

T-Mobile USA, Inc.
Form FWP
November 03, 2015

Issuer Free Writing Prospectus filed pursuant to Rule 433

supplementing the Preliminary Prospectus Supplement dated November 2, 2015

Registration No. 333-192178

November 2, 2015

Pricing Term Sheet

T-MOBILE USA, INC.

\$2,000,000,000 6.500% Senior Notes due 2026

Pricing Supplement, dated November 2, 2015, to Preliminary Prospectus Supplement, dated November 2, 2015, of T-Mobile USA, Inc. This Pricing Supplement is qualified in its entirety by reference to the Preliminary Prospectus Supplement. The information in this Pricing Supplement supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement only to the extent it is inconsistent with the information in the Preliminary Prospectus Supplement. Capitalized terms used in this Pricing Supplement but not defined herein have the meanings given them in the Preliminary Prospectus Supplement.

Issuer	T-Mobile USA, Inc.
Title of Security	6.500% Senior Notes due 2026 (the "senior notes")
Aggregate Principal Amount	\$2,000,000,000
Maturity	January 15, 2026
Coupon	6.500%
Public Offering Price	100.000% of principal amount, plus accrued interest from November 5, 2015
Yield to Maturity	6.500%
Spread to Treasury	+ 432 bps
Benchmark	UST 2.000% due August 15, 2025
Gross Proceeds Before Expenses	\$2,000,000,000
Net Proceeds Before Expenses	\$1,997,500,000
Optional Redemption:	On or after the following dates at the following redemption prices plus accrued and unpaid interest, if any, to, but not including the date of, the redemption date:

Year	Percentage
January 15, 2021	103.250%

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January 15, 2022	102.167%
January 15, 2023	101.083%
January 15, 2024 and thereafter	100.000%

Make-whole call

Prior to January 15, 2021 at a discount rate of Treasury plus 50 bps

Optional redemption with equity proceeds

At any time prior to January 15, 2019, up to 35% of the senior notes may be redeemed at 106.500% plus accrued and unpaid interest, if any, to, but not including, the redemption date.

Change of Control Triggering Event

101%, plus accrued and unpaid interest, if any to, but not including, the date of payment.

CUSIP/ISIN Numbers	CUSIP: 87264A AP0 ISIN: US87264AAP03
Interest Payment Dates	January 15 and July 15. The first interest payment date will be January 15, 2016
Use of Proceeds	General corporate purposes, which may include acquisition of additional spectrum.
Trade Date	November 2, 2015
Settlement Date	T+3 (November 5, 2015)
Denominations	\$2,000 and integral multiples of \$1,000
Form of Offering	SEC Registered (Registration No. 333-192178)
Joint Book-Running Managers	Deutsche Bank Securities Inc. Citigroup Global Markets Inc. J.P. Morgan Securities LLC Barclays Capital Inc. Goldman, Sachs & Co.
Co-Managers	Credit Suisse Securities (USA) LLC Morgan Stanley & Co. LLC RBC Capital Markets, LLC
Changes from Preliminary Prospectus Supplement	
Summary Term Loan Credit Agreement	The Issuer expects to borrow \$2,000,000,000 of Term Loans under the Term Loan Credit Agreement (which represents an increase of \$1 billion from the amount of Term Loans anticipated under the Preliminary Prospectus Supplement dated November 2, 2015).
Other information presented in the Preliminary Prospectus Supplement is deemed to have changed to the extent affected by the changes described herein.	

The Issuer has filed a registration statement (Registration No. 333-192178) (including a Preliminary Prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the Preliminary Prospectus in that registration statement, the related Preliminary Prospectus Supplement and other documents the issuer has filed with the SEC, including those incorporated by reference into the Preliminary Prospectus and Preliminary Prospectus Supplement, for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the Issuer, the

underwriter or any dealer participating in the offering will arrange to send you the Preliminary Prospectus and related Preliminary Prospectus Supplement if you request it by contacting Deutsche Bank Securities Inc. at Deutsche Bank Securities Inc., Attention: Prospectus Group, 60 Wall Street, New York, New York 10005-2836, by telephone at +1 (800) 503-4611 or by email at prospectus.cpdg@db.com.

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