

T-Mobile US, Inc.  
Form 10-K  
February 25, 2014

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 December 31, 2013

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: 1-33409

T-MOBILE US, INC.

DELAWARE

(State of incorporation)

20-0836269

(I.R.S. Employer Identification No.)

12920 SE 38th Street, Bellevue, Washington  
(Address of principal executive offices)

98006-1350

(Zip Code)

(425) 378-4000

(Registrant's telephone number, including area code)

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

Title of Each Class

Common Stock, \$0.00001 par value per share

Name of Each Exchange on Which Registered

NYSE

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

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 amendment 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  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

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As of June 28, 2013, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$4.3 billion based on the closing sale price as reported on the NYSE. As of January 31, 2014, there were 802,454,478 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III of this Annual Report on Form 10-K incorporates by reference certain portions of the definitive Proxy Statement for the registrant's Annual Meeting of Stockholders, which definitive Proxy Statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates.

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T-Mobile US, Inc.  
 Form 10-K  
 For the Year Ended December 31, 2013

Table of Contents

PART I

<u>Item 1.</u>	<u>Business</u>	<u>3</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>10</u>
<u>Item 1B.</u>	<u>Unresolved Staff Comments</u>	<u>20</u>
<u>Item 2.</u>	<u>Properties</u>	<u>20</u>
<u>Item 3.</u>	<u>Legal Proceedings</u>	<u>20</u>
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	<u>20</u>

PART II

<u>Item 5.</u>	<u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>20</u>
<u>Item 6.</u>	<u>Selected Financial Data</u>	<u>21</u>
<u>Item 7.</u>	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>22</u>
<u>Item 7A.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>40</u>
<u>Item 8.</u>	<u>Financial Statements and Supplementary Data</u>	<u>41</u>
<u>Item 9.</u>	<u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	<u>83</u>
<u>Item 9A.</u>	<u>Controls and Procedures</u>	<u>83</u>
<u>Item 9B.</u>	<u>Other Information</u>	<u>84</u>

PART III

<u>Item 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	<u>84</u>
<u>Item 11.</u>	<u>Executive Compensation</u>	<u>84</u>
<u>Item 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>85</u>
<u>Item 13.</u>	<u>Certain Relationships and Related Transactions, and Director Independence</u>	<u>85</u>
<u>Item 14.</u>	<u>Principal Accounting Fees and Services</u>	<u>85</u>

PART IV

<u>Item 15.</u>	<u>Exhibits and Financial Statement Schedules</u>	<u>85</u>
	<u>SIGNATURES</u>	<u>86</u>
	<u>INDEX TO EXHIBITS</u>	<u>88</u>

Table of Contents

PART I.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this report include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, including information concerning our possible or assumed future results of operations, are forward-looking statements. These forward-looking statements are generally identified by the words “anticipates,” “believes,” “estimates,” “expects,” or similar expressions.

Forward-looking statements are based on current expectations and assumptions, which are subject to risks and uncertainties and may cause actual results to differ materially from the forward-looking statements. The following important factors, along with the Risk Factors included in Part I, Item 1A of this Form 10-K, could affect future results and cause those results to differ materially from those expressed in the forward-looking statements:

- adverse conditions in the U.S. and international economies or disruptions to the credit and financial markets;
- competition in the wireless services market;
- the ability to complete and realize expected synergies and other benefits of acquisitions;
- the inability to implement our business strategies or ability to fund our wireless operations, including payment for additional spectrum, network upgrades, and technological advancements;
- the ability to renew our spectrum licenses on attractive terms or acquire new spectrum licenses;
- the ability to manage growth in wireless data services, including network quality and acquisition of adequate spectrum licenses at reasonable costs and terms;
- material changes in available technology;
- the timing, scope and financial impact of our deployment of 4G Long-Term Evolution (“LTE”) technology;
- the impact on our networks and business from major technology equipment failures;
- breaches of network or information technology security, natural disasters or terrorist attacks or existing or future litigation and any resulting financial impact not covered by insurance;
- any changes in the regulatory environments in which we operate, including any increase in restrictions on the ability to operate our networks;
- any disruption of our key suppliers’ provisioning of products or services;
- material adverse changes in labor matters, including labor negotiations or additional organizing activity, and any resulting financial and/or operational impact;
- changes in accounting assumptions that regulatory agencies, including the Securities and Exchange Commission (“SEC”), may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings; and,
- changes in tax laws, regulations and existing standards and the resolution of disputes with any taxing jurisdictions.

Additional information concerning these and other risk factors is contained in the Risk Factors included in Part I, Item 1A of this Form 10-K.

You should carefully read and consider the cautionary statements contained or referred to in this section in connection with any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our behalf, and all future written and oral forward-looking statements attributable to us are expressly qualified in their entirety by the foregoing cautionary statements.

Item 1. Business

Business Overview

In this Annual Report on Form 10-K (“Form 10-K” or “Report”), unless the context indicates otherwise, references to “T-Mobile”, “T-Mobile US”, “our Company”, “the Company”, “we”, “our”, and “us” refer to T-Mobile US, Inc., a Delaware corporation, and its wholly-owned subsidiaries. T-Mobile US, Inc. was originally incorporated as MetroPCS Communications, Inc. (“MetroPCS”) in the State of Delaware in 2004. In connection with the business combination, described below, our name was changed to “T-Mobile US, Inc.” on April 30, 2013. Our principal operating subsidiary, T-Mobile USA, Inc. (“T-Mobile USA”) was formed in 1994 as VoiceStream Wireless PCS (“VoiceStream”), a subsidiary of Western Wireless Corporation (“Western Wireless”). VoiceStream was spun off from Western Wireless in May 1999, acquired by Deutsche Telekom AG (“Deutsche Telekom”) on May 31, 2001 and renamed T-Mobile USA, Inc. in July 2002.

T-Mobile is a national provider of mobile communications services with a network covering more than 280 million people throughout the United States. Our objective is to be the simple choice for a better mobile life across all of our brands, including

## Table of Contents

T-Mobile, MetroPCS, and GoSmart. Our intent is to bring this proposition to life across our customer base of retail, wholesale and business (“B2B”) customers through our owned and operated retail stores, third party distributors, as well as through our websites (www.T-Mobile.com and www.MetroPCS.com). The information on our websites is not part of this Form 10-K.

We generate revenue by offering affordable postpaid and prepaid wireless voice, messaging and data services, and wholesale wireless services. As of December 31, 2013, we provided service to approximately 47 million customers through our nationwide network. We also generate revenues by offering a wide selection of wireless handsets and accessories, including smartphones, wireless-enabled computers such as notebooks and tablets, and data cards, which are manufactured by various suppliers. Our most significant expenses are related to expanding and providing network services, acquiring and retaining customers, and compensating employees.

### Business Combination with MetroPCS

T-Mobile US, Inc. was formed through the business combination between T-Mobile USA and MetroPCS (“business combination”), which closed on April 30, 2013. Under the terms of the business combination with MetroPCS, Deutsche Telekom, the parent of T-Mobile USA, received shares of common stock of the combined company in exchange for its transfer of all of T-Mobile USA’s common stock. The business combination aimed to provide us with expanded scale, spectrum, and financial resources to compete aggressively with other, larger U.S. wireless carriers. The business combination was accounted for as a reverse acquisition with T-Mobile USA as the accounting acquirer. Accordingly, T-Mobile USA’s historical financial statements became the historical financial statements of the combined company. See Note 2 – Business Combinations of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for further information regarding the business combination.

### Business Strategy

We continue to aggressively pursue our Un-carrier strategy, which includes the following elements:

#### Un-carrier Value Proposition

We are a leading value-oriented postpaid and prepaid wireless carrier in the United States. We are the fourth largest provider of postpaid service plans and the third largest provider of prepaid service plans as measured by subscribers. In 2013, we introduced the Un-carrier strategy to address consumer pain points and frustration with the unnecessary cost and complexity of wireless service. We believe Un-carrier phases 1.0 through 3.0 have been successful, as evidenced by our strong customer growth momentum since the launch of our Un-carrier strategy in March 2013.

In March 2013, with the launch of phase 1.0 of our Un-carrier value proposition, we introduced Simple Choice plans, which eliminated annual service contracts and provided customers with affordable rate plans without the complexity of caps and overage charges. Customers on Simple Choice plans can purchase the most popular smartphones and if qualified, pay for them with a low out-of-pocket payment and 24 affordable interest-free monthly installments. The continued modernization of the network and introduction of the Apple® iPhone® in the second quarter of 2013 further repositioned T-Mobile as a provider of dependable high-speed service with a full range of desirable handsets and devices.

In July 2013, we announced Just Upgrade My Phone (“JUMP!™”) as phase 2.0 of our Un-carrier value proposition, which allows participating customers to upgrade their eligible handset.

In October 2013, we unveiled phase 3.0 of our Un-carrier value proposition, which provides our Simple Choice customers reduced United States to international calling rates and roaming fees, and data roaming while traveling

abroad in over 100 countries at no extra cost. In November 2013, we began to offer the Apple iPad® Air and iPad mini with Retina display. In addition, every T-Mobile tablet user can receive up to 200 MB of free 4G LTE data every month for as long as they own their tablet and use it on our network, even if they are not yet a T-Mobile mobile internet customer.

In January 2014, we launched phase 4.0 of our Un-carrier value proposition, which eliminated one of the last remaining obstacles for customers wanting to switch from other carriers to T-Mobile by offering to reimburse early termination fees when they switch from other carriers and trade in their eligible devices.

#### Network Modernization and Customer Experience

We are currently in the process of rapidly upgrading our network to nationwide 4G LTE services. In October 2013, we announced we exceeded our 2013 targets for 4G LTE network coverage by delivering 4G LTE to more than 200 million people

## Table of Contents

in 254 metropolitan areas. In addition, we deployed 10x10 MHz 4G LTE in 24 of the top 25 metropolitan areas in 2013. We expect to deploy at least 20x20 MHz 4G LTE in approximately 90% of the top 25 metropolitan areas in 2014 and beyond. Additionally, the migration of MetroPCS brand legacy Code Division Multiple Access (“CDMA”) customers onto T-Mobile’s 4G High Speed Packet Access Plus (“HSPA+”) and LTE network is ahead of schedule, providing faster network performance for MetroPCS customers with compatible handsets. We have continued our expansion of the MetroPCS brand into new geographic markets with the launch of more than 1,700 distribution points in 30 new markets by the end of 2013.

As of December 31, 2013, we held licenses for wireless spectrum suitable for wireless broadband mobile services, including both HSPA+ and 4G LTE. As of December 31, 2013, we had an average of approximately 74 MHz of spectrum in the top 100 major metropolitan areas and an average of approximately 77 MHz of spectrum in the top 25 major metropolitan areas. In January 2014, we entered into agreements with Verizon Communications, Inc. (“Verizon”) to acquire 700 MHz A-Block spectrum licenses covering approximately 150 million people, which will provide upon closing (together with the A-Block spectrum licenses we already own for Boston) T-Mobile with important low-band spectrum in 9 of the top 10 and 21 of the top 30 markets across the United States.

### Multi-brand Focus

We plan to continue to operate in multiple brands to accelerate growth. Further, the addition of the MetroPCS and GoSmart brands to T-Mobile’s portfolio increased our ability to serve the full breadth of the wireless market. During 2013, we accelerated the growth of the MetroPCS brand by expanding into new geographic regions and expect to continue this growth into new regions in 2014. In the fourth quarter of 2013, we expanded the Simple Choice plans to include our prepaid and B2B customers, which allow these customers to enjoy the benefits of the Simple Choice plans. Additionally, we expect continued expansion of our wholesale business through Mobile Virtual Network Operators (“MVNO”) and other wholesale relationships.

### Aligned Cost Structure

We continue to pursue a low-cost business operating model to drive cost savings, which can then be reinvested in the business. These cost-reduction programs are on-going as we continue to simplify our business and drive operational efficiencies and cost savings in areas such as network optimization, customer roaming, customer service and improved customer collection rates. A portion of these savings have been, and will continue to be, reinvested into growth of our business.

### Services and Products

T-Mobile provides wireless communication services nationwide through a variety of service plan options. These include our Value and Simple Choice plans, which allow customers to subscribe for wireless services separately from, or without purchase of or upfront payment for, a handset. We offer services, handsets, tablets and accessories directly to consumers through our owned and operated retail stores, as well as through our websites. In addition, we sell handsets, tablets and accessories to dealers and other third party distributors for resale through independent third-party retail outlets and a variety of third-party websites.

We introduced our Simple Choice plans as part of phase 1.0 of our Un-carrier value proposition in March 2013. Simple Choice plans eliminated annual service contracts and simplified the lineup of consumer rate plans to one affordable plan for unlimited talk, text and web service with the option to add data services. Depending on their credit profile, customers are qualified either for postpaid service, where they generally pay after incurring monthly service, or prepaid service, where they generally pay in advance.



Customers on our Simple Choice, or similar plans, benefit from reduced monthly service charges and can choose whether to use their own compatible handset on our network or purchase a handset from us or one of our dealers. Our Value and Simple Choice plans result in increased equipment revenue for each handset sold compared to traditional bundled price plans that typically offer a significant handset discount but involve higher monthly service charges.

Depending on their credit profile, qualifying customers who purchase a handset from us have the option of financing a portion of the purchase price at the time of sale over an installment period using our Equipment Installment Plan (“EIP”). In July 2013, we launched phase 2.0 of our Un-carrier value proposition, JUMP!, under which qualifying customers who finance their initial handset purchase with an EIP and enroll in JUMP! can upgrade their handset. Customers who participate in JUMP! receive a credit for their outstanding EIP balance provided they trade in an eligible used handset at the time of upgrade and purchase a new handset from T-Mobile.

## Table of Contents

### Service Areas

We provide wireless voice, text and data services nationwide, with a network covering all major metropolitan areas and approximately 280 million people in the United States, excluding roaming coverage.

Upon completion of the migration of the MetroPCS customer base, we expect to have approximately 55,000 equivalent cell sites, including macro sites and certain distributed antenna system (“DAS”) network nodes retained from the MetroPCS network. As part of the business combination, we are in the process of decommissioning redundant cell sites and the MetroPCS CDMA network, while also integrating select MetroPCS assets, primarily DAS nodes, in certain metropolitan areas into the overall network.

In October 2013, we purchased 10 MHz of Advanced Wireless Services (“AWS”) spectrum from United States Cellular Corporation (“U.S. Cellular”) for \$308 million in cash. The spectrum covers a total of 32 million people in 29 markets. Through spectrum transfers and purchases, including a pending acquisition of 700 MHz A-Block spectrum from Verizon, we expect to further enhance our portfolio of nationwide broadband spectrum and enable the expansion of LTE coverage to new markets.

### Distribution

As of December 31, 2013, we had approximately 70,000 total points of distribution, including approximately 8,000 T-Mobile and MetroPCS branded locations and 62,000 third-party and national retailer locations, as well as distribution through our websites. Our distribution density in major metropolitan areas provides customers with the convenience of having retail and service locations close to where they live and work.

### Customers

T-Mobile generates revenue from three primary categories of customers: branded postpaid, branded prepaid and wholesale. Branded postpaid customers generally include customers that are qualified to pay after incurring service and branded prepaid customers generally include customers who pay in advance. We generate the majority of our service revenues by providing wireless communication services to branded postpaid customers. Therefore, our ability to acquire and retain branded postpaid customers is significant to our business, including the generation of service revenues, equipment sales and other revenues. Our branded prepaid customers include customers of the T-Mobile, MetroPCS and GoSmart brands. Wholesale customers include Machine-to-Machine (“M2M”) customers and MVNO customers that operate on the T-Mobile network, but are managed by wholesale partners.

During the twelve months ended December 31, 2013, 69% of our service revenues were generated by providing wireless communication services to branded postpaid customers, compared to 26% from branded prepaid customers, and 5% from wholesale customers, roaming and other services.

### Competition

The wireless telecommunications industry is expected to remain highly competitive and we face substantial competition. Our competitors include larger national carriers, such as AT&T Inc. (“AT&T”), Verizon and Sprint Corporation (“Sprint”), which offer predominantly contract-based service plans; and numerous smaller regional carriers and MVNOs, such as TracFone Wireless, Inc., many of which offer no-contract, prepaid service plans. AT&T and Verizon are significantly larger than us and may enjoy greater resources and scale advantages as compared to us. SoftBank Corp recently acquired a majority of the equity of Sprint and has announced plans to increase capital spending on network modernization and expansion. Other competitors, including new entrants and companies using alternative business models may also compete effectively.

## Employees

As of December 31, 2013, we employed approximately 40,000 full-time and part-time employees. As of that date, less than 20 employees were covered by a collective bargaining agreement.

## Regulation

Pursuant to its authority under the Communications Act of 1934, as amended (“Communications Act”), the Federal Communications Commission (“FCC”) regulates many key aspects of our business, including licensing, construction, the operation and use of our network, modifications of our network, control and ownership of our business, the sale of certain business assets, domestic roaming arrangements and interconnection agreements. The FCC has a number of complex requirements and proceedings that affect our operations and that could increase our costs or diminish our revenues. For

Table of Contents

example, the FCC has rules regarding provision of 911 and E-911 services, porting telephone numbers, interconnection, roaming, internet openness, and the universal service and Lifeline programs. Many of these and other issues are being considered in ongoing proceedings, and we cannot predict whether or how such actions will affect our business, financial condition, or results of operations. Our ability to provide services and generate revenues could be harmed by adverse regulatory action or changes to existing laws and regulations. In addition, regulation of companies that offer competing services can impact our business indirectly.

Wireless communications providers must be licensed by the FCC to provide communications services at specified spectrum frequencies within specified geographic areas and must comply with the rules and policies governing the use of the spectrum as adopted by the FCC. The FCC issues each license for a fixed period of time, typically 10 years in the case of cellular, personal communications services (“PCS”) and point-to-point microwave licenses. AWS licenses have an initial term of 15 years, with successive 10-year terms thereafter. While the FCC has generally renewed licenses given to operating companies like us, the FCC has authority to both revoke a license for cause and to deny a license renewal if a renewal is not in the public interest. Furthermore, we could be subject to fines, forfeitures and other penalties (including, in extreme cases, revocation of our licenses) for failure to comply with FCC regulations, even if any such non-compliance was unintentional. The loss of any licenses, or any related fines or forfeitures, could adversely affect our business, results of operations and financial condition.

