

SPRINT Corp
Form 4
November 17, 2016

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FISHER RONALD D

(Last) (First) (Middle)

C/O GALAXY INVESTMENT HOLDINGS, INC., ONE CIRCLE STAR WAY

(Street)

SAN CARLOS, CA 94070

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPRINT Corp [S]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	11/15/2016		M		711,627 (1)	A	\$ 0 1,508,761 D
Common Stock	11/15/2016		J(2)		315,958	D	\$ 7.74 1,192,803 D

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	11/15/2016		<u>M</u> ⁽¹⁾	711,627	<u>(1)</u>	<u>(1)</u>	Common Stock	711,627

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER RONALD D C/O GALAXY INVESTMENT HOLDINGS, INC. ONE CIRCLE STAR WAY SAN CARLOS, CA 94070	X			

Signatures

/s/ Ronald D. Fisher
11/17/2016

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the vesting of restricted stock units ("RSUs") for shares of the common stock of Sprint Corporation, par value \$0.01 per share (the "Sprint Common Stock"), granted to Mr. Fisher by Galaxy Investment Holdings, Inc. ("Galaxy"), a U.S. wholly owned subsidiary of SoftBank Group Corp. ("SoftBank"), on March 17, 2014. Each RSU represents a contingent right for Mr. Fisher to receive one share of Sprint Common Stock or, in the sole discretion of Galaxy, a cash payment in lieu of all or a portion thereof. RSUs in respect of 711,627 shares vested on November 15, 2016, of which 315,958 were settled in cash and 395,669 were settled in shares of Sprint Common Stock. Such cash was withheld to satisfy tax withholding obligations.
- (2) The amount reported in column 4 represents shares of Sprint Common Stock deemed reacquired by Galaxy from Mr. Fisher in respect of the RSUs settled in cash.

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