, Inc. and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.3	9/11/2013
4.18	Third Supplemental Indenture, dated as of December 12, 2013, by and among Sprint Corporation, Sprint Communications, Inc. and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.1	12/12/2013
4.19	Fourth Supplemental Indenture, dated as of February 24, 2015, by and among Sprint Corporation, Sprint Communications, Inc. and The Bank of New York Mellon Trust Company, N.A.	8-K	001-04721	4.1	4/24/2015