Additionally, Congress’ and the FCC’s allocation of additional spectrum for broadband commercial mobile radio service (“CMRS”), which includes cellular and personal communication services and specialized mobile radio, could significantly increase competition. We cannot assess the impact that any developments that may occur in the U.S. economy or any future spectrum allocations by the FCC may have on license values. FCC spectrum auctions and other market developments may adversely affect the market value of our licenses in the future. A significant decline in the value of our licenses could adversely affect the carrying value of our licenses on our balance sheet and our results of operations and financial condition. In addition, the FCC periodically reviews its policies on how to evaluate a carrier’s spectrum holdings in the context of transactions and auctions. A change in these policies could affect spectrum resources and competition among us and other carriers.

Congress and the FCC have imposed limitations on foreign ownership of CMRS licensees that exceeds 20% direct ownership or 25% indirect ownership. The FCC has ruled that higher levels of indirect foreign ownership, even up to 100%, are presumptively consistent with the public interest albeit subject to review. Consistent with that established policy, the FCC has issued a declaratory ruling authorizing up to 100% ownership of our company by Deutsche Telekom. This declaratory ruling, and our licenses, are conditioned on Deutsche Telekom’s and the Company’s compliance with a network security agreement with the Department of Justice, the Federal Bureau of Investigation and the Department of Homeland Security. Failure to comply with the terms of this agreement could result in fines, injunctions and other penalties, including potentially revocation of our spectrum licenses. The loss of any licenses, or any related fines or forfeitures, could adversely affect our business, results of operations and financial condition.

While the Communications Act generally preempts state and local governments from regulating the entry of, or the rates charged by, wireless carriers, certain state and local governments regulate other terms and conditions of wireless service, including billing, termination of service arrangements and the imposition of early termination fees, advertising, network outages, the use of handsets while driving, zoning and land use. Further, the FCC and the Federal Aviation Administration regulate the siting, lighting and construction of transmitter towers and antennae. Tower siting and construction are also subject to state and local zoning, as well as federal statutes regarding environmental and historic preservation. The future costs to comply with all relevant regulations are to some extent unknown and regulations could result in higher operating expenses in the future.



Table of Contents

## Executive Officers of the Registrant

Name	Age	Position
John J. Legere	55	President, Chief Executive Officer
James (Jim) C. Alling	53	Executive Vice President and Chief Operating Officer T-Mobile Business
David R. Carey	60	Executive Vice President, Corporate Services
J. Braxton Carter	55	Executive Vice President and Chief Financial Officer
Peter A. Ewens	51	Executive Vice President, Corporate Strategy
Alexander Andrew (Drew) Kelton	55	Executive Vice President, Business-to-Business (“B2B”)
Thomas C. Keys	55	Executive Vice President and Chief Operating Officer, MetroPCS Business
Gary A. King	56	Executive Vice President, Chief Information Officer
David A. Miller	53	Executive Vice President, General Counsel and Secretary
Larry L. Myers	59	Executive Vice President, Human Resources
Neville R. Ray	51	Executive Vice President and Chief Technology Officer
G. Michael (Mike) Sievert	44	Executive Vice President and Chief Marketing Officer

John J. Legere, age 55, has served as a member of our Board of Directors since April 30, 2013 and is a member of the Executive Committee of the board. Mr. Legere joined T-Mobile in September 2012 as President and Chief Executive Officer and became our President and Chief Executive Officer on April 30, 2013 upon the consummation of the business combination. Mr. Legere has over 32 years’ experience in the U.S. and global telecommunications and technology industries. Prior to joining T-Mobile, Mr. Legere served as Chief Executive Officer of Global Crossing Limited, a telecommunications company, from October 2001 to October 2011. Before joining Global Crossing, he served as Chief Executive Officer of Asia Global Crossing; as president of Dell Computer Corporation’s operations in Europe, the Middle East, and Africa; as president Asia-Pacific for Dell; as president of AT&T Asia Pacific; as head of AT&T’s outsourcing program and as head of AT&T global strategy and business development. Mr. Legere serves on the CTIA Board of Directors. Mr. Legere received a Bachelor’s degree in Business Administration from the University of Massachusetts, a Master of Science degree as an Alfred P. Sloan Fellow at the Massachusetts Institute of Technology, and a Master of Business Administration degree from Fairleigh Dickinson University, and he completed Harvard Business School’s Program for Management Development (“PMD”).

James (Jim) C. Alling, age 53, serves as our Executive Vice President and Chief Operating Officer, T-Mobile Business. In this role, Mr. Alling is in charge of customer-facing activities for a subscription base of over 30 million users. Mr. Alling has also served as the Chief Operating Officer of T-Mobile USA since August 2009. Before joining T-Mobile USA, Mr. Alling worked as a President of Starbucks Coffee Company, a global coffee company and coffeehouse chain, for eleven years, until July 2008. Mr. Alling began his career in 1985 at Nestle S.A., where he held various senior management positions in the packaged goods marketing sector before eventually becoming a VP/General Manager for Nestle USA. Mr. Alling received a Bachelor of Arts degree from DePauw University in Greencastle, Indiana with a double major in Economics and Spanish; he then obtained a Master of International Management degree from the Thunderbird School of International Management.

David R. Carey, age 60, serves as our Executive Vice President, Corporate Services, responsible for leading the Enterprise Program Office, Corporate Communications, Corporate Real Estate, Corporate Responsibility and the CEO Staff. Mr. Carey has also served in the same role with T-Mobile USA since March 2013. Before joining T-Mobile USA, from October 2011 to March 2013, Mr. Carey served as the CEO and Founder of TeleScope Advisors, LLC, an advisory firm specializing in telecommunications. Mr. Carey served as Executive Vice President at Global Crossing Limited, a telecommunications company, from September 1999 to October 2011. Mr. Carey’s career spans 35 years in the telecom and energy services industries. His experience in telecom includes leadership positions at AT&T, LG&E Energy, Frontier Communications and Global Crossing. He currently serves on the advisory board of Hewlett-Packard

Corporation. Mr. Carey holds a Master of Science in Management Science from the Massachusetts Institute of Technology, where he was appointed to a Sloan Fellowship, and received his Bachelor of Science degree at Clarkson University.

J. Braxton Carter, age 55, serves as our Executive Vice President and Chief Financial Officer, and is responsible for leading the financial functions of the Company. Mr. Carter served as MetroPCS's Chief Financial Officer from February 2008 until the consummation of the business combination. Mr. Carter also served as MetroPCS's Vice Chairman from May 2011 until the consummation of the business combination. From March 2005 to February 2008, he was Senior Vice President and Chief Financial Officer and from February 2001 to March 2005 he was Vice President, Corporate Operations of MetroPCS. Mr. Carter also has extensive senior management experience in the retail industry and spent ten years in public accounting. Mr. Carter is a certified public accountant. Mr. Carter presently serves on the Board of Directors of, and as Chairman of the Audit Committee of, e-Rewards, Inc., and serves on the Board of Advisors of Amdocs Limited. Mr. Carter received a Bachelor of Science degree from The University of Colorado with a major in accounting.

Table of Contents

Peter A. Ewens, age 51, serves as our Executive Vice President, Corporate Strategy. He leads the Company's corporate strategy, business development and M&A activities, which include spectrum strategy and acquisitions, co-brand partnerships, and T-Mobile's participation as a founding partner in the Isis mobile commerce joint venture with AT&T and Verizon Wireless. Mr. Ewens has also served as Executive Vice President and Chief Strategy Officer of T-Mobile USA since July 2010. From April 2008 until July 2010, Mr. Ewens was Senior Vice President, Corporate Strategy at T-Mobile USA. Before joining T-Mobile USA, Mr. Ewens was Vice President of OEM Business at Sun Microsystems, a computer software and information technology services company, from June 2006 through March 2008. Before that, Mr. Ewens was a partner at McKinsey & Company, a global management consulting firm. Mr. Ewens received a Master of Science in Management from the Sloan School at Massachusetts Institute of Technology, and Master's and Bachelor's degrees in Electrical Engineering from the University of Toronto.

Alexander Andrew (Drew) Kelton, age 55, serves as our Executive Vice President, Business-to-Business ("B2B"), responsible for leading the B2B organization, helping to redefine the B2B wireless experience for our business customers, and growing market share in this important segment. Mr. Kelton has also served as T-Mobile USA's Executive Vice President of B2B since April 2013. Previously, Mr. Kelton served as President of Bharti Airtel Business, a leading Indian global telecommunications company, from June 2010 to April 2013. Before that, he served as the Managing Director for Telstra Corporation Limited, an Australian telecommunications and media company, responsible for international operations, from May 2002 to June 2010. Previously, Mr. Kelton held executive posts with Asia Global Crossing Limited, a telecommunications company, and Saturn Global Network Services Holdings Limited, an international provider of end-to-end managed voice and data services. Mr. Kelton has also held a variety of international sales, marketing, product and engineering roles with Timeplex, LLC, a provider of networking systems and support services, and The Plessey Co. plc., a British-based international electronics, defense and telecommunications company. Mr. Kelton serves on the Board of Directors of Mobile Active (Australia), a mobile advertising, design and development company, and the Board of Directors of Limas StockWatch (Indonesia), a financial services information company. Mr. Kelton received a Bachelor of Science degree in electronics and electrical engineering from the University of Western Scotland.

Thomas C. Keys, age 55, serves as our Executive Vice President and Chief Operating Officer MetroPCS Business, responsible for leading the operations of the MetroPCS business unit including all customer-facing activities related to the MetroPCS brands. Mr. Keys served as MetroPCS's President from May 2011 until the consummation of the business combination, and as Chief Operating Officer since June 2007. Mr. Keys also served as MetroPCS's President from June 2007 to December 2007, Senior Vice President, Market Operations, West, from January 2007 until June 2007, and as Vice President and General Manager, Dallas, from April 2005 until January 2007. Mr. Keys received a Bachelor of Arts degree from State University of New York at Oswego, and a Master of Arts from Syracuse University.

Gary A. King, age 56, serves as our Executive Vice President, Chief Information Officer, and is responsible for managing the development of information technology systems. Prior to joining T-Mobile, Mr. King served as Executive Vice President and Chief Information Officer of Chico's FAS, Inc. from October 2004 to April 2013. Previously, he was the Chief Information officer of Barnes & Noble Inc. from May 2002 to October 2004 and also served as its Vice President. Prior to that, Mr. King served as Executive Vice President-Operations of Barnesandnoble.com since December 31, 2001 and its Chief Technology Officer from January 1999 to May 2002. Prior to that, he spent ten years from 1988 to 1999 with Avon Products, Inc., and served as its Vice President, Global Information Technology from 1996 to 1999. He also held various systems management positions with Unisys Corporation and Borroughs Corporation from 1982 to 1987. Mr. King serves on the Advisory Boards of Center for Supply Chain Management at the University of Florida, Trident Capital and Pivotlink. Mr. King received a Bachelor of Science degree from the University of Florida with a major in computer science.



David A. Miller, age 53, serves as our Executive Vice President, General Counsel and Secretary. Mr. Miller oversees all legal affairs and government affairs functions of the Company. Mr. Miller has also served as T-Mobile USA's Chief Legal Officer, Executive Vice President, General Counsel and Secretary. Mr. Miller was appointed Senior Vice President and General Counsel of T-Mobile USA in April 2002 and Executive Vice President in January 2011. Previously, Mr. Miller served as Director of Legal Affairs for Western Wireless (a predecessor to T-Mobile USA) from March 1995 to May 1999, and he became Vice President of Legal Affairs of VoiceStream Wireless Corporation in May 1999 following its spin-off from Western Wireless. VoiceStream Wireless was acquired by Deutsche Telekom in May 2001, when it became T-Mobile USA. Prior to joining Western Wireless, Mr. Miller was an attorney with the law firm of Lane Powell and began his law career as an attorney with the firm McCutchen, Doyle, Brown and Enersen (now Bingham McCutchen). Mr. Miller serves on the Board of Directors of the Competitive Carriers Association and is a member of its Executive Committee. Mr. Miller received a Bachelor's degree in Economics from the University of Washington and a Juris Doctor from Harvard Law School.

## Table of Contents

Larry L. Myers, age 59, serves as our Executive Vice President, Human Resources. Mr. Myers is responsible for leading the human resources function that supports our employees across the country. Mr. Myers has also served as Executive Vice President of Human Resources and Chief People Officer of T-Mobile USA since June 2008. From January 2001 to May 2008, Mr. Myers served as senior vice president of human resources for Washington Group International, a corporation which provided integrated engineering, construction, and management services to businesses and governments around the world. Mr. Myers has more than 35 years of experience in human resources management. Mr. Myers received degrees in sociology and business administration from Idaho State University.

Neville R. Ray, age 51, serves as our Executive Vice President and Chief Technology Officer. Mr. Ray joined T-Mobile USA (then VoiceStream) in April 2000 and since December 2010 has served as its Chief Technology Officer, responsible for the national management and development of the T-Mobile USA wireless network and the company's IT services and operations. Prior to joining T-Mobile USA, from September 1996 to September 1999, Mr. Ray served as Network Vice President for Pacific Bell Mobile Services. He served as Chairperson of 4G Americas from 2008 through 2013, which promotes and facilitates the seamless deployment throughout the Americas of the 3GPP family of technologies, including HSPA, HSPA+, and LTE. He has also served as a member of the National Telecommunications and Information Administration's Commerce Spectrum Management Advisory Committee ("CSMAC") and the Federal Communications Commission's Communications Security, Reliability and Interoperability Council ("CSRIC"). Mr. Ray is an honors graduate of The City University of London and a member of the Institution of Electrical and Electronic Engineers and the Institution of Civil Engineers.

G. Michael (Mike) Sievert, age 44, serves as our Executive Vice President and Chief Marketing Officer. Mr. Sievert is responsible for strategic development and execution of all marketing, product development, and pricing programs and activities for the Company. Mr. Sievert has also served as Executive Vice President and Chief Marketing Officer of T-Mobile USA since November 2012. Prior to joining T-Mobile USA, Mr. Sievert was an entrepreneur and investor involved with several Seattle-area start-up companies, most recently serving as CEO of Discovery Bay Games, a maker of accessories and add-ons for tablet computers, from April 2012 to November 2012. From April 2009 to June 2011, he was Chief Commercial Officer at Clearwire Corporation, a broadband communications provider, responsible for all customer-facing operations. From February 2008 to January 2009, Mr. Sievert was co-founder and CEO of Switchbox Labs, Inc., a consumer technologies developer, leading up to its sale to Lenovo. He also served from January 2005 to February 2008 as Corporate Vice President of the worldwide Windows group at Microsoft Corporation, responsible for global product management and P&L performance for that unit. Prior to Microsoft, he served as Executive Vice President and Chief Marketing Officer at AT&T Wireless for three years. He also served as Chief Sales and Marketing officer at E\*TRADE Financial and began his career with management positions at Procter & Gamble and IBM. He has served on the boards of Rogers Wireless in Canada, Switch & Data Corporation, and a number of technology start-ups. Mr. Sievert received a Bachelor's degree in Economics from the Wharton School at the University of Pennsylvania.

## Available Information

T-Mobile's Form 10-K and all other reports and amendments filed with or furnished to the SEC, are publicly available free of charge on the Investor Relations section of our website at [investor.t-mobile.com](http://investor.t-mobile.com) or at [www.sec.gov](http://www.sec.gov) as soon as reasonably practicable after these materials are filed with or furnished to the SEC. Our corporate governance guidelines, code of business conduct, code of ethics for senior financial officers and charters for the audit, compensation, nominating and corporate governance and executive committees of our board of directors are also posted on the Investor Relations section of T-Mobile's website at [investor.t-mobile.com](http://investor.t-mobile.com). The information on our website is not part of this or any other report T-Mobile files with, or furnishes to, the SEC.

## Item 1A. Risk Factors

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

#### Risks Related to Our Business and the Wireless Industry

The scarcity and cost of additional wireless spectrum, and regulations relating to spectrum use, may adversely affect our business strategy and financial planning.

Based on industry trends, we believe that the average data usage of our customers will continue to rise. Therefore, at some point in the future we will need to acquire additional spectrum in order to continue our customer growth, expand into new metropolitan areas, maintain our quality of service, meet increasing customer demands, and deploy new technologies. We will

Table of Contents

be at a competitive disadvantage and possibly experience erosion in the quality of service in certain markets if we fail to gain access to necessary spectrum before reaching capacity, especially below 1 GHz - low band spectrum. The continued interest in, and aggregation of, spectrum by the largest national carriers may reduce our ability to acquire spectrum from other carriers or otherwise negatively impact our ability to gain access to spectrum through other means. As a result, we may need to acquire spectrum through government auctions and/or enter into spectrum sharing arrangements, which are subject to certain risks and uncertainties. For example, the FCC has encountered resistance to its plans to make additional spectrum available, which has created uncertainty about the timing and availability of spectrum through government auctions.

In addition, the FCC may impose conditions on the use of new wireless broadband mobile spectrum, including new restrictions or rules governing the use or access to current or future spectrum. This could increase pressure on capacity. Additional conditions that may be imposed by the FCC include heightened build-out requirements, limited renewal rights, clearing obligations, or open access or net neutrality requirements that may make it less attractive or less economical to acquire spectrum. The FCC has a pending notice of proposed rulemaking to examine whether the current spectrum screen used in acquisitions of spectrum should be changed or whether a spectrum cap should be imposed. In addition, rules may be established for future government spectrum auctions that may negatively impact our ability to obtain spectrum economically or in appropriate configurations or coverage areas.

If we cannot acquire needed spectrum from the government or otherwise, if new competitors acquire spectrum that will allow them to provide services competitive with our services, or if we cannot deploy services on a timely basis without burdensome conditions, at adequate cost, and while maintaining network quality levels, then our ability to attract and retain customers and our associated financial performance could be materially adversely affected.

Increasing competition for wireless customers could adversely affect our operating results.

We have multiple wireless competitors in each of our service areas, some of which have greater resources than us. We compete for customers based principally on service/device offerings, price, call quality, data use experience, coverage area, and customer service. In addition, we are facing growing competition from providers offering services using alternative wireless technologies and IP-based networks, as well as traditional wireline networks. To the extent we are unable to compete effectively with these and new competitors, our business and operating results could be adversely affected. We expect market saturation to continue to cause the wireless industry's customer growth rate to be moderate in comparison with historical growth rates or possibly negative, leading to increased competition for customers. We also expect that our customers' growing demand for data services will place constraints on our network capacity. Together with the competitive factors we face, these capacity issues will continue to put pressure on pricing and margins as companies compete for potential customers. Our ability to respond will depend on, among other things, continued absolute and relative improvement in network quality and customer services, effective marketing and selling of products and services, attractive pricing, and cost management, all of which will involve significant expenses.

