

T-Mobile US, Inc.  
Form 8-K  
June 22, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 16, 2016**

**T-MOBILE US, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**DELAWARE**  
**(State or other jurisdiction)**

**1-33409**  
**(Commission File Number)**

**20-0836269**  
**(I.R.S. Employer**

**of incorporation or organization)**

**Identification No.)**

**12920 SE 38th Street**

**Bellevue, Washington**  
**(Address of principal executive offices)**

**98006-1350**  
**(Zip Code)**

**Registrant's telephone number, including area code: (425) 378-4000**

**(Former Name or Former Address, if Changed Since Last Report):**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)

Effective as of June 20, 2016, Michael J. Morgan, who previously served as Senior Vice President, Finance & Chief Accounting Officer of T-Mobile US, Inc. (the Company), transitioned into a new position with the Company and will serve as the Company's Senior Vice President Finance, Customer Financial Services and will oversee the Company's Financial Services team that develops and supports our core consumer financing products. Mr. Morgan will continue to report to J. Braxton Carter, Executive Vice President and Chief Financial Officer.

(c)

Effective as of June 20, 2016, Peter Osvaldik was appointed Senior Vice President, Finance & Chief Accounting Officer of the Company. Mr. Osvaldik, 39, previously served as Vice President, External Reporting & Technical Accounting of the Company since January 2016. From May 2014 to December 2015, he served as Chief Accounting Officer at Outerwall Inc. (formerly known as Coinstar, Inc.), a provider of automated retail solutions, including movie and video game rental kiosks as well as coin-counting kiosks. Prior to that, he served in various capacities at Outerwall, Inc., including as Controller, Coinstar LOB, the automated coin-counting business of Outerwall, from November 2010 to February 2013 and as Corporate Controller from February 2013 to May 2014. Prior to joining Outerwall, Mr. Osvaldik was a Senior Manager at PricewaterhouseCoopers LLP, a national public accounting firm. Mr. Osvaldik received a Bachelor's degree in Accounting and Biochemistry from Western Washington University.

In connection with Mr. Osvaldik's appointment, Mr. Osvaldik will (i) receive an annual base salary of \$375,000, (ii) have an annual incentive plan target of 60% of his base salary and (iii) have a long-term incentive plan target of 100% of his total target annual compensation (beginning in 2017). To recognize Mr. Osvaldik's expanded responsibilities, on June 20, 2016, Mr. Osvaldik received a time-vested restricted stock unit award with a target value of \$500,000 that vests evenly over three years.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 16, 2016, the Company held its Annual Meeting of Stockholders (the Annual Meeting), after notice was duly given and at which a quorum of the Company's stockholders was represented by proxy or in person. At the Annual Meeting, the following five proposals were presented:

- (1) Elect eleven directors named in the Proxy Statement to the Company's Board of Directors;
- (2) Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016;
- (3) Vote on a stockholder proposal, if properly presented at the Annual Meeting, regarding Implementation of Proxy Access;

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- (4) Vote on a stockholder proposal, if properly presented at the Annual Meeting, regarding Limitations on Accelerated Vesting of Equity Awards in the Event of a Change of Control; and
- (5) Vote on a stockholder proposal, if properly presented at the Annual Meeting, regarding an Amendment to the Company's Clawback Policy.

Proposal 1 Election of Directors

The following eleven directors were elected at the Annual Meeting to serve terms ending at the Company's 2017 Annual Meeting of Stockholders, or until their successors are elected and qualified, unless the director earlier resigns, retires, passes away or otherwise no longer serves as a director:

| <b>Director Nominee</b> | <b>For</b>  | <b>Authority Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------|-------------|---------------------------|-------------------------|
| W. Michael Barnes       | 759,393,828 | 9,861,543                 | 17,790,262              |
| Thomas Dannenfeldt      | 639,582,767 | 129,672,604               | 17,790,262              |
| Srikant M. Datar        | 760,345,001 | 8,910,370                 | 17,790,262              |
| Lawrence H. Guffey      | 759,356,356 | 9,899,015                 | 17,790,262              |
| Timotheus Höttges       | 697,889,921 | 71,365,450                | 17,790,262              |
| Bruno Jacobfeuerborn    | 700,201,673 | 69,053,698                | 17,790,262              |
| Raphael Kübler          | 639,411,212 | 129,844,159               | 17,790,262              |
| Thorsten Langheim       | 640,038,740 | 129,216,631               | 17,790,262              |
| John J. Legere          | 716,680,478 | 52,574,893                | 17,790,262              |
| Teresa A. Taylor        | 758,071,673 | 11,183,698                | 17,790,262              |
| Kelvin R. Westbrook     | 756,318,401 | 12,936,970                | 17,790,262              |

Proposal 2 Ratification of the Appointment of PricewaterhouseCoopers LLP

The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2016 was approved as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 786,609,196 | 113,021        | 323,416        |

Proposal 3 Vote on Stockholder Proposal

The stockholder proposal related to implementation of proxy access was not approved as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 181,732,409 | 587,201,280    | 321,682        | 17,790,262              |

Proposal 4 Vote on Stockholder Proposal

The stockholder proposal related to limitations on accelerated vesting of equity awards in the event of a change of control was not approved as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 109,997,288 | 658,897,390    | 360,693        | 17,790,262              |

Proposal 5 Vote on Stockholder Proposal

The stockholder proposal related to an amendment to the Company's clawback policy was not approved as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 67,143,867 | 701,724,543    | 386,961        | 17,790,262              |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

June 22, 2016

**T-MOBILE US, INC.**

/s/ J. Braxton Carter

J. Braxton Carter

Executive Vice President and Chief Financial Officer