If we are unable to attract and retain wireless subscribers our financial performance will be impaired.

Customer demand for our products and services is impacted by numerous factors including, but not limited to, our service offerings, pricing, network performance, customer perceptions, competitive offers, sales and distribution channels, economic conditions and customer service. Managing these factors, and customers' expectations of these factors, is essential in attracting and retaining customers.

We continuously incur capital expenditures and operating expenses in order to improve and enhance our products, services, applications and content to remain competitive and to keep up with our customer demand. If we fail to improve and enhance our products and services or expand the capacity of, or make upgrades to, our network to remain competitive, or if we fail to keep up with customer demand, including by maintaining access to desired handsets, content and features, our ability to attract and retain customers would be adversely affected. In particular, our gross

new subscriber activations may decrease and our subscriber churn may increase, leaving us unable to meet the assumptions of our business plan. Even if we effectively manage the factors listed above that are within our control, there can be no assurance that our existing customers will not switch to another wireless provider or that we will be able to attract new customers. There would be a material adverse impact on our business, financial condition, and operating results if we are unable to grow our customer base at the levels we project, or achieve the aggregate levels of customer penetration that we currently believe are possible with our business model.

Table of Contents

Consolidation in the wireless industry through mergers, acquisitions and joint ventures could create increased competition.

Joint ventures, mergers, acquisitions and strategic alliances in the wireless industry have resulted in and are expected to result in larger competitors competing for a limited number of customers. The two largest national wireless broadband mobile carriers currently serve a significant percentage of all wireless customers, and hold significant spectrum and other resources. Our largest competitors may be able to enter into exclusive handset or content arrangements, execute pervasive advertising and marketing campaigns, or otherwise improve their cost position relative to ours. In addition, the refusal of our large competitors to provide critical access to resources and inputs, such as roaming services on reasonable terms, may improve their position within the wireless broadband mobile services industry. These factors, together with the effects of the increasing aggregate penetration of wireless services in all metropolitan areas, and the ability of our larger competitors to use resources to build out their networks and to quickly deploy advanced technologies, which have made it more difficult for smaller carriers like us to attract and retain customers, may adversely affect our competitive position and ability to grow, which would have a material adverse effect on our business, financial condition, and operating results.

Our reputation and financial condition could be materially adversely affected by system failures, security or data breaches, improper disclosure of personal data, business disruptions, and unauthorized use or interference with our network and other systems.

To be successful, we must provide our customers with reliable, trustworthy service and protect the communications, location, and personal information shared or generated by our customers. We rely upon our systems and networks, and the systems and networks of other providers and suppliers, to provide and support our services and, in some cases, to protect our customers' and our information. Failure of our or others' systems, networks and infrastructure may prevent us from providing reliable service, or may allow for the unauthorized access, destruction, use or dissemination of our customers' or our Company's information. Examples of these risks include:

- denial of service and other malicious or abusive attacks by third parties, including cyber-attacks or breaches of network or information technology security;
- improper disclosure and handling of sensitive data including personally identifiable information by employees or vendors;
- responding to deceptive communications (phishing for example) or unintentionally executing malicious code;
- physical damage, power surges or outages, or equipment failure, including those as a result of severe weather, natural disasters, terrorist attacks, and acts of war;
- theft of customer or proprietary information, including it being offered for sale, or used for competitive (dis)advantage, and/or corporate extortion;
- unauthorized access to our information technology, billing, customer care and provisioning systems and networks, and those of our suppliers and other providers;
- supplier failures or delays; and
- other systems failures or outages.

Such events could cause us to lose customers, lose revenue, incur expenses, suffer reputational and goodwill damages, and subject us to litigation or governmental investigation. Remediation costs could include liability for information loss, repairing infrastructure and systems, and/or costs of incentives offered to customers. Our insurance may not cover, or be adequate to fully reimburse us for, costs and losses associated with such events.

If we are unable to take advantage of technological developments on a timely basis, then we may experience a decline in demand for our services or face challenges in implementing our business strategy.

In order to grow and remain competitive, we will need to adapt to future changes in technology, enhance our existing offerings, and introduce new offerings to address our current and potential customers' changing demands. For example, we are in the process of transforming and upgrading our network to deploy LTE Release 10 and use multimode integrated radios that can handle Global System for Mobile Communications ("GSM"), HSPA+ and LTE. Modernizing the network is subject to risk from equipment changes, and migration of customers from existing

spectrum bands. Scheduling and supplier delays, unexpected or increased costs, technological constraints, regulatory permitting issues, subscriber dissatisfaction, and other risks could cause delays in building out the new network, which could result in significant costs, or reduce the anticipated benefits of the upgrades. These risks will be reduced as we progress and ultimately complete our network modernization efforts in 2014. In general, the development of new services in the wireless telecommunications industry will require us to anticipate and respond to the continuously changing demands of our customers, which we may not be able to do accurately or timely. We

Table of Contents

could experience a material adverse effect on our business, operations, financial position, and operating results if our new services fail to retain or gain acceptance in the marketplace or if costs associated with these services are higher than anticipated.

Economic and market conditions may adversely affect our business and financial performance, as well as our access to financing on favorable terms or at all.

Our business and financial performance are sensitive to changes in general 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 macro-economic factors. Market and economic conditions have been unprecedented and challenging in recent years. Concerns about the systemic impact of a long-term downturn, high underemployment and unemployment, high energy costs, the availability and cost of credit and unstable housing and credit markets have contributed to increased market volatility and economic uncertainty.

Renewed 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 segment of which may be more vulnerable to weak economic conditions. We may have greater difficulty in gaining new customers within this segment and existing customers may be more likely to terminate service due to an inability to pay.

Competing for customers within this segment also puts pressure on our pricing structure and margins. In addition, the 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 tight credit conditions may also adversely impact our suppliers and dealers, some of which have filed for or may be considering bankruptcy, or may experience cash flow or liquidity problems or are unable to obtain or refinance 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. Sustained difficult, or worsening, general economic conditions could have a material adverse effect on our business, financial condition and results of operations.

The failure to successfully integrate the T-Mobile and MetroPCS businesses in the expected time frame could adversely affect our future operating results. Many of the anticipated benefits of the combination may not be realized for a significant period of time, if at all.

Our success will depend, in large part, on our ability to realize the anticipated benefits, including projected synergies and cost savings, from combining the T-Mobile business with the MetroPCS business. This integration will be complex, time-consuming, require significant capital expenditures, and may divert management's time and attention from the business. The failure to successfully integrate and manage the challenges presented by the integration process may prevent us from achieving the anticipated benefits of the business combination of T-Mobile and MetroPCS and have a material adverse effect on our business, financial condition and operating results.

Potential difficulties in the integration process include, among others, the following:

- unexpected costs incurred in integrating the T-Mobile and MetroPCS businesses or inability to achieve the cost savings anticipated to result from the business combination;
- migrating customers from the legacy MetroPCS network to our global system for mobile communications, which we refer to as GSM, evolved high speed packet access, which we refer to as HSPA+, and LTE networks;
- decommissioning the legacy MetroPCS network;
- integrating existing back office and customer facing information systems, cell sites and network infrastructure, customer service programs, and distributed antenna systems;
- combining or coordinating product and service offerings, subscriber plans, customer services, and sales and marketing approaches;
- addressing the effects of the business combination on our business and the previously established relationships between each of T-Mobile and MetroPCS and their employees, customers, suppliers, content providers, distributors, dealers, retailers, regulators, affiliates, joint venture partners, and the communities in which they operated; and
- difficulties in consolidating and preparing the Company's financial statements, or having to restate the financial statements of the Company.



Many of the anticipated synergies are not expected to occur for a significant time period and will require substantial capital expenditures in the near term to be fully realized. Even if we are able to integrate the two businesses successfully, we may not realize the full anticipated benefits of the merger, including anticipated synergies expected from the integration, or achieve such benefits within the anticipated time frame or at all.

## Table of Contents

We no longer require consumers to sign annual service contracts for post-paid services and offer consumers equipment financing, and this strategy may not succeed in the long term.

With the launch of our ‘Simple Choice Plans’, we no longer require consumers to sign annual service contracts to obtain post-paid service, while offering EIP to permit customers to finance handsets which they purchase from us. While we anticipate that we will continue to employ similar “Un-Carrier” tactics as part of our business strategy, our service plans and EIP offerings may not meet our customers’ or potential customers’ needs, expectations, or demands. In addition, with this reduction in long-term service contracts, the vast majority of our customers can discontinue their service at any time without penalty or advance notice to us other than paying off any residual commitment they may have for device financing. We cannot assure you that our strategies to address customer churn will be successful. In addition, we may not be able to profitably replace customers who leave our service or replace them at all. We could experience reduced revenues and increased marketing costs to attract replacement customers if we experience a churn rate higher than we expect, which could reduce our profit margin and profitability. 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.

Certain retail customers have the option to pay for their devices in installments over a period of up to 24 months under our EIP. These EIP offerings subject us to increased risks relating to consumer credit issues, which could result in increases to our bad debt expense and potential write-offs of account balances under the EIP receivables. These arrangements may be particularly sensitive to changes in general economic conditions, as discussed above, and any declines in the credit quality of our customer base could have a material adverse effect on our operating results and financial condition.

We rely on third-parties to provide specialized products or services for the operation of our business, and a failure or inability by such parties to provide these products or services could adversely affect our business, results of operations, and financial condition.

We depend heavily on suppliers and other third parties in order for us to efficiently operate our business. Our business is complex, and it is not unusual for multiple vendors located in multiple locations to help us to develop, maintain, and troubleshoot products and services, such as network components, software development services, and billing and customer service support. Our suppliers often provide services outside of the United States, which carries associated additional regulatory and legal obligations. We generally rely upon the suppliers to provide contractual assurances and accurate information regarding risks associated with their provision of products or services in accordance with our expectations and standards, and they may fail to do so.

Generally, there are multiple sources for the types of products and services we purchase or use. However, we currently rely on one key supplier for billing services, a limited number of suppliers for voice and data communications transport services, network infrastructure, equipment, handsets, and other devices, and payment processing services, among other products and services we rely on. Disruptions with respect to such suppliers, or failure of such suppliers to adequately perform, could have a material adverse on our financial performance.

In the past, our suppliers, contractors and third-party retailers have not always performed at the levels we expect or at the levels required by their contracts. Our business could be severely disrupted if key suppliers, contractors, service providers, or third-party retailers fail to comply with their contracts or become unable to continue the supply due to patent or other intellectual property infringement actions, or other disruptions. Our business could also be disrupted if we experience delays or service degradation during any transition to a new outsourcing provider or other supplier, such as a billing vendor, or we were required to replace the supplied products or services with those from another source, especially if the replacement became necessary on short notice. Any such disruptions could have a material adverse effect on our business, results of operations and financial condition.

Our financial performance will be impaired if we experience high fraud rates related to device financing, credit cards, dealers, or subscriptions.

Our operating costs could increase substantially as a result of fraud, including device financing, customer credit card, subscription or dealer fraud. If our fraud detection strategies and processes are not successful in detecting and

controlling fraud, whether directly or by way of the systems, processes, and operations of third parties such as national retailers, dealers and others, the resulting loss of revenue or increased expenses could have a materially adverse impact on our financial condition and results of operations.

Table of Contents

Our significant indebtedness could adversely affect our business, financial condition and operating results.

Our ability to make payments on our debt, to repay our existing indebtedness when due, and to fund operations and significant planned capital expenditures will depend on our ability to generate cash in the future, which is in turn subject to the operational risks described elsewhere in this section. Our debt service obligations could have material adverse effects on our operations and financial results, including by:

- limiting our ability to borrow money or sell stock to fund our operational, financing or strategic needs;
- limiting our flexibility in planning for, or reacting to, changes in our business or the communications industry or pursuing growth opportunities;
- reducing the amount of cash available for other operational or strategic needs; and
- placing us at a competitive disadvantage to competitors who are less leveraged than we are.

In addition, a substantial portion of our debt, including \$5.6 billion in principal amount of the notes we issued to Deutsche Telekom in connection with the business combination between T-Mobile and MetroPCS and borrowings under our \$500 million credit facility with Deutsche Telekom, bears interest at variable rates. If market interest rates increase, variable-rate debt will create higher debt service requirements, which could adversely affect our cash flow. While we have and may enter into agreements limiting our exposure to higher interest rates in the future, any such agreements may not offer complete protection from this risk, and any portion not subject to such agreements would have full exposure to higher interest rates. Any of these risks could have a material adverse effect on our business, financial condition, and operating results.

The agreements governing our indebtedness include restrictive covenants that limit our operating flexibility.

The agreements governing our indebtedness impose significant operating and financial restrictions on us. These restrictions, subject in certain cases to customary baskets, exceptions and incurrence-based ratio tests, may limit our ability to engage in some transactions, including the following:

- incurring additional indebtedness and issuing preferred stock;
- paying dividends, redeeming capital stock or making other restricted payments or investments;
- selling or buying assets, properties or licenses;
- developing assets, properties or licenses which we have or in the future may procure;
- creating liens on assets;
- participating in future FCC auctions of spectrum or private sales of spectrum;
- engaging in mergers, acquisitions, business combinations, or other transactions;
- entering into transactions with affiliates; and
- placing restrictions on the ability of subsidiaries to pay dividends or make other payments.

These restrictions could limit our ability to react to changes in our operating environment or the economy. Any future indebtedness that we incur may contain similar or more restrictive covenants. Any failure to comply with the restrictions of our debt agreements may result in an event of default under these agreements, which in turn may result in defaults or acceleration of obligations under these agreements and other agreements, giving our lenders the right to terminate any commitments they had made to provide us with further funds and to require us to repay all amounts then outstanding. Any of these events would have a material adverse effect on our financial position and performance.

Our business and stock price may be adversely affected if our internal controls are not effective.

Section 404 of the Sarbanes-Oxley Act of 2002, as amended, and the SEC rules and regulations promulgated thereunder, require companies to conduct a comprehensive evaluation of their internal control over financial reporting. To comply with this statute, each year we are required to document and test our internal control over financial reporting; our management is required to assess and issue a report concerning our internal control over financial reporting; and our independent registered public accounting firm is required to report on the effectiveness of our internal control over financial reporting.

We cannot assure you that we will not discover material weaknesses in the future, including material weaknesses resulting from difficulties, errors, delays, or disruptions while we integrate the T-Mobile and MetroPCS businesses. The existence of one or more material weaknesses could result in errors in our financial statements, and substantial costs and resources may be required to rectify these or other internal control deficiencies. If we are unable to comply with the requirements of Section 404 in a timely manner or assert that our internal control over financial reporting is

effective, investors may lose confidence in the accuracy and completeness of our financial reports and the trading price of our common stock could be negatively affected, and we could become subject to investigations by the stock exchange on which our securities are listed, the SEC, or other regulatory authorities, which could require additional financial and management resources.

## Table of Contents

We have made significant changes to our corporate structure, strategy, and operations in effort to revitalize the business and effect change in our market position.

Over the last few years and in connection with the business combination, we have made significant corporate changes including: new executive leadership and changes in executive leadership responsibilities, new governance structures, call center consolidation, organizational restructuring, and changed methods of funding. Although these changes are designed to improve company performance, in some cases they insert additional business complexity, and thus are accompanied by associated risks to effective operations. For example, these new initiatives may divert the attention of our management and other personnel may increase our legal and compliance costs and make some activities more time-consuming and costly.

We rely on highly-skilled personnel throughout all levels of our business. Our business could be harmed if we are unable to retain or motivate key personnel, hire qualified personnel, or maintain our corporate culture.

We believe that our future success depends in substantial part on our ability to recruit, hire, motivate, develop, and retain talented and highly-skilled personnel. Achieving this objective may be difficult due to many factors, including fluctuations in economic and industry conditions, competitors' hiring practices, employee tolerance for the significant amount of change within and demands on our company and our industry, and the effectiveness of our compensation programs. If we do not succeed in retaining and motivating our existing key employees and in attracting new key personnel, we may be unable to meet our business plan and, as a result, our revenue growth and profitability may be materially adversely affected.

### Risk related to Legal and Regulatory Matters

We operate throughout the United States, Puerto Rico, and the U.S. Virgin Islands, and as such are subject to regulatory and legislative action by applicable local, state and federal governmental entities, which may increase our costs of providing products or services, or require us to change our business operations, products, or services or subject us to material adverse impacts if we fail to comply with such regulations.

The FCC regulates the licensing, construction, modification, operation, ownership, sale, and interconnection of wireless communications systems, as do some state and local regulatory agencies. The FCC reviews and in some cases restricts non-U.S. ownership of wireless communications systems. We cannot assure you that the FCC or any state or local agencies having jurisdiction over our business will not adopt regulations or take other enforcement or other actions that would adversely affect our business, impose new costs, or require changes in current or planned operations. We are subject to regulatory action by the FCC and other federal agencies, as well as judicial review and actions, on issues related to the wireless industry that include, but are not limited to: roaming, network outages, spectrum allocation and licensing, pole attachments, intercarrier compensation, Universal Service Fund ("USF"), net neutrality, special access, 911 services, consumer protection including cramming, bill shock, and handset unlocking, consumer privacy, and cybersecurity.

In addition, states and local governments are increasingly focused on the quality of service and support that wireless carriers provide to their customers, including business practices (such as third-party billing, or "cramming"), and several agencies have proposed or enacted new and potentially burdensome regulations in these areas.

We also cannot assure you that Congress will not amend the Communications Act, from which the FCC obtains its authority and which serves to limit state authority, or enact other legislation in a manner that could be adverse to our business. Enactment of additional state or federal regulations may increase our costs of providing services (including, through contributions to universal service programs, which may require us to subsidize our competitors) or require us to change our services. Failure to comply with applicable regulations could have a material adverse effect on our business, financial condition and results of operations.

Furthermore, we could be subject to fines, forfeitures and other penalties (including, in extreme cases, revocation of our licenses) for failure to comply with the FCC or other governmental regulations, even if any such non-compliance was unintentional. The loss of any licenses, or any related fines or forfeitures, could adversely affect our business, results of operations and financial condition.

Unfavorable 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, federal and state and local regulatory agencies. Such legal proceedings, which can include lawsuits and government investigations and inquiries, can be complex, costly, and highly disruptive to business operations by diverting the attention and energies of management and other key personnel. The assessment of the outcome of legal proceedings, including our potential liability, if any, is a highly subjective process that requires judgments about future events that are not within our control. The outcome of

Table of Contents

litigation or other legal proceedings, including amounts ultimately received or paid upon settlement, may differ materially from amounts accrued in the financial statements. In addition, litigation or similar proceedings could impose restraints on our current or future manner of doing business. Such potential outcomes, including judgments, awards, settlements or orders, could have a material adverse effect on our business, financial condition, operating results, or ability to do business.

We may be unable to protect our intellectual property.

We rely on a combination of patent, service mark, trademark, and trade secret laws and contractual restrictions to establish and protect our proprietary rights, all of which offer only limited protection. The steps we have taken to protect our intellectual property may not prevent the misappropriation of our proprietary rights. Moreover, others may independently develop processes and technologies that are competitive to ours. We cannot be sure that any legal actions against such infringers will be successful, even when our rights have been infringed. We cannot assure you that our patent applications or patents will be granted or enforceable, or that the rights granted under any patent that may be issued will provide us with any competitive advantages. In addition, we cannot assure you that any trademark or service mark registrations will be issued with respect to pending or future applications or will provide adequate protection of our brands. We do not have insurance coverage for intellectual property losses, and as such, a charge for an anticipated settlement, or an adverse ruling awarding damages, represents unplanned loss events. Any of these factors could have a material adverse effect on our business, financial condition and results of operations.

We use equipment, software, technology, and content in the operation of our business, which may subject us to third-party intellectual property claims and we may be adversely affected by litigation involving our suppliers.

We are a defendant in numerous intellectual property lawsuits, including patent infringement lawsuits, which exposes us to the risk of adverse financial impact either by way of significant settlement amounts or damage awards. As we adopt new technologies and new business systems, and provide customers with new products and/or services, we may face additional infringement claims. These claims could require us to cease certain activities or to cease selling relevant products and services. These claims can be time-consuming and costly to defend, and divert management resources. In addition to litigation directly involving our Company, our vendors and suppliers can be threatened with patent litigation and/or subjected to the threat of disruption or blockage of sale, use, or importation of products, posing the risk of supply chain interruption to particular products and associated services and exposing us to material adverse operational and financial impacts.

We increasingly offer products, directly and indirectly, that include highly regulated financial services, which may subject us to additional state and federal regulations. These regulations may increase our compliance costs and failure to comply with such regulations may adversely affect our business.

We currently offer direct financing to our customers through our EIP and indirect financing through an arrangement with a bank. We may in the future offer additional financial services to our customers directly or indirectly through arrangements with banking or other financial institutions. As a result of extending these services to our customers, our regulatory compliance obligations have and may continue to increase. If we fail to comply with the financial services, consumer protection and other regulations that apply to the financial services we offer, we may face the risk of increased consumer complaints and examinations or enforcement actions by federal and state regulatory agencies, as well as regulatory fines, penalties and civil litigation.

Our business may be impacted by new or changing tax laws or regulations and actions by federal, state, local or non-U.S. agencies, or how judicial authorities apply tax laws.

We calculate and remit surcharges, taxes and fees to numerous federal, state, local and non-U.S. jurisdictions in connection with the products and services we provide. These fees include federal USF fees and common carrier regulatory fees. In addition, many state and local governments impose various surcharges, taxes and fees on our sales and to our purchases of telecommunications services from various carriers. In many cases, the applicability and method of calculating these surcharges, taxes and fees may be uncertain, and our calculation, assessment and remittance of these amounts may be contested. In the event that we have incorrectly assessed and remitted amounts that were due, we could be subject to fines and penalties, which could materially impact our financial condition. In the event that federal, state, local and/or non-U.S. municipalities were to significantly increase taxes and regulatory fees



on our services or seek to impose new ones, it could have a material adverse effect on our margins and financial and operational results.

Our wireless licenses are subject to renewal and may be revoked in the event that we violate applicable laws.

Our existing wireless licenses are subject to renewal upon the expiration of the 10-year or 15-year period for which they are granted. Historically, the FCC has approved our license renewal applications. However, the Communications Act provides that

Table of Contents

licenses may be revoked for cause and license renewal applications denied if the FCC determines that a renewal would not serve the public interest. Many of our wireless licenses are subject to interim or final construction requirements and there is no guarantee that the FCC will find our construction, or the construction of prior licensees, sufficient to meet the build-out or renewal requirements. If we fail to timely file to renew any wireless license, or fail to meet any regulatory requirements for renewal, including construction and substantial service requirements, we could be denied a license renewal. In addition, our licenses are subject to our compliance with the terms set forth in the agreement pertaining to national security among Deutsche Telekom, the Federal Bureau of Investigation, the Department of Justice, the Department of Homeland Security and the Company. The failure of Deutsche Telekom or the Company to comply with the terms of this agreement could result in fines, injunctions and other penalties, including potential revocation of our spectrum licenses. The FCC has pending a rulemaking proceeding to reevaluate, among other things, its wireless license renewal showings and standards and may in this or other proceedings promulgate changes or additional substantial requirements or conditions to its renewal rules, including revising license build out requirements. Accordingly, we cannot assure you that the FCC will renew our wireless licenses upon their expiration. If any of our wireless licenses were to be revoked or not renewed upon expiration, we would not be permitted to provide services under that license, which could have a material adverse effect on our business, results of operations, and financial condition.

Our business could be adversely affected by findings of product liability for health/safety risks from wireless devices and transmission equipment, as well as by changes to regulations/RF emission standards.

We do not manufacture devices or other equipment sold by us, and we depend on our suppliers to provide defect-free and safe equipment. Suppliers are required by applicable law to manufacture their devices to meet certain governmentally imposed safety criteria. However, even if the devices we sell meet the regulatory safety criteria, we could be held liable with the equipment manufacturers and suppliers for any harm caused by products we sell if such products are later found to have design or manufacturing defects. We generally seek to enter into indemnification agreements with the manufacturers who supply us with devices to protect us from losses associated with product liability, but we cannot guarantee that we will be fully protected against all losses associated with a product that is found to be defective.

Allegations have been made that the use of wireless handsets and wireless transmission equipment, such as cell towers, may be linked to various health concerns, including cancer and brain tumors. Lawsuits have been filed against manufacturers and carriers in the industry claiming damages for alleged health problems arising from the use of wireless handsets. In addition, the FCC recently indicated that it plans to gather additional data regarding wireless handset emissions to update its assessment of this issue. The media has also reported incidents of handset battery malfunction, including reports of batteries that have overheated. These allegations may lead to changes in regulatory standards. There have also been other allegations regarding wireless technology, including allegations that wireless handset emissions may interfere with various electronic medical devices (including hearing aids and pacemakers), airbags, and anti-lock brakes.

Additionally, there are safety risks associated with the use of wireless devices while operating vehicles or equipment. Concerns over any of these risks and the effect of any legislation, rules or regulations that have been and may be adopted in response to these risks could limit our ability to sell our wireless services.

**Related to Ownership of our Common Stock**

We are controlled by Deutsche Telekom, whose interests may differ from the interests of our other stockholders. Deutsche Telekom beneficially owns a majority of the outstanding shares of our common stock. Through its control of the voting power of our common stock and the rights granted to Deutsche Telekom in our certificate of incorporation and the Stockholder's Agreement, Deutsche Telekom controls the election of a majority of our directors and all other matters requiring the approval of our stockholders. By virtue of Deutsche Telekom's voting control, we are a "controlled company", as defined in the New York Stock Exchange, or NYSE, listing rules, and are not subject to NYSE requirements that would otherwise require us to have a majority of independent directors, a nominating committee composed solely of independent directors, or a compensation committee composed solely of independent directors. In addition, our certificate of incorporation and the Stockholder's Agreement restrict us from taking certain actions without Deutsche Telekom's prior written consent as long as Deutsche Telekom beneficially owns 30% or more of the

outstanding shares of our common stock, including the incurrence of debt (excluding certain permitted debt) if our consolidated ratio of debt to cash flow for the most recently ended four full fiscal quarters for which financial statements are available would exceed 5.25 to 1.0 on a pro forma basis, the acquisition of any business, debt or equity interests, operations or assets of any person for consideration in excess of \$1 billion, the sale of any of our or our subsidiaries' divisions, businesses, operations or equity interests for consideration in excess of \$1 billion, any change in the size of our board of directors, the issuances of equity securities in excess of 10% of our outstanding shares or to repurchase debt held by Deutsche Telekom, the repurchase or

Table of Contents

redemption of equity securities or the declaration of extraordinary or in-kind dividends or distributions other than on a pro rata basis, or the termination or hiring of our chief executive officer. These restrictions could prevent us from taking actions that our board of directors may otherwise determine are in the best interests of the Company and our stockholders or that may be in the best interests of our other stakeholders.

Deutsche Telekom effectively has control over all matters submitted to our stockholders for approval, including the election or removal of directors, changes to our certificate of incorporation, a sale or merger of our company and other transactions requiring stockholder approval under Delaware law. Deutsche Telekom may have strategic, financial, or other interests different from our other stockholders, including as the holder of a substantial amount of our indebtedness, and may make decisions adverse to the interests of our other stockholders.

Future sales of our common stock, including sales by Deutsche Telekom, could have a negative impact on our stock price.

We cannot predict the effect, if any, that market sales of shares or the availability of shares of our common stock will have on the prevailing trading price of our common stock from time to time. Sales of a substantial number of shares of our common stock could cause our stock price to decline.

Pursuant to the terms of the Stockholder's Agreement, Deutsche Telekom was prohibited from transferring any shares of our common stock for six months after the closing of the business combination, which occurred on April 30, 2013. This lock-up period expired on October 30, 2013. During an eighteen month lock-up period beginning April 30, 2013, Deutsche Telekom is only permitted to sell its shares of our common stock if approved by our board of directors (including a majority of directors not affiliated with Deutsche Telekom), in transactions in which all of our other stockholders participate on the same basis, or subject to certain limitations (including that resales by any transferee will be subject to the same limitations), in non-public sales. After the expiration of this eighteen month lock-up period, Deutsche Telekom will be free to transfer its shares in public sales without notice, as long as such transactions would not result in the transferee owning 30% or more of the outstanding shares of our common stock. (If a transfer would exceed the 30% threshold, it is prohibited unless the transferee makes a binding offer to purchase all of the other outstanding shares on the same price and terms.) The sale of shares of our common stock by Deutsche Telekom (other than in transactions involving the purchase of all of our outstanding shares) could significantly increase the number of shares available in the market, which could cause a decrease in our stock price. In addition, even if Deutsche Telekom does not sell a large number of its shares into the market, its right to transfer a large number of shares into the market may depress our stock price.

Our stock price may be volatile, and may fluctuate based upon factors that have little or nothing to do with our business, financial condition, and operating results.

The trading prices of the securities of communications companies historically have been highly volatile, and the trading price of our common stock may be subject to wide fluctuations. Our stock price may fluctuate in reaction to a number of events and factors that may include, among other things:

- our or our competitors' actual or anticipated operating and financial results; introduction of new products and services by us or our competitors or changes in service plans or pricing by us or our competitors;
- analyst projections, predictions and forecasts, analyst target prices for our securities and changes in, or our failure to meet, securities analysts' expectations;
- Deutsche Telekom's financial performance, results of operation, or actions implied or taken by Deutsche Telekom;
- entry of new competitors into our markets or perceptions of increased price competition, including a price war;
- our performance, including subscriber growth, and our financial and operational metric performance;
- market perceptions relating to our services, network, handsets and deployment of our 4G LTE platform and our access to iconic handsets, services, applications or content;
- market perceptions of the wireless communications industry and valuation models for us and the industry;
- changes in our credit rating or future prospects;
- the availability or perceived availability of additional capital in general and our access to such capital;
- actual or anticipated consolidation, or other strategic mergers or acquisition activities involving us or our competitors;
- disruptions of our operations or service providers or other vendors necessary to our network operations; the general state of the U.S. and world economies; and

availability of additional spectrum, whether by the announcement, commencement, bidding and closing of auctions for new spectrum or the acquisition of companies that own spectrum.

In addition, the stock market has been volatile in the recent past and has experienced significant price and volume fluctuations, which may continue for the foreseeable future. This volatility has had a significant impact on the trading price of securities

## Table of Contents

issued by many companies, including companies in the communications industry. These changes frequently occur irrespective of the operating performance of the affected companies. Hence, the trading price of our common stock could fluctuate based upon factors that have little or nothing to do with our business, financial condition and operating results.

Our stockholder rights plan could prevent a change in control of our Company in instances in which some stockholders may believe a change in control is in their best interests.

We have a stockholder rights plan (“Rights Plan”) in effect. The Rights Plan will cause substantial dilution to a person or group that attempts to acquire our Company on terms that our board of directors does not believe are in our and our stockholders’ best interest. The Rights Plan is intended to protect stockholders in the event of an unfair or coercive offer to acquire the Company and to provide our board of directors with adequate time to evaluate unsolicited offers. The Rights Plan may prevent or make takeovers or unsolicited corporate transactions with respect to our Company more difficult, even if stockholders may consider such transactions favorable, possibly including transactions in which stockholders might otherwise receive a premium for their shares.

### Item 1B. Unresolved Staff Comments

None.

### Item 2. Properties

As of December 31, 2013, we leased approximately 64,000 cell sites, 70 switching centers and 10 data centers, totaling approximately 2.0 million square feet. In addition, we had 17 leased call centers, totaling approximately 1.2 million square feet, and 31 leased warehouses, totaling approximately 580,000 square feet. We also leased approximately 2,400 retail locations, including stores ranging in size from approximately 300 square feet to 11,000 square feet.

We currently lease office space totaling approximately 1.0 million square feet for our corporate headquarters in Bellevue, Washington. We use these offices for engineering and administrative purposes. We also lease space throughout the United States, totaling approximately 1.4 million square feet as of December 31, 2013, for use by our regional offices primarily for administrative, engineering and sales purposes.

### Item 3. Legal Proceedings

See Note 12 – Commitments and Contingencies of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for information regarding certain legal proceedings in which we are involved.

### Item 4. Mine Safety Disclosures

None.

## PART II.

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

#### Market Information

Our common stock has traded on the New York Stock Exchange (“NYSE”) under the symbol “TMUS” since May 1, 2013, the first trading day after the closing of the business combination with MetroPCS. As of December 31, 2013, there were 336 registered stockholders of record of our common stock, but we estimate the total number of stockholders to

be much higher as a number of our shares are held by brokers or dealers for their customers in street name. For periods prior to the closing of the business combination with MetroPCS, the prices represent the high and low sales prices of our common stock, as reported by the NYSE under the symbol "PCS", adjusted to reflect the 1-for-2 reverse stock split effected on April 30, 2013, but not adjusted on a per share basis for the aggregate cash payment of \$1.5 billion to MetroPCS stockholders in connection with the business combination. See also Note 2 – Business Combinations of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

Table of Contents

The high and low common stock sales prices per share were as follows:

	High	Low
Year Ended December 31, 2013:		
First Quarter	\$22.08	\$18.28
Second Quarter	25.02	16.01
Third Quarter	26.66	22.74
Fourth Quarter	34.10	24.90
Year Ended December 31, 2012:		
First Quarter	\$24.34	\$15.72
Second Quarter	18.62	11.06
Third Quarter	24.96	12.14
Fourth Quarter	29.02	19.26

We have never paid or declared any cash dividends on our common stock, and we do not intend to declare or pay any cash dividends on our common stock in the foreseeable future. Our unsecured revolving credit facility with Deutsche Telekom and the indentures and supplemental indentures governing our long-term debt, excluding capital leases, contain covenants that, among other things, restrict our ability to declare or pay dividends. We currently intend to retain future earnings, if any, to invest in our business. Subject to Delaware law, our board of directors will determine the payment of future dividends on our common stock, if any, and the amount of any dividends in light of:

- any applicable contractual restrictions limiting our ability to pay dividends;
- our earnings and cash flows;
- our capital requirements;
- our future needs for cash;
- our financial condition; and
- other factors our board of directors deems relevant.

#### Item 6. Selected Financial Data

The following selected financial data are derived from our consolidated financial statements. In connection with the business combination with MetroPCS, the selected financial data prior to May 1, 2013 represents T-Mobile USA's historical financial data. The data below should be read in conjunction with "Risk Factors" included in Part 1, Item 1A, "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Part II, Item 7 and "Financial Statements and Supplementary Data" included in Part II, Item 8 of this Form 10-K.



Table of Contents

Selected Financial Data (in millions, except per share and customer amounts):

As of and for the Year Ended December 31,	2013	2012	2011	2010	2009
<b>Statement of Operations Data</b>					
Total service revenues	\$19,068	\$17,213	\$18,481	\$18,733	\$18,960
Total revenues	24,420	19,719	20,618	21,347	21,531
Operating income (loss)	996	(6,397)	(4,279)	2,705	3,056
Total other expense, net	(945)	(589)	(655)	(526)	(720)
Income tax expense (benefit)	16	350	(216)	822	860
Net income (loss)	35	(7,336)	(4,718)	1,354	1,470
<b>Earnings (loss) per share:</b>					
Basic	0.05	(13.70)	(8.81)	2.53	2.75
Diluted	0.05	(13.70)	(8.81)	2.53	2.75
<b>Other Financial Data</b>					
Net cash provided by operating activities	\$3,545	\$3,862	\$4,980	\$4,905	\$5,437
Purchases of property and equipment	(4,025)	(2,901)	(2,729)	(2,819)	(3,687)
Total customers (in thousands)	46,684	33,389	33,185	33,734	33,790
<b>Balance Sheet Data</b>					
Cash and cash equivalents	\$5,891	\$394	\$390	\$109	\$207
Property and equipment, net	15,349	12,807	12,703	13,213	13,192
Spectrum licenses	18,122	14,550	12,814	15,282	15,256
Total assets	49,953	33,622	40,609	46,291	46,774
Total debt, excluding long-term financial obligation	20,189	14,945	15,627	16,293	13,749
Stockholders' equity	14,245	6,115	15,785	20,492	24,250

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

Except as expressly stated, the financial condition and results of operations discussed throughout Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") are those of T-Mobile US, Inc. and its consolidated subsidiaries.

**Overview**

The MD&A is intended to provide a reader of our financial statements with a narrative explanation from the perspective of management of our financial condition, results of operations, liquidity and certain other factors that may affect future results. The MD&A is provided as a supplement to, and should be read in conjunction with, our audited Consolidated Financial Statements for the three years ended December 31, 2013 included in Part II, Item 8 of this Form 10-K. Unless expressly stated otherwise, the comparisons presented in this MD&A refer to the same period in the prior year. T-Mobile's MD&A is presented in the following sections:

Financial Highlights

Other Highlights

Results of Operations

Performance Measures

Liquidity and Capital Resources

Contractual Obligations  
Off-Balance Sheet Arrangements  
Related Party Transactions  
Restructuring Costs  
Critical Accounting Policies and Estimates  
Recently Issued Accounting Standards

## Table of Contents

### Financial Highlights

- Total revenues increased 24% to \$24.4 billion in 2013 compared to \$19.7 billion in 2012.
- Service revenues increased 11% to \$19.1 billion in 2013 compared to \$17.2 billion in 2012.
- Total net customer additions were 4,377,000 for year ended December 31, 2013, a significant improvement compared to 203,000 net customer additions in 2012.
- Branded postpaid churn of 1.7% for the year ended December 31, 2013, a 70 basis point improvement compared to 2.4% in 2012.
- Adjusted EBITDA of \$4.9 billion for the year ended December 31, 2013 consistent with 2012.
- Cash capital expenditures for property and equipment were \$4.0 billion for the year ended December 31, 2013 compared to \$2.9 billion in 2012.

### Other Highlights

Un-carrier value proposition – In March 2013, we launched phase 1.0 of our Un-carrier value proposition by introducing the unlimited Simple Choice plans, which do not require an annual service contract. Qualified customers are eligible for device financing with EIP, which provides customers with low out-of-pocket costs on popular devices. In July 2013, we unveiled phase 2.0 of our Un-carrier value proposition, JUMP!, a groundbreaking approach to provide more frequent phone upgrades. At the same time we launched Simple Choice No Credit, which provides families an affordable multi-line service option without credit checks. In October 2013, we unveiled phase 3.0 of our Un-carrier value proposition, which provides customers reduced calling rates from the United States to international destinations and reduced roaming fees, including 2G data while traveling abroad in over 100 countries at no extra cost. In November 2013, we began to offer the Apple iPad Air and iPad mini. In addition, every T-Mobile tablet user can receive up to 200 MB of free 4G LTE data every month for as long as they own their tablet and use it on our network, even if they are not yet a T-Mobile mobile internet customer. In January 2014, we launched phase 4.0 of our Un-carrier value proposition, which reimburses customers' early termination fees when they switch from other carriers and trade in their eligible device. The reimbursement of early termination fees will be recorded as a reduction of equipment sales revenues, and will accordingly have a negative impact on both revenue and Adjusted EBITDA.

Business combination with MetroPCS – On April 30, 2013, the business combination of T-Mobile USA and MetroPCS was completed. See Note 2 – Business Combinations of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K. The business combination united two wireless innovators with one common vision: to bring wireless consumers exciting new choices while delivering an exceptional experience. On May 1, 2013, the combined company, T-Mobile US, Inc., began trading on the NYSE under the ticker "TMUS." Since the business combination, T-Mobile has achieved significant milestones in the integration of the MetroPCS business. In addition, we have extended the geographic presence of the MetroPCS brand to 30 additional markets and have launched more than 1,700 distribution points in these new markets as of December 31, 2013.

New product offerings – In addition to the new products introduced through Un-carrier initiatives 1.0 through 4.0, we began selling the iPhone at all company-owned stores in combination with the new Simple Choice plans in April 2013. Additionally, in November 2013, we began to offer the Apple iPad Air and iPad mini, both with Wi-Fi + Cellular enabled network technology. In addition, we began to offer qualifying tablet owners up to 200 MB of free 4G LTE data every month for as long as they own their tablet and use it on our network.

Debt and equity issuances – In connection with the business combination with MetroPCS, Deutsche Telekom recapitalized T-Mobile USA by retiring T-Mobile USA's long-term debt to affiliates with an aggregate principal amount of \$14.5 billion and all related derivative instruments in exchange for new senior unsecured notes in an aggregate principal amount of \$11.2 billion and additional paid-in capital. In August 2013 and November 2013, we completed offerings of new senior unsecured notes in aggregate principal amounts of \$500 million and \$2.0 billion,

respectively. Also in November 2013, we completed a public offering of 72,765,000 shares of our common stock at a price to the public of \$25 per share.

Spectrum purchases – In October 2013, we closed the purchase of 10 MHz of AWS spectrum from U.S. Cellular for \$308 million in cash. The spectrum covers a total of 32 million people in 29 markets. In January 2014, we entered into agreements with Verizon for the acquisition of 700 MHz A-Block spectrum licenses in exchange for approximately \$2.4 billion in cash and the transfer of certain AWS spectrum and PCS spectrum. The spectrum licenses to be acquired from Verizon cover more than 150 million people, including approximately 50% of the U.S. population and 70% of our existing customer base, in 23 markets. The transaction, which is subject to regulatory approval and other customary closing conditions, is expected to occur in mid-2014. These transactions are expected to further enhance our portfolio of U.S. nationwide broadband spectrum and enable the expansion of LTE coverage to new markets.

Table of Contents

## Results of Operations

Set forth below is a summary of consolidated results:

(in millions)	Year Ended December 31,			Percentage Change 2013 Versus 2012	Percentage Change 2012 Versus 2011
	2013	2012	2011		
<b>Revenues</b>					
Branded postpaid revenues	\$ 13,166	\$ 14,521	\$ 16,230	(9 )%	(11 )%
Branded prepaid revenues	4,945	1,715	1,307	NM	31 %
Wholesale revenues	613	544	443	13 %	23 %
Roaming and other service revenues	344	433	501	(21 )%	(14 )%
Total service revenues	19,068	17,213	18,481	11 %	(7 )%
Equipment sales	5,033	2,242	1,901	124 %	18 %
Other revenues	319	264	236	21 %	12 %
Total revenues	24,420	19,719	20,618	24 %	(4 )%
<b>Operating expenses</b>					
Cost of services, exclusive of depreciation and amortization shown separately below	5,279	4,661	4,952	13 %	(6 )%
Cost of equipment sales	6,976	3,437	3,646	103 %	(6 )%
Selling, general and administrative	7,382	6,796	6,728	9 %	1 %
Depreciation and amortization	3,627	3,187	2,982	14 %	7 %
MetroPCS transaction and integration costs	108	7	—	NM	NM
Impairment charges	—	8,134	6,420	NM	27 %
Restructuring costs	54	85	—	(36 )%	NM
Other, net	(2 )	(191 )	(169 )	(99 )%	NM
Total operating expenses	23,424	26,116	24,897	(10 )%	5 %
Operating income (loss)	996	(6,397 )	(4,279 )	NM	49 %
<b>Other income (expense)</b>					
Interest expense to affiliates	(678 )	(661 )	(670 )	3 %	(1 )%
Interest expense	(545 )	—	—	NM	NM
Interest income	189	77	25	145 %	NM
Other income (expense), net	89	(5 )	(10 )	NM	(50 )%
Total other expense, net	(945 )	(589 )	(655 )	60 %	(10 )%
Income (loss) before income taxes	51	(6,986 )	(4,934 )	NM	42 %
Income tax expense (benefit)	16	350	(216 )	(95 )%	NM
Net income (loss)	\$ 35	\$(7,336 )	\$(4,718 )	NM	55 %

NM – Not Meaningful

## Year Ended December 31, 2013 Compared to Year Ended December 31, 2012

## Revenues

Branded postpaid revenues decreased \$1.4 billion, or 9%, for the year ended December 31, 2013, compared to the same period in 2012. The decrease was primarily attributable to lower average revenue per user (“ARPU”). See “Performance Measures” for a description of ARPU. Branded postpaid ARPU was negatively impacted by the growth of our Value and Simple Choice plans which have lower priced rate plans than other branded postpaid rate plans. Compared to other traditional bundled postpaid price plans, Value and Simple Choice plans result in lower service revenues but higher equipment sales at the time of the purchase as the plans do not include a bundled sale of a discounted handset. Branded postpaid customers on Value and Simple Choice plans more than doubled over the past

twelve months to 69% of the branded postpaid customer base at December 31, 2013, compared to 30% at December 31, 2012.

Branded prepaid revenues increased \$3.2 billion for the year ended December 31, 2013, compared to the same period in 2012. Of the increase, approximately \$2.9 billion was due to the inclusion of the operating results of MetroPCS since May 1, 2013. Excluding MetroPCS operating results, the increase for the year ended December 31, 2013 resulted primarily from an increase in average branded prepaid customers driven by the success of T-Mobile's monthly prepaid service plans, including data services that also have higher ARPU.

## Table of Contents

Wholesale revenues increased \$69 million, or 13%, for the year ended December 31, 2013, compared to the same period in 2012. The increase was primarily attributable to growth of the average number of MVNO customers for the period. The increase in MVNO customers was due in part to growth of government subsidized Lifeline programs offered by our MVNO partners along with MVNO partnerships launched in the fourth quarter of 2012. However, a significant portion of our MVNO partners' recent customer growth has been in lower ARPU products that result in revenues that do not increase in proportion with customer growth.

Roaming and other service revenues decreased \$89 million, or 21%, for the year ended December 31, 2013, compared to the same period in 2012. The decrease was primarily attributable to lower early termination fees of \$58 million due to the no annual service contract features of Simple Choice plans launched in March 2013. Additionally, international voice and domestic data revenues decreased due to rate reductions negotiated with certain roaming partners.

Equipment sales increased \$2.8 billion, or 124%, for the year ended December 31, 2013, compared to the same period in 2012. The increase was primarily attributable to significant growth in the number of handsets sold and an increase in the rate of customers upgrading their handset. Additionally, equipment sales increased due to growth in the sales of smartphones, which have a higher average revenue per unit sold as compared to other handsets. This was driven by our introduction of both the Apple iPhone 5 and the Samsung Galaxy S<sup>®</sup>4 in the second quarter of 2013, and the Apple iPhone 5s and iPhone 5c in the third quarter of 2013. Additionally, the inclusion of MetroPCS's operating results since May 1, 2013 contributed approximately \$450 million to the increase in equipment sales for the year ended December 31, 2013.

We financed \$3.3 billion of equipment sales revenues through equipment installment plans during the year ended December 31, 2013, a significant increase from \$946 million in the year ended December 31, 2012 resulting from growth in Value and Simple Choice Plans. Additionally, customers had associated equipment installment plan billings of \$1.5 billion in the year ended December 31, 2013, compared to \$450 million in the year ended December 31, 2012.

Other revenues increased \$55 million, or 21%, for the year ended December 31, 2013, compared to the same period in 2012 due primarily to an increase in imputed rental income on wireless communication tower sites.

## Operating Expenses

Cost of services increased \$618 million, or 13%, for the year ended December 31, 2013, compared to the same period in 2012. Of the increase, approximately \$800 million was due to the inclusion of the operating results of MetroPCS since May 1, 2013. Cost of services, excluding MetroPCS, decreased due to lower roaming expenses of \$126 million related to reduced roaming rates negotiated with certain roaming partners. Additionally, due to the network transition to enhanced telecommunication lines with higher capacity, we were able to accommodate higher data volumes at a lower cost.

Cost of equipment sales increased \$3.5 billion, or 103%, for the year ended December 31, 2013, compared to the same period in 2012. The increase in cost of equipment sales was primarily attributable to a 67% increase in the volume of handsets sold during the year ended December 31, 2013. The increase was partially attributable to higher average cost per unit of each handset sold due in part to a 90% increase in the sale of smartphones units for the year ended December 31, 2013, compared to the same period in 2012. Additionally, the inclusion of MetroPCS's operating results since May 1, 2013 contributed approximately \$950 million to the increase in cost of equipment sales for the year ended December 31, 2013.

Selling, general and administrative increased \$586 million, or 9%, for the year ended December 31, 2013, compared to the same period in 2012. Of the increase, approximately \$650 million was attributable to the inclusion of operating results of MetroPCS since May 1, 2013. Selling, general and administrative expenses, excluding MetroPCS, decreased

\$61 million, or 1%, primarily driven by \$241 million in lower bad debt expense, net of recoveries, as a result of improved credit quality of our customer portfolio. This decrease was partially offset by higher commission expenses driven by increased gross customer additions during the year ended December 31, 2013.

Depreciation and amortization increased \$440 million, or 14%, for the year ended December 31, 2013, compared to the same period in 2012. Depreciation and amortization attributable to MetroPCS since May 1, 2013 was approximately \$550 million. Depreciation and amortization expenses, excluding MetroPCS, decreased in 2013, as 2012 included increased depreciation expense due to the shortening of useful lives of certain network equipment to be replaced in connection with network modernization efforts.

MetroPCS transaction and integration costs increased \$101 million for the year ended December 31, 2013, compared to the same period in 2012 due primarily to personnel related costs associated with the change in control, professional services costs and network integration expenses associated with the business combination between T-Mobile USA and MetroPCS. See also



Table of Contents

Note 2 – Business Combinations of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

Restructuring costs of \$54 million for the year ended December 31, 2013 were related to our 2013 cost restructuring program to align our operations to our new strategy and position the company for future growth. Costs associated with the 2013 restructuring program primarily consist of severance and other personnel-related costs. Restructuring costs of \$85 million for the year ended December 31, 2012 related primarily to the consolidation of our call center operations in 2012.

Other, net for the year ended December 31, 2013 reflects a \$2 million gain on a spectrum license transaction. Other, net for the year ended December 31, 2012, respectively, reflects a \$191 million gain due primarily to an AWS spectrum license exchange, partially offset by costs associated with the terminated AT&T acquisition of T-Mobile USA.

Other Income (Expense)

Interest expense to affiliates increased \$17 million, or 3%, for the year ended December 31, 2013, compared to the same period in 2012. Prior to the closing of the business combination with MetroPCS, Deutsche Telekom recapitalized T-Mobile USA by retiring its long-term debt to affiliates of \$14.5 billion and all related derivative instruments, in exchange for new senior unsecured notes of \$11.2 billion. Later in 2013, Deutsche Telekom sold the senior non-reset notes resulting in an aggregate principal reduction of \$5.6 billion in long-term debt to affiliates. The increase in interest expense to affiliates was primarily due to losses related to the retirement of derivative instruments associated with the extinguishment of the long-term debt to affiliates prior to the business combination, and higher average interest rates on the new senior unsecured notes. See also Note 7 – Debt and Note 13 – Additional Financial Information of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

Interest expense increased \$545 million for the year ended December 31, 2013, compared to the same period in 2012. The increase in interest expense is primarily the result of MetroPCS long-term debt assumed during the second quarter of 2013 in connection with the business combination, as well as new senior notes issued during 2013. Additionally, interest expense of approximately \$200 million for the year ended December 31, 2013 related to the long-term financial obligation resulting from the Tower Transaction that closed on November 30, 2012. The Tower Transaction and related impacts are further described in Note 8 – Tower Transaction and Related Long-Term Financial Obligation of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

Interest income increased \$112 million for the year ended December 31, 2013, compared to the same period in 2012. The increase in interest income is primarily the result of the significant growth in handsets financed through our equipment installment plans for the year ended December 31, 2013. Deferred interest associated with our EIP receivables is imputed at the time of sale and then recognized over the financed installment term.

Other income (expense), net increased \$94 million for the year ended December 31, 2013, compared to the same period in 2012. The increase in other income (expense), net was primarily due to the recognition of gains related to the retirement of derivative instruments associated with the pre-business combination long-term debt to affiliates. See also Note 7 – Debt and Note 13 – Additional Financial Information of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

Income Taxes

Income tax expense decreased \$334 million for the year ended December 31, 2013, compared to the same period in 2012. The decrease in income tax expense was primarily due to lower pre-tax income, exclusive of impairment

charges. The effective tax rate was 31.4% and (5.0)% for the years ended December 31, 2013 and 2012, respectively. The change in the effective tax rate for 2013 compared to 2012 was primarily due to the impact of the goodwill impairment recorded in 2012.

#### Guarantor Subsidiaries

Pursuant to the indenture and the supplemental indentures, the long-term debt, excluding capital leases, are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by T-Mobile US, Inc. ("Parent") and certain of T-Mobile USA's ("Issuer") 100% owned subsidiaries ("Guarantor Subsidiaries"). In 2013, T-Mobile entered into an agreement with Cook Inlet Voice and Data Services, Inc. ("Cook Inlet") to acquire all of Cook Inlet's interest in Cook Inlet/VoiceStream GSM VII PCS Holdings LLC, ("CIVS VII"), a fully consolidated Non-Guarantor Subsidiary. The transaction was completed in July 2013 and resulted in CIVS VII becoming an indirect wholly-owned subsidiary of T-Mobile USA. CIVS VII was subsequently combined with, and the net assets transferred to, T-Mobile License LLC, a wholly-owned Restricted Subsidiary of

Table of Contents

T-Mobile USA. As a result, the net assets of CIVS VII were included in the Guarantor Subsidiaries condensed consolidating balance sheet information. The guarantees of the long-term debt were unchanged by the transaction. See Note 14 – Guarantor Financial Information of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for more information regarding the transaction.

The financial condition of the Parent, Issuer and Guarantor Subsidiaries is substantially similar to the Company's consolidated financial condition. Similarly, the results of operations of the Parent, Issuer and Guarantor Subsidiaries are substantially similar to the Company's consolidated results of operations. The change in the financial condition of the Non-Guarantor Subsidiaries was primarily due to the transfer of the net assets of CIVS VII into the Guarantor Subsidiaries consolidating balance sheet information as described above. As of December 31, 2013 and December 31, 2012, the most significant components of the financial condition of the Non-Guarantor Subsidiaries were property and equipment of \$595 million and \$678 million, respectively, spectrum licenses of none and \$220 million, respectively, long-term financial obligations of \$2.1 billion and \$2.1 billion, respectively, and stockholders' equity of \$1.3 billion and \$1.0 billion, respectively. The most significant components of the results of operations of our Non-Guarantor Subsidiaries for the year ended December 31, 2013 were services revenues of \$823 million, offset by costs of equipment sales of \$552 million resulting in a net comprehensive loss of \$52 million. Similarly, for the year ended December 31, 2012, services revenues of \$712 million were offset by costs of equipment sales of \$449 million, resulting in a net comprehensive income of \$72 million.

## Year Ended December 31, 2012 Compared to the Year Ended December 31, 2011

## Revenues

Branded postpaid revenues decreased by \$1.7 billion, or 11%, for the year ended December 31, 2012, compared to the same period in 2011. The decrease was primarily attributable to a 9% year-over-year decline in the number of average branded postpaid customers. Branded postpaid revenues were also negatively impacted by the growth of our Value plans which have lower ARPU than our other branded postpaid rate plans. Compared to other traditional bundled price plans, Value plans result in lower service revenues over the service contract period, but higher equipment sales at the time of the sale, as Value plans do not include a bundled sale of a heavily discounted handset. These decreases were partially offset by an increase in data revenues from customer adoption of smartphones with accompanying data plans. Smartphone customers accounted for 61% of total branded postpaid customers at December 31, 2012, up from 49% at December 31, 2011.

Branded prepaid revenues increased by \$408 million or 31% for the year ended December 31, 2012, compared to the same period in 2011. The increase was primarily attributable to the 21% growth of branded prepaid customers in 2012 driven by the success of our Monthly4G plans, which were introduced in the second quarter of 2011. In addition, branded prepaid ARPU increased by 11% during 2012.

Wholesale revenues increased by \$101 million, or 23% for the year ended December 31, 2012, compared to the same period in 2011. The increase was primarily attributable to the 15% growth of average MVNO customers during 2012.

Roaming and other service revenues decreased by \$68 million, or 14% for the year ended December 31, 2012, compared to the same period in 2011. The decrease was primarily attributable to lower data roaming revenues due to rate reductions with certain roaming partners.

Equipment sales increased by \$341 million, or 18% for the year ended December 31, 2012, compared to the same period in 2011. Equipment sales increased in 2012 from higher revenue per unit sold on lower unit sales volumes. The higher revenue per unit sold was primarily attributable to equipment sales changes in connection with our Value plans. For each handset sold on a Value plan, we benefit from increased equipment revenue, compared to traditional bundled

price plans that typically offer a discounted handset combined with higher service charges. Additionally, smartphone sales growth contributed to the year-over-year increase in equipment sales as smartphones have higher revenue per unit sold compared to other phones.

Other revenues increased by \$28 million, or 12% for the year ended December 31, 2012, compared to the same period in 2011. The increase is primarily due to higher co-location rental income from leasing out space at our owned wireless communication towers to third parties.

#### Operating Expenses

Cost of services decreased by \$291 million, or 6% for the year ended December 31, 2012, compared to the same period in 2011. The decrease was attributable to lower roaming expenses related to a decline in customer base and associated usage compared to the year ended December 31, 2011. Additionally, due to the network transition to enhanced telecommunication

## Table of Contents

lines in 2012, we were able to accommodate higher data volumes at a lower cost year-over-year resulting in lower cost of services.

Cost of equipment sales decreased by \$209 million, or 6% for the year ended December 31, 2012, compared to the same period in 2011. The decrease was primarily attributable to the 10% decline in handset unit sales volumes, partially offset by higher costs per handset sold from an increased share of smartphones sold in 2012.

Selling, general and administrative increased by \$68 million, or 1% for the year ended December 31, 2012, compared to the same period in 2011. The slight decrease was primarily attributable to lower employee-related expenses in 2012 as a result of restructuring initiatives implemented in the first half of 2012 and lower commissions costs from fewer branded postpaid customer gross customer additions in 2012. This increase was partially offset by higher advertising expenses associated with new promotional campaigns launched in 2012.

Depreciation and amortization increased by \$205 million, or 7% for the year ended December 31, 2012, compared to the same period in 2011. The increase was due to additional depreciation of approximately \$268 million recorded as a result of adjustments to useful lives on equipment to be replaced in connection with the network modernization efforts (See “Critical Accounting Policies and Estimates”).

Impairment charges of \$8.1 billion were recorded on goodwill for the year ended December 31, 2012, compared to impairment charges of \$6.4 billion recorded on goodwill and spectrum licenses for the year ended December 31, 2011. We determined that the business combination with MetroPCS announced in October 2012 was a triggering event for a goodwill impairment assessment. The fair value of T-Mobile USA implied by using the market value of MetroPCS and the exchange terms contemplated in the business combination agreement was less than the carrying amount, including goodwill, of T-Mobile's single reporting unit as of September 30, 2012. We used the fair value implied by the transaction to estimate the fair value of the reporting unit in step one of our goodwill impairment test. Because the first step in the impairment process indicated that the carrying value exceeded the fair value of the reporting unit as of September 30, 2012, we performed the second step in the goodwill impairment test. As a result of the second step of the impairment analysis, we concluded that the implied goodwill as of September 30, 2012 was \$0, and recognized a non-cash impairment charge of \$8.1 billion. We attribute this impairment to the business impacts from the highly competitive environment in the U.S. wireless telecommunications industry and the ongoing challenges in attracting and retaining branded postpaid customers.

Restructuring costs of \$85 million for the year ended December 31, 2012 relate to consolidating our call center operations from 24 to 17 facilities, as well as restructuring and optimizing operations in other parts of the business in an effort to reduce operating costs. No restructuring costs were incurred during the year ended December 31, 2011.

Other, net in the operating expenses section reflects the net effect of transaction-related gains and losses. The net gain of \$191 million in 2012 primarily relates to a gain recorded on an AWS spectrum license exchange, partially offset by expenses associated with the terminated AT&T acquisition of T-Mobile USA. The net expense of \$169 million in 2011 primarily related to employee-related costs associated with the terminated AT&T acquisition of T-Mobile USA.

### Other Income (Expense)

Interest expense to affiliates was relatively consistent at \$661 million for the year ended December 31, 2012, compared to \$670 million for the year ended December 31, 2011.

### Income Taxes

Income tax expense was \$350 million for the year ended December 31, 2012, compared to an income tax benefit of \$216 million for the year ended December 31, 2011. The increase in income tax expense was primarily due to the tax benefit recorded in 2011 related to impairment charges on spectrum licenses. The effective tax rate was (5.0)% and 4.4% for the years ended December 31, 2012 and 2011, respectively. The change in the effective tax rate for 2012 compared to 2011 was primarily due to the impact of the goodwill impairment recorded in 2012.

#### Guarantor Subsidiaries

The financial condition of the Parent, Issuer and Guarantor Subsidiaries is substantially similar to the Company's consolidated financial condition. Similarly, the results of operations of the Parent, Issuer and Guarantor Subsidiaries are substantially similar to the Company's consolidated results of operations. As of December 31, 2012, the most significant components of the financial condition of the Non-Guarantor Subsidiaries were property and equipment of \$678 million, spectrum licenses of \$220

Table of Contents

million, long-term financial obligations of \$2.1 billion and stockholders' equity of \$1.0 billion. The most significant components of the results of operations of our Non-Guarantor Subsidiaries for the year ended December 31, 2012 were services revenues of \$712 million, offset by costs of equipment sales of \$449 million resulting in a net comprehensive income of \$72 million. Similarly, for the year ended December 31, 2011, services revenues of \$635 million were offset by costs of equipment sales of \$389 million, resulting in a net comprehensive income of \$47 million.

## Performance Measures

In managing our business and assessing financial performance, we supplement the information provided by the financial statements with other operating or statistical data and non-GAAP financial measures. These operating and financial measures are utilized by our management to evaluate our operating performance and, in certain cases, our ability to meet liquidity requirements. Although companies in the wireless industry may not define each of these measures in precisely the same way, we believe that these measures facilitate key operating performance comparisons with other companies in the wireless industry.

## Total Customers

A customer is generally defined as a SIM card with a unique T-Mobile identity number which generates revenue. Branded customers include customers that are qualified either for postpaid service, where they generally pay after incurring service, or prepaid service, where they generally pay in advance. Wholesale customers include M2M and MVNO customers that operate on our network, but are managed by wholesale partners.

The following table sets forth the number of ending customers:

(in thousands)	December 31, 2013	December 31, 2012	December 31, 2011
Customers, end of period			
Branded postpaid customers	22,299	20,293	22,367
Branded prepaid customers	15,072	5,826	4,819
Total branded customers	37,371	26,119	27,186
M2M customers	3,602	3,090	2,429
MVNO customers	5,711	4,180	3,569
Total wholesale customers	9,313	7,270	5,999
Total customers, end of period	46,684	33,389	33,185

Note: Certain customer numbers may not add due to rounding.

The following table sets forth the number of net customer additions (losses):

(in thousands)	Year Ended December 31,		
	2013	2012	2011
Net customer additions (losses)			
Branded postpaid customers	2,006	(2,074	) (2,206
Branded prepaid customers	328	1,007	321
Total branded customers	2,334	(1,067	) (1,885
M2M customers	512	660	556
MVNO customers	1,531	610	780
Total wholesale customers	2,043	1,270	1,336
Total net customer additions (losses)	4,377	203	(549
Acquired customers	8,918	—	—

Net customer additions, excluding customers of MetroPCS acquired as a result of the business combination, were 4,377,000 for the year ended December 31, 2013, compared to net customer additions of 203,000 in the same period in 2012. At December 31, 2013, we had approximately 46.7 million customers, a 40% increase from the customer total as of December 31, 2012. The increase was primarily driven by the addition of MetroPCS's customer base due to the completion of the business combination during the second quarter of 2013, which increased the branded prepaid customer base by 8,918,000. Additionally, the increase was the result of growth in all customer categories, as described below.

Net customer additions were 203,000 for the year ended December 31, 2012, compared to 549,000 net customer losses in the same period in 2011. At December 31, 2012, we had 33.4 million customers, an approximate 1% increase from the customer



## Table of Contents

total as of December 31, 2011. The increase in total customers was primarily driven by lower branded customer churn and higher branded prepaid customer additions.

### Branded Customers

Branded postpaid net customer additions were 2,006,000 for the year ended December 31, 2013, an improvement compared to branded postpaid net customer losses of 2,074,000 for the same period in 2012. The significant improvement in customer development was attributable to improved branded postpaid churn, increased new customer activations and qualified upgrades of branded prepaid customers to branded postpaid plans. Branded postpaid net customer additions benefited from the launch of the Simple Choice plans as a component of the Un-carrier strategy as well as the introduction of the JUMP! program and launch of popular devices in 2013. These factors drove incremental gross additions for branded postpaid customers and improved churn as further described below.

Branded postpaid net customer losses slightly improved to 2,074,000 for the year ended December 31, 2012, compared to 2,206,000 for the same period in 2011. The decrease in branded postpaid net customer losses is primarily attributable to improved branded postpaid churn partially offset by fewer branded postpaid customer gross additions. The decline in customer gross additions was primarily a result of competitive pressure, including our competitors' advertising campaigns and promotional offerings such as handset discounts and the launch of the iPhone 5, which we did not carry until 2013.

Branded prepaid net customer additions, excluding customers of MetroPCS acquired as a result of the business combination, were 328,000 for the year ended December 31, 2013, compared to branded prepaid net customer additions of 1,007,000 for the same period in 2012. The decrease was partly a result of qualified upgrades of branded prepaid customers to branded postpaid plans as the Un-carrier strategy eliminates annual service contracts to credit worthy customers that have historically been utilizing prepaid products. In addition, the robust competitive environment in the prepaid market resulted in higher branded prepaid customer deactivations, partially offset by higher branded prepaid gross customer additions due in part to the expansion of the MetroPCS brand, including the launch in 30 additional markets since the completion of the business combination.

Branded prepaid net customer additions were 1,007,000 for the year ended December 31, 2012, compared to 321,000 branded prepaid net customer additions for the same period in 2011. This significant improvement was due to the continued success of T-Mobile's Monthly4G plans that were launched in the second quarter of 2011. The Monthly 4G plans are a branded prepaid service offering that provides customers with a variety of plan choices including unlimited talk, text and web service on the T-Mobile nationwide 4G network at flat monthly rates without the requirement of an annual contract.

### Wholesale

Wholesale net customer additions were 2,043,000 for the year ended December 31, 2013, compared to wholesale net customer additions 1,270,000 for the same period in 2012. The growth in MVNO customers was due in part to government subsidized Lifeline programs offered by our MVNO partners along with ongoing growth from MVNO partnerships launched in the fourth quarter of 2012. MVNO partners often have relationships with multiple carriers and through steering their business towards carriers offering promotions can impact specific carriers' results.

Wholesale net customer additions were 1,270,000 for the year ended December 31, 2012, compared to net customer additions of 1,336,000 for the same period in 2011. The moderate decline in wholesale net customer additions was primarily due to fewer MVNO gross customer additions and higher M2M customer churn. MVNO customers grew, although at a slightly slower rate, in 2012 versus 2011. Increased M2M customer churn resulted primarily from M2M partners adjusting their lines of service to align with their customer demand.

## Churn

Churn is defined as the number of customers whose service was discontinued, expressed as a percentage of the average number of customers during the specified period. The number of customers whose service was discontinued is presented net of customers that subsequently have their service restored. We believe that churn, which is a measure of customer retention and loyalty, provides relevant and useful information and is used by management to evaluate the operating performance of our business.

30

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Table of Contents

	Year Ended December 31, 2013			
	2013	2012	2011	
Branded postpaid churn	1.7	% 2.4	% 2.7	%
Branded prepaid churn	5.4	% 6.4	% 6.7	%

Branded postpaid churn was 1.7% for the year ended December 31, 2013, compared to 2.4% for the year ended December 31, 2012. The significant improvements were due in part to the continued focus on churn reduction initiatives, such as improving network quality and the customer sales experience. Additionally, our no annual service contract Un-carrier strategy announced in the first quarter of 2013 gained positive traction with customers. We also began offering new handsets in 2013, such as Apple iPhone products and the Samsung Galaxy S4, which improved customer retention compared to the same periods in 2012.

Branded postpaid churn was 2.4% for the year ended December 31, 2012, compared to 2.7% for the year ended December 31, 2011. The year over year decrease in branded postpaid churn in 2012 was the result of the strategic phase-out of certain products that historically had higher churn and the continued focus on churn reduction initiatives. Additionally, in 2011 we experienced customer losses which were believed to have been related to uncertainty caused by the proposed, but ultimately terminated, acquisition of T-Mobile USA by AT&T.

Branded prepaid churn was 5.4% for the year ended December 31, 2013, compared to 6.4% for the same period in 2012. The decreases were primarily a result of the completion of the business combination with MetroPCS during the second quarter of 2013. MetroPCS customers are now the largest portion of the branded prepaid customer base and have historically had lower rates of churn than the historical T-Mobile branded prepaid business. Consequently, branded prepaid churn was impacted positively by the inclusion of MetroPCS customers.

Branded prepaid churn was 6.4% for the year ended December 31, 2012, compared to 6.7% for the same period in 2011. The improvement in branded prepaid churn in 2012 was primarily attributable to the success of our Monthly4G plans and the strategic phase-out of certain products, which historically had higher churn.

## Average Revenue Per User (“ARPU”)

ARPU represents the average monthly service revenue earned from customers. We utilize ARPU to evaluate our per-customer service revenue realization and to assist in forecasting our future service revenues. We believe ARPU provides management with useful information to evaluate the service revenues generated from our customer base.

The following tables illustrate the calculation of ARPU and reconciles these measures to the related service revenues, which we consider to be the most directly comparable GAAP financial measure to ARPU:

(in millions, except average number of customers and ARPU)	Year Ended December 31,		
	2013	2012	2011
Calculation of Branded Postpaid ARPU:			
Branded postpaid service revenues	\$13,166	\$14,521	\$16,230
Divided by: Average number of branded postpaid customers (in thousands) and number of months in period	20,858	21,306	23,496
Branded postpaid ARPU	\$52.60	\$56.79	\$57.56
Calculation of Branded Prepaid ARPU:			
Branded prepaid service revenues	\$4,945	\$1,715	\$1,307
Divided by: Average number of branded prepaid customers (in thousands) and number of months in period	11,913	5,325	4,488
Branded prepaid ARPU	\$34.59	\$26.85	\$24.27

Branded postpaid ARPU decreased \$4.19 for the year ended December 31, 2013, compared to the same period in 2012. The decrease was primarily due to the continued adoption of Value and Simple Choice plans, which have lower ARPU than customers under traditional bundled plans. This was offset in part by increased data revenues from continued growth in smartphone penetration. Branded postpaid customers on Value and Simple Choice plans increased over the past twelve months, and at December 31, 2013, represented 69% of branded postpaid customers compared to 30% of branded postpaid customers at December 31, 2012.

Table of Contents

Branded postpaid ARPU decreased \$0.77 for the year ended December 31, 2012, compared to the same period in 2011. The decrease in branded postpaid ARPU was primarily due to the branded postpaid customer base migration to Value plans introduced in the third quarter of 2011, which have lower ARPU, partially offset by higher data revenues from the adoption of data plans and smartphone penetration.

Branded prepaid ARPU increased \$7.74 for the year ended December 31, 2013, compared to the same period in 2012. The increase was primarily due to the inclusion of MetroPCS customers which generate higher ARPU than T-Mobile's other branded prepaid customers, as well as the growth of monthly prepaid service plans, which include data services and have higher ARPU than other pay-as-you-go prepaid plans.

Branded prepaid ARPU increased \$2.58 for the year ended December 31, 2012, compared to the same period in 2011. The increase in branded prepaid ARPU was primarily due to the growth of the Monthly4G plans, which include data services. T-Mobile's Monthly4G plans were introduced in the second quarter of 2011.

## Branded Cost Per Gross Addition ("CPGA")

Branded CPGA is determined by dividing the costs of acquiring new customers, consisting of selling expenses plus the loss on equipment sales related to acquiring new customers for the specified period, by gross branded customer additions during the period. The loss on equipment sales related to acquiring new customers consists primarily of the excess of handset and accessory costs over related revenues incurred to acquire new customers. Additionally, the loss on equipment sales associated with retaining existing customers is excluded from this measure as Branded CPGA is intended to reflect only the acquisition costs to acquire new customers.

Branded CPGA is a non-GAAP measure utilized by our management to assess the financial investment in new customers and determine the number of months to recover customer selling costs. This measure also allows us to compare average acquisition costs per new customer to those of other wireless telecommunications providers.

The following table reconciles total costs used in the calculation of Branded CPGA to customer selling expenses, which we consider to be the most directly comparable GAAP financial measure to Branded CPGA:

(in millions, except gross customer additions and Branded CPGA)	Year Ended December 31,		
	2013	2012	2011
Selling, general and administrative	\$7,382	\$6,796	\$6,728
Less: General and administrative expenses	(3,425)	(3,510)	(3,543)
Total selling expenses	3,957	3,286	3,185
Add: Loss on equipment sales			
Equipment sales	(5,033)	(2,242)	(1,901)
Cost of equipment sales	6,976	3,437	3,646
Total loss on equipment sales	1,943	1,195	1,745
Less: Loss on equipment sales related to customer retention	(1,300)	(903)	(1,014)
Loss on equipment sales related to customer acquisition	643	292	731
Cost of acquiring new branded customers	\$4,600	\$3,578	\$3,916
Divided by: Gross branded customer additions (in thousands)	14,355	9,083	9,234
Branded CPGA	\$320	\$394	\$424

Branded CPGA decreased \$74 for the year ended December 31, 2013, compared to the same period in 2012. The decrease was due primarily to the significant growth in branded customer gross additions which resulted in fixed selling costs, such as employee salaries and lease expense, being applied over a greater number of gross customer additions. This decrease was partially offset by an increase in the loss on equipment sales related to customer acquisition, due to the increased volume of handset sales and higher per unit costs due to an increasing mix of higher

cost smartphones being sold.

Branded CPGA decreased \$30 for the year ended December 31, 2012, compared to the same period in 2011. Branded CPGA decreased in 2012 compared to 2011 due primarily to decreases in the equipment subsidy loss related to customer acquisition as customers adopted Value plans. For each handset sold on the Value plan, T-Mobile benefited from increased equipment revenue, compared to traditional bundled price plans that typically offered a discounted handset combined with higher service charges. This decrease in Branded CPGA was partially offset by increases in advertising associated with new promotional campaigns launched in 2012.

Table of Contents

## Branded Cost Per User (“CPU”)

Branded CPU is a non-GAAP financial measure utilized by our management to evaluate the non-acquisition related cash expenses associated with ongoing business operations on a per customer basis, to track changes in these non-acquisition related costs over time, and to help evaluate how changes in business operations affect non-acquisition related costs per customer.

The following table reconciles total costs used in the calculation of Branded CPU to cost of services costs, which we consider to be the most directly comparable GAAP financial measure to Branded CPU:

	Year Ended December 31,		
(in millions, except average number of customers and Branded CPU)	2013	2012	2011
Cost of services	\$5,279	\$4,661	\$4,952
Add: General and administrative expenses	3,425	3,510	3,543
Add: Loss on equipment sales related to customer retention	1,300	903	1,014
Total cost of serving customers	\$10,004	\$9,074	\$9,509
Divided by: Average number of branded customers (in thousands) and number of months in period	32,771	26,631	27,984
Branded CPU	\$25	\$28	\$28

Branded CPU decreased \$3 for the year ended December 31, 2013, compared to the same period in 2012. The decrease was primarily attributable to operating costs being applied over greater average branded customers due to organic growth and the acquisition of MetroPCS customers in the second quarter of 2013 in connection with the completion of the business combination. Operating costs increased in 2013 but at a lesser rate than the increase in average branded customers. Cost of services increased primarily due to the inclusion of the operating results of MetroPCS since May 1, 2013 and a higher loss on equipment sales related to customer retention due to higher volumes of smartphone sales in 2013 that have higher per unit costs. For the year ended December 31, 2013, compared to the same period of the prior year, general and administrative expenses decreased due to improvements in bad debt expense as described in “Result of Operations” and lower employee related costs as a result of restructuring initiatives implemented in the first half of 2012.

Branded CPU was \$28 for both the year ended December 31, 2012 and 2011. Branded CPU was consistent year-over-year, however the cost of serving customers decreased by \$435 million or 5% in 2012. The decrease in costs was primarily attributable to lower cost of service in 2012, described in “Results of Operations.” This decrease in costs was fully offset by the impact of a 1.4 million decline in the average branded customer base during 2012.

## Adjusted EBITDA

We define Adjusted EBITDA as earnings before interest expense (net of interest income), tax, depreciation, amortization, stock-based compensation and expenses that are not reflective of T-Mobile’s ongoing operating performance. Adjusted EBITDA margin, expressed as a percentage, is calculated as Adjusted EBITDA divided by total service revenues.

Adjusted EBITDA is a non-GAAP financial measure utilized by our management to monitor the financial performance of our operations. This measurement, together with GAAP measures such as revenue and operating income, assists management in its decision-making process related to the operation of our business. We use Adjusted EBITDA internally as a metric to evaluate and compensate our personnel and management for their performance, and as a benchmark to evaluate our operating performance in comparison to our competitors. Management also uses Adjusted EBITDA to measure, from period-to-period, our ability to provide cash flows to meet future debt services, capital expenditures and working capital requirements and fund future growth. We believe that analysts and investors

use Adjusted EBITDA as a supplemental measure to evaluate overall operating performance and that this metric facilitates comparisons with other wireless communications companies. Adjusted EBITDA has limitations as an analytical tool and should not be considered in isolation or as a substitute for income from operations, net income, or any other measure of financial performance reported in accordance with GAAP. In addition, other wireless carriers may calculate this measure differently.



Table of Contents

The following table illustrates the calculation of Adjusted EBITDA and reconciles Adjusted EBITDA to net income which we consider to be the most directly comparable GAAP financial measure to Adjusted EBITDA:

(in millions)	Year Ended December 31,		
	2013	2012	2011
Net income (loss)	\$35	\$ (7,336 )	\$ (4,718 )
Adjustments:			
Interest expense to affiliates	678	661	670
Interest expense	545	—	—
Interest income	(189 )	(77 )	(25 )
Other (income) expense, net	(89 )	5	10
Income tax expense (benefit)	16	350	(216 )
Operating income (loss)	996	(6,397 )	(4,279 )
Depreciation and amortization	3,627	3,187	2,982
Impairment charges	—	8,134	6,420
MetroPCS transaction and integration costs	108	7	—
Restructuring costs	54	85	—
Stock-based compensation	100	—	—
Other, net (1)	—	(130 )	187
Adjusted EBITDA	\$4,885	\$4,886	\$5,310
Adjusted EBITDA margin	26	% 28	% 29

Other, net for the year ended December 31, 2012 represents a net gain on an AWS spectrum license purchase and exchange and transaction-related costs incurred for the terminated AT&T acquisition of T-Mobile USA. Other, net for the year ended December 31, 2011 represents AT&T transaction-related costs incurred from the terminated (1) AT&T acquisition of T-Mobile USA. Other, net transactions may not agree in total to the other, net classification in the Consolidated Statements of Comprehensive Income (Loss) due to certain routine operating activities, such as insignificant routine spectrum license exchanges that would be expected to reoccur, and are therefore not excluded from Adjusted EBITDA.

Adjusted EBITDA was consistent for the year ended December 31, 2013, compared to the same period in 2012. The inclusion of MetroPCS's operating results since May 1, 2013, contributed approximately \$1.0 billion in Adjusted EBITDA for the year ended December 31, 2013. Excluding the Adjusted EBITDA contributed by MetroPCS's operating results, Adjusted EBITDA was negatively impacted by the reduction in service revenues, which declined primarily due to impacts from customers migrating to Value and Simple Choice plans, which result in lower ARPU. Additionally, Adjusted EBITDA was negatively impacted by increases in cost of equipment sales from higher sales volumes, partially offset by increases in equipment sales. Increases in costs of equipment sales and equipment sales were driven by higher gross customer additions and the launch of new handsets in 2013. In addition, equipment sales increased in 2013 due to a higher proportion of customers choosing Value and Simple Choice plans for which we do not include a bundled sale of a discounted handset.

Adjusted EBITDA decreased 8% for the year ended December 31, 2012, compared to the same period in 2011. The decrease was primarily due to a decline in service revenues, offset partially by equipment sales growth and operating expense reductions. The decline in services revenues was primarily the result of losses of branded postpaid customers and impacts from customers adopting Value plans. Equipment sales improved in 2012 due to a higher proportion of customers choosing Value plans for which we do not offer subsidies (discounts) on devices. Additionally, operating expenses decreased slightly in 2012 primarily due to lower cost of equipment sales driven by lower handset unit sales volumes, lower employee-related expenses and the effects of ongoing cost management programs. These combined operating expense reductions were partially offset by higher advertising and marketing expenses associated with new promotional campaigns and T-Mobile's rebranding initiatives.

## Liquidity and Capital Resources

Our principal sources of liquidity are our cash and cash equivalents and cash generated from operations, as well as proceeds from the issuance of long-term debt and issuance of common stock in connection with public offerings. As of December 31, 2013, our cash and cash equivalents were \$5.9 billion. In addition, we have entered into an unsecured revolving credit facility with Deutsche Telekom that allows for up to \$500 million in borrowings. We expect our current sources of funding to be sufficient to meet the anticipated liquidity requirements of the Company in the next 12 months and intend to use our current sources of funding for general corporate purposes, including capital investments, enhancing our financial flexibility and opportunistically acquiring additional spectrum in private party transactions and government auctions. We determine future liquidity requirements, for both operations and capital expenditures, based in large part upon projected financial and operating performance. We regularly review and update these projections for changes in current and projected financial and operating

Table of Contents

results, general economic conditions, the competitive landscape and other factors. There are a number of risks and uncertainties that could cause our financial and operating results and capital requirements to differ materially from our projections, which could cause future liquidity to differ materially from our assessment. We may seek to raise additional debt or equity capital to the extent our projections regarding our liquidity requirements change or on an opportunistic basis when there are favorable market conditions. Further, we may consider entering into factoring arrangements to sell certain service receivables as an additional source of liquidity.

Prior to the completion of the business combination with MetroPCS on April 30, 2013, our sources of liquidity were cash and cash equivalents and short-term investments with Deutsche Telekom included in accounts receivable from affiliates, and cash generated from operations. As of December 31, 2012, our cash and cash equivalents were \$394 million and short-term investments with Deutsche Telekom were \$650 million.

As of December 31, 2013, our total capital consisted of \$20.2 billion in total debt, excluding long-term financial obligation related to the tower transaction, and stockholders' equity of \$14.2 billion. Prior to the closing of the business combination with MetroPCS, Deutsche Telekom effected a recapitalization of T-Mobile USA. T-Mobile USA's long-term debt to affiliates, with a total principal balance of \$14.5 billion, were extinguished and interest rate and cross currency interest rate swaps related to the extinguished notes were settled, in exchange for \$11.2 billion of new unsecured senior notes. In October 2013, Deutsche Telekom sold the senior non-reset notes in an aggregate principal amount of \$5.6 billion to third parties. In addition, we issued \$500 million of unsecured senior notes in August 2013 and \$2.0 billion of unsecured senior notes in November 2013. See Note 7 – Debt and Note 12 – Commitments and Contingencies of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for further information.

Stockholders' equity increased \$8.1 billion from December 31, 2012 due to the effects of the recapitalization, the deemed issuance of stock to MetroPCS stockholders, issuance of common stock in connection with a public offering, exercise of stock options and issuance of stock units, and net income for the year ended December 31, 2013. As part of the recapitalization, Deutsche Telekom contributed to T-Mobile approximately \$3.1 billion in additional paid-in capital. In connection with the business combination with MetroPCS, common stock representing approximately 74% of the outstanding shares of the combined company were issued to Deutsche Telekom. However, as the transaction was accounted for as a reverse acquisition, stockholders' equity reflects a \$3.0 billion increase for shares deemed issued to MetroPCS stockholders in consideration for their minority share of the combined company. Additionally, as part of the business combination, we acquired \$2.1 billion of cash and cash equivalents and assumed long-term debt of MetroPCS with an aggregate fair value amount of \$6.3 billion. In November 2013, we completed a public offering of 72,765,000 shares of common stock, including 6,615,000 common shares pursuant to the underwriters' option to purchase additional shares, for net proceeds of \$1.8 billion.

In January 2014, we entered into agreements with Verizon for the acquisition of 700 MHz A-Block spectrum licenses for approximately \$2.4 billion in cash and the transfer of certain AWS spectrum and PCS spectrum. We intend to finance the cash consideration payable to Verizon, which is expected to close in mid-2014, with cash on hand as of December 31, 2013, including a portion of the net proceeds from our recent equity and debt offerings.

The indentures governing the long-term debt, excluding capital leases, contain covenants that, among other things, limit our ability to: incur more debt; pay dividends and make distributions; make certain investments; repurchase stock; create liens or other encumbrances; enter into transactions with affiliates; enter into transactions that restrict dividends or distributions from subsidiaries; and merge, consolidate, or sell, or otherwise dispose of, substantially all of their assets. Certain provisions of each of the indentures and the supplemental indentures relating to the long-term debt restrict the ability of the Issuer to loan funds or make payments to the Parent. However, the Issuer is allowed to make certain permitted payments to the Parent under the terms of each of the indentures and the supplemental indentures relating to the long-term debt. As of December 31, 2013, we were in compliance with all restrictive debt

covenants.

#### Capital Expenditures

The construction of our network and the marketing and distribution of our wireless communications products and services have required, and will continue to require, substantial amounts of liquidity. Our liquidity requirements have been driven primarily by capital expenditures for spectrum licenses and the construction, expansion and upgrading of our network infrastructure.

The property and equipment capital expenditures for the year ended December 31, 2013 primarily relate to T-Mobile's network modernization and deployment of 4G LTE in 2013. The capital expenditures for the year ended December 31, 2012 were primarily associated with the continued expansion of our network coverage. During 2012, we were developing plans to deploy 4G LTE in 2013 after the terminated AT&T transaction. As such, capital spending was lower in 2012 than in subsequent periods.

35

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Table of Contents

We expect cash capital expenditures for property and equipment to be in the range of \$4.3 billion to \$4.6 billion for the year ending December 31, 2014. This does not include purchases of spectrum, including the acquisition of 700 MHz A-Block spectrum licenses from Verizon for approximately \$2.4 billion in cash and the transfer of certain AWS spectrum and PCS spectrum, which is expected to close in mid-2014.

## Cash Flows

The following table shows cash flow information for the year ended December 31, 2013, 2012 and 2011:

(in millions)	Year Ended December 31,		
	2013	2012	2011
Net cash provided by operating activities	\$3,545	\$3,862	\$4,980
Net cash used in investing activities	(2,092	) (3,915	) (4,699
Net cash provided by financing activities	4,044	57	—

The historical cash flows of T-Mobile USA should not be considered representative of the anticipated cash flows of T-Mobile US, Inc., the combined company resulting from the business combination.

## Operating Activities

Cash provided by operating activities was \$3.5 billion for the year ended December 31, 2013, compared to \$3.9 billion for the same period in 2012. The decrease in cash flow provided by operating activities was driven by several factors. Our operating income, exclusive of non-cash items such as impairment charges and depreciation and amortization, declined compared to the same period in the prior year primarily as a result of decreases in branded postpaid revenues. Net changes in working capital decreased slightly due to increases in EIP receivables, offset in part by increases in accounts payable and accrued liabilities due in part to timing of vendor payments.

Cash provided by operating activities was \$3.9 billion for the year ended December 31, 2012, compared to \$5.0 billion for the year ended December 31, 2011. The decrease in cash flow provided by operating activities in 2012 was driven by several factors. Our operating income, exclusive of non-cash items such as impairment charges, depreciation and amortization, and other non-cash charges, declined compared to the same period in the prior year primarily as a result of decreases in branded postpaid revenues. In addition, we made payments of \$193 million primarily for employee-related expenses as a result of the terminated AT&T transaction and paid \$53 million for restructuring charges during 2012. Also contributing to the decrease was the significant increase in our customers choosing to finance their wireless handset purchases through our EIP during 2012 compared to 2011.

## Investing Activities

Cash used in investing activities was \$2.1 billion for the year ended December 31, 2013, compared to \$3.9 billion used in the same period in 2012. The decrease was primarily due to the \$2.1 billion of cash and cash equivalents we acquired in connection with the business combination with MetroPCS. The decrease was partially offset by \$1.1 billion higher purchases of property and equipment during the year ended December 31, 2013, as compared to the same period in 2012, as a result of T-Mobile's network modernization and deployment of 4G LTE in 2013 described above.

Cash used in investing activities was \$3.9 billion for the year ended December 31, 2012, compared to \$4.7 billion during the year ended December 31, 2011. The decrease was primarily due to \$1.4 billion less invested with Deutsche Telekom on a net basis (short term affiliate loan receivable, net) during 2012 compared to 2011. The decrease in funds invested with Deutsche Telekom in 2012 was the result of utilizing \$1.2 billion accounts receivable from affiliates in exchange for rights to spectrum licenses from Deutsche Telekom. The rights to the spectrum licenses were received

from AT&T as part of the break-up consideration of the terminated AT&T transaction for the sale of T-Mobile USA. The decrease in funds invested with Deutsche Telekom was offset by higher capital expenditures and expenditures for spectrum licenses in 2012 as a result of our network modernization plan launched in 2012 described above.

#### Financing Activities

Cash provided by financing activities was \$4.0 billion for the year ended December 31, 2013, compared to \$57 million for the same period in 2012. The increase was primarily due to net proceeds of \$2.5 billion from the issuance of long-term debt, \$1.8 billion from the issuance of common stock in connection with a public offering, and proceeds of \$137 million from the

Table of Contents

exercises of stock options issued. The increase was offset by repayments of short-term debt for purchases of property and equipment of \$244 million, \$80 million relating to the purchase of Cook Inlet's interest in CIVS VII, and a distribution to Deutsche Telekom of \$41 million in connection with the recapitalization of T-Mobile USA effected immediately prior to the completion of the business combination with MetroPCS.

Cash provided by financing activities was \$57 million during the year ended December 31, 2012, compared to no cash provided for the year ended December 31, 2011. During 2012, T-Mobile completed a transaction to sell the rights to operate its wireless communication towers resulting in net cash proceeds received of \$2.5 billion, of which T-Mobile distributed \$2.4 billion to Deutsche Telekom.

## Contractual Obligations

Current accounting standards require disclosure of material obligations and commitments to making future payments under contracts, such as debt, lease agreements, and purchase obligations. See Note 7 – Debt and Note 12 – Commitments and Contingencies of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

The following table provides aggregate information about T-Mobile's contractual obligations as of December 31, 2013:

(in millions)	Less Than 1 Year	1 - 3 Years	3 - 5 Years	More Than 5 Years	Total
Long-term debt (1)	\$—	\$—	\$1,500	\$17,700	\$19,200
Interest expense on long-term debt	1,171	2,429	2,429	3,178	9,207
Financial obligation (2)	164	328	328	1,303	2,123
Non-dedicated transportation lines	606	1,150	630	311	2,697
Operating leases, including dedicated transportation lines	2,199	4,007	3,403	5,233	14,842
Capital lease obligations, including interest	40	84	87	297	508
Vendor financing arrangements	226	—	—	—	226
Purchase obligations (3)	1,168	410	2,078	—	3,656
Total contractual obligations	\$5,574	\$8,408	\$10,455	\$28,022	\$52,459

(1) Represents principal amounts of long-term debt at maturity, excluding unamortized premium from purchase price allocation fair value adjustment, capital lease obligations and vendor financing arrangements.

(2) Future minimum payments, including principal and interest payments and imputed lease rental income, related to the long-term financial obligation recorded in connection with the Tower Transaction. See Note 8 – Tower Transaction and Related Long-Term Financial Obligation of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for further information.

(3) T-Mobile calculated the minimum obligation for certain agreements to purchase goods or services based on termination fees that can be paid to exit the contract. Termination penalties are included in the above table as payments due in less than one year, as this is the earliest T-Mobile could exit these contracts. This table does not include open purchase orders as of December 31, 2013 under normal business purposes.

Certain commitments and obligations are included in the table based on the year of required payment or an estimate of the year of payment. Other non-current liabilities have been excluded from the tables due to the uncertainty of the timing of payments, combined with the absence of historical trending to be used as a predictor of such payments.

The purchase obligations reflected in the table above are primarily commitments to purchase handsets and accessories, equipment, software, programming and network services, and marketing activities, which will be used or sold in the

ordinary course of business. These amounts do not represent T-Mobile's entire anticipated purchases in the future, but represent only those items for which T-Mobile is contractually committed. Where T-Mobile is committed to make a minimum payment to the supplier regardless of whether it takes delivery, T-Mobile has included only that minimum payment as a purchase obligation.

#### Off-Balance Sheet Arrangements

T-Mobile does not participate in or secure financing for any unconsolidated entities.

#### Related Party Transactions

See Note 11 – Related Party Transactions of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for information regarding related party transactions.



## Table of Contents

### 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 Exchange Act. 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, transactions or dealings relating to Iran or with designated natural persons or entities involved in terrorism or the proliferation of weapons of mass destruction. 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.

As of the date of this report, we are not aware of any activity, transaction or dealing by us or any of our affiliates for the year ended December 31, 2013 that requires disclosure in this report under Section 13(r) of the Exchange Act, except as set forth below with respect to affiliates that we do not control and that are our affiliates solely due to their common control with Deutsche Telekom. We have relied upon Deutsche Telekom for information regarding their activities, transactions and dealings.

Deutsche Telekom AG, through certain of its non-U.S. subsidiaries, is party to roaming and interconnect agreements with the following mobile and fixed line telecommunication providers in Iran, some of which are or may be government-controlled entities: Gostaresh Ertebatat Taliya, Irancell Telecommunications Services Company (“MTN Irancell”), Telecommunication Kish Company, Mobile Telecommunication Company of Iran, and Telecommunication Infrastructure Company of Iran. For the year ended December 31, 2013, gross revenues of all Deutsche Telekom affiliates generated by roaming and interconnection traffic with Iran were less than \$10 million and estimated net profits were less than \$3 million.

In addition, Deutsche Telekom, through certain of its non-U.S. subsidiaries, operating a fixed line network in their respective European home countries (in particular Germany), provides telecommunications services in the ordinary course of business to the Embassy of Iran in those European countries. Gross revenues and net profits recorded from these for the year ended December 31, 2013 were less than \$0.4 million. We understand that Deutsche Telekom AG intends to continue these activities.

### Restructuring Costs

See Note 13 – Additional Financial Information of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for information regarding restructuring costs.

### Critical Accounting Policies and Estimates

Preparation of our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”) requires us to make estimates and assumptions that affect the reported amounts of certain assets, liabilities, revenues and expenses, as well as related disclosure of contingent assets and liabilities. We believe the following critical accounting policies affect the more significant judgments and estimates used in the preparation of the T-Mobile consolidated financial statements.

### Allowances

We maintain an allowance for estimated losses resulting from the failure of customers to make required payments. When determining the allowance T-Mobile considers the probability of recovery based on past experience taking into account current collection trends and general economic factors. Collection risks are assessed for each type of receivable, including EIP receivables, based upon historical and expected write-offs, net of recoveries, and an analysis of the aged accounts receivable balances with reserves generally increasing as the receivable ages. To the extent that

actual loss experience differs significantly from historical trends or assumptions, the required allowance amounts could differ from the estimate. Total deferred interest and allowances as of December 31, 2013 and 2012 was approximately 8.6% and 9.6%, respectively, of the total amount of gross accounts receivable, including long-term EIP receivables.

#### Depreciation

Depreciation commences once assets have been placed in service and is computed using the straight-line method over the estimated useful life of each asset. Depreciable life studies are performed periodically to confirm the appropriateness of depreciable lives for certain categories of property, plant and equipment. These studies take into account actual usage, physical wear and tear, replacement history and assumptions about technology evolution. When these factors indicate that an asset's useful life is different from the previous assessment, the remaining book values are depreciated prospectively over the adjusted

## Table of Contents

remaining estimated useful life. See Note 1 – Summary of Significant Accounting Policies, Note 4 – Property and Equipment and Note 5 – Goodwill, Spectrum Licenses and Intangible Assets of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for information regarding depreciation of assets, including underlying management estimates of useful lives.

### Evaluation of Goodwill and Indefinite-Lived Intangible Assets for Impairment

T-Mobile assesses the carrying value of goodwill and other indefinite-lived intangible assets (spectrum licenses) for potential impairment annually as of December 31 or more frequently if events or changes in circumstances indicate that assets might be impaired.

T-Mobile uses a two-step process to determine a possible impairment of goodwill. In the first step, T-Mobile compares the fair value of the reporting unit to its carrying value. The fair value of the reporting unit is determined using a market method, which is based on market capitalization. Market capitalization is calculated based on the price of our common stock and number of common stock outstanding. The Company recognizes that market capitalization is subject to volatility and will monitor changes in market capitalization to determine whether declines, if any, necessitate an interim impairment review. In the event market capitalization does decline below its book value, we will consider the length, severity and reasons for the decline when assessing whether potential impairment exists, including considering whether a control premium should be added to the market capitalization. We believe short-term fluctuations in share price may not necessarily reflect the underlying aggregate fair value. Historically, the Company estimated the fair value of the reporting unit using a discounted cash flow approach due to the absence of comparable observable market data for T-Mobile. The discounted cash flow method utilizes future cash flow assumptions are based on estimates of revenues, EBITDA margin and a long-term growth rate taking into consideration expected industry and market conditions. The cash flows are then discounted using a weighted average cost of capital reflecting the risks associated with the business and the projected cash flows. If the carrying amount of the reporting unit exceeds the fair value, the second step of the test is performed.

In the second step, T-Mobile determines the fair values of all of the assets and liabilities of the reporting unit, including those that currently may not be recorded. The excess of the fair value of the reporting unit over the sum of the fair value of all of those assets and liabilities represents the implied goodwill amount. If the implied fair value of goodwill is lower than the carrying amount of goodwill, then an impairment loss is recognized for the difference.

T-Mobile tests its spectrum licenses for impairment on an aggregate basis, consistent with the management of the overall business at a national level. T-Mobile estimates the fair value of the licenses using the Greenfield approach, which is an income approach that estimates the price at which an orderly transaction to sell the asset would take place between market participants at the measurement date under current market conditions. The Greenfield approach values the licenses by calculating the cash flow generating potential of a hypothetical start-up company that goes into business with no assets except the asset to be valued (in this case, licenses). The value of the licenses can be considered as equal to the present value of the cash flows of this hypothetical start-up company. T-Mobile bases the assumptions underlying the Greenfield approach on a combination of market participant data and T-Mobile's historical results, trends and business plans. Future cash flows in the Greenfield approach are based on estimates and assumptions of market participant revenues, EBITDA margin, network build-out period, and a long-term growth rate for a market participant. The cash flows are discounted using a weighted average cost of capital. If the carrying amount of spectrum licenses exceeds the fair value, an impairment loss is recognized.

The valuation approaches utilized to estimate fair value for the purposes of the T-Mobile impairment tests of goodwill and spectrum licenses require the use of assumptions and estimates, which involve a degree of uncertainty. If actual results or future expectations are not consistent with the assumptions, this may result in the recording of significant impairment charges on goodwill or spectrum licenses. The most significant assumptions within the valuation models

are the discount rate, revenues, EBITDA margins and the long-term growth rate. As a result of an impairment test performed in 2012, T-Mobile recorded an impairment charge on goodwill. As the result of the annual impairment test in 2011, T-Mobile recorded impairment charges on goodwill and spectrum licenses. See Note 1 – Summary of Significant Accounting Policies and Note 5 – Goodwill, Spectrum Licenses and Intangible Assets of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for information regarding annual impairment test and impairment charges.

#### Guarantee Liabilities

In July 2013, T-Mobile launched JUMP!, a handset upgrade program, that provides eligible customers a specific-price trade-in right to upgrade their handset. Participating customers must finance their handset using our EIP. Upon upgrading, the customer will receive a credit in the amount of their outstanding EIP balance provided they trade in their used handset in good working condition and purchase a new handset from T-Mobile.

For customers who enroll in the trade-in program, T-Mobile defers a portion of equipment sales revenue which represents the estimated value of the specified-price trade-in right guarantee. The guarantee liabilities are valued based on various economic and customer behavioral assumptions, which requires judgment, including primarily the customer's estimated remaining EIP balance at trade-in, the expected fair value of the used handset at trade-in, and probability and timing of trade-in. When the customer upgrades their handset, the difference between the trade-in credit to the customer and the fair value of the returned handset is recorded against the guarantee liabilities. All assumptions are reviewed periodically.

#### Fair Value of Financial Instruments

T-Mobile accounts for certain assets and liabilities at fair value. Fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the Company uses a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 Observable inputs that reflect quoted prices in active markets for identical assets or liabilities;
- Level 2 Inputs other than the quoted prices in active markets that are observable either directly or indirectly, and;
- Level 3 Unobservable inputs for which there is little or no market data, which require T-Mobile to develop its own assumptions.

Derivative instruments are recorded on the balance sheet at their fair values. T-Mobile uses discounted cash flow techniques to determine the fair value, which incorporates market-based observable inputs such as interest rates, credit spreads, forward currency exchange rates and estimates and assumptions such as instrument's term, notional amounts, discount rate and credit risk. T-Mobile's derivative instruments comprised of interest rate swaps and cross currency interest rate swaps entered into in connection with long-term debt to affiliates and were classified as Level 2 in the three-tier value hierarchy. Prior to the closing of the business combination with MetroPCS, Deutsche Telekom recapitalized T-Mobile by retiring the existing T-Mobile long-term debt to affiliates and all related derivative instruments, which included the interest rate swaps and cross currency interest rate swaps.

#### Rent Expense

Most of the leases on T-Mobile's tower sites have fixed rent escalations which provide for periodic increases in the amount of rent payable over time. T-Mobile calculates straight-line rent expense for each of these leases based on the fixed non-cancellable term of the lease plus all periods, if any, for which failure to renew the lease imposes a penalty on T-Mobile in such amount that a renewal appears, at lease inception, to be reasonably assured. T-Mobile is therefore required at lease inception to make significant assumptions in determining and assessing the factors that constitute a "penalty". In doing so, T-Mobile primarily considers costs incurred in acquiring and developing new sites, the useful life of site improvements and equipment costs, future economic conditions and the extent to which improvements in

wireless technologies can be incorporated into a current assessment of whether an economic compulsion will exist in the future to renew a lease.

#### Stock-based Compensation

Stock-based compensation cost for stock awards, which includes restricted stock units (“RSU”) and performance stock units (“PSU”) awards, is measured at fair value on the grant date and recognized as an expense, net of expected forfeitures, over the related service period. The fair value of stock awards is based on the closing price of T-Mobile common stock on the date of grant. RSUs are recognized as expense using the straight-line method. PSUs are recognized as expense following a graded vesting schedule. Judgment is required in estimating the amount of stock awards which are expected to be forfeited. If actual results differ significantly from our expected forfeitures, stock-based compensation expense and our results of operations could be impacted.

#### Income Taxes

T-Mobile recognizes deferred tax assets and liabilities based on temporary differences between the financial statement and tax basis of assets and liabilities using enacted tax rates expected to be in effect when these differences are realized. A valuation allowance is maintained against deferred tax assets when it is more likely than not that some portion or all of the deferred tax assets will not be realized. T-Mobile uses judgment to determine the valuation allowance while considering many factors, including recent cumulative earnings experience by taxing jurisdiction, expectations of future income, the carryforward periods available for tax reporting purposes and other relevant factors.

Table of Contents

T-Mobile accounts for uncertainty in income taxes recognized in the financial statements in accordance with the accounting guidance on the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. T-Mobile uses judgment to determine whether it is more likely than not that a tax position will be sustained upon examination based on the technical merits of the position and adjusts the unrecognized tax benefits in light of changes in facts and circumstances, such as changes in tax law, interactions with taxing authorities and developments in case law.

## Recently Issued Accounting Standards

In February 2013, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2013-02, “Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” The standard requires entities to present information about reclassification adjustments from accumulated other comprehensive income in a single note or on the face of the financial statements. The standard also requires that entities present either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source and the income statement line items affected by the reclassification. If a component is not required to be reclassified to net income in its entirety, the entity should instead cross reference to the related footnote for additional information. The new guidance became effective for T-Mobile for the year ended December 31, 2013. The implementation of this standard affected our disclosures but did not affect our financial condition, results of operations or cash flows.

## Item 7A. Quantitative and Qualitative Disclosures About Market Risk

T-Mobile is exposed to economic risks in the normal course of business, primarily from changes in interest rates. These risks, along with other business risks, impact our cost of capital. Our policy is to manage exposure related to fluctuations in interest rates in order to manage capital costs, control financial risks and maintain financial flexibility over the long term. We have established interest rate risk limits that are closely monitored by measuring interest rate sensitivities of its debt and interest rate derivatives portfolios. We do not foresee significant changes in the strategies used to manage market risk in the near future.

## Interest Rate Risk

We are exposed to changes in interest rates, primarily on our long-term debt to affiliates. As of December 31, 2013, we had \$5.6 billion in long-term debt with Deutsche Telekom comprised of senior reset notes. Changes in interest rates can lead to significant fluctuations in the fair value of our variable-rate debt instruments.

To perform the sensitivity analysis on the long-term debt to affiliates, we assessed the risk of a change in the fair value from the effect of a hypothetical interest rate change of 100 basis points. As of December 31, 2013, the change in the fair value of our long-term debt to affiliates, based on this hypothetical change, is shown in the table below:

(in millions)	Fair Value	Fair Value Assuming	
		+100 Basis Point Shift	-100 Basis Point Shift
Long-term debt to affiliates	\$5,866	\$5,791	\$5,937

Table of Contents

Item 8. Financial Statements and Supplementary Data

Financial Statements

Report of Independent Registered Public Accounting Firm

To the Board of Directors and  
Stockholders of T-Mobile US, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of comprehensive income (loss), of stockholders' equity and of cash flows present fairly, in all material respects, the financial position of T-Mobile US, Inc. and its subsidiaries at December 31, 2013 and December 31, 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our audits (which was an integrated audit in 2013). We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP  
Seattle, Washington  
February 25, 2014

41

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Table of ContentsT-Mobile US, Inc.  
Consolidated Balance Sheets

(in millions, except share and per share amounts)	December 31, 2013	December 31, 2012
Assets		
Current assets		
Cash and cash equivalents	\$5,891	\$394
Accounts receivable, net of deferred interest and allowances of \$381 and \$289	3,619	2,678
Accounts receivable from affiliates	41	682
Inventory	586	457
Current portion of deferred tax assets, net	839	655
Other current assets	1,252	675
Total current assets	12,228	5,541
Property and equipment, net of accumulated depreciation of \$19,649 and \$17,744	15,349	12,807
Goodwill	1,683	—
Spectrum licenses	18,122	14,550
Other intangible assets, net of accumulated amortization of \$476 and \$243	1,204	79
Other assets	1,367	645
Total assets	\$49,953	\$33,622
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	\$4,567	\$3,475
Current payables and short-term debt to affiliates	199	1,619
Short-term debt	244	—
Deferred revenue	445	290
Other current liabilities	353	208
Total current liabilities	5,808	5,592
Long-term debt to affiliates	5,600	13,655
Long-term debt	14,345	—
Long-term financial obligation	2,496	2,461
Deferred tax liabilities	4,645	3,618
Deferred rents	2,113	1,884
Other long-term liabilities	701	297
Total long-term liabilities	29,900	21,915
Commitments and contingencies		
Stockholders' equity		
Preferred stock, par value \$0.00001 per share, 100,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, par value \$0.00001 per share, 1,000,000,000 shares authorized; 803,262,309 and 535,286,077 shares issued	—	—
Additional paid-in capital	37,330	29,197
Treasury stock, at cost, 1,382,505 and 0 shares issued	—	—
Accumulated other comprehensive income	3	41
Accumulated deficit	(23,088	) (23,123
Total stockholders' equity	14,245	6,115
Total liabilities and stockholders' equity	\$49,953	\$33,622

The accompanying notes are an integral part of these consolidated financial statements.



Table of ContentsT-Mobile US, Inc.  
Consolidated Statements of Comprehensive Income (Loss)

(in millions, except shares and per share amounts)	Year Ended December 31,			
	2013	2012	2011	
Revenues				
Branded postpaid revenues	\$13,166	\$14,521	\$16,230	
Branded prepaid revenues	4,945	1,715	1,307	
Wholesale revenues	613	544	443	
Roaming and other service revenues	344	433	501	
Total service revenues	19,068	17,213	18,481	
Equipment sales	5,033	2,242	1,901	
Other revenues	319	264	236	
Total revenues	24,420	19,719	20,618	
Operating expenses				
Cost of services, exclusive of depreciation and amortization shown separately below	5,279	4,661	4,952	
Cost of equipment sales	6,976	3,437	3,646	
Selling, general and administrative	7,382	6,796	6,728	
Depreciation and amortization	3,627	3,187	2,982	
MetroPCS transaction and integration costs	108	7	—	
Impairment charges	—	8,134	6,420	
Restructuring costs	54	85	—	
Other, net	(2	) (191	) 169	
Total operating expenses	23,424	26,116	24,897	
Operating income (loss)	996	(6,397	) (4,279	)
Other income (expense)				
Interest expense to affiliates	(678	) (661	) (670	)
Interest expense	(545	) —	—	
Interest income	189	77	25	
Other income (expense), net	89	(5	) (10	)
Total other expense, net	(945	) (589	) (655	)
Income (loss) before income taxes	51	(6,986	) (4,934	)
Income tax expense (benefit)	16	350	(216	)
Net income (loss)	\$35	\$(7,336	) \$(4,718	)
Other comprehensive income (loss), net of tax				
Net gain (loss) on cross currency interest rate swaps, net of tax effect of \$13, \$57 and \$(28)	23	95	(47	)
Net gain (loss) on foreign currency translation, net of tax effect of \$(37), \$(16) and \$29	(62	) (27	) 49	
Unrealized gain on available-for-sale securities, net of tax effect of \$1, \$0 and \$5	1	1	9	
Other comprehensive income (loss), net of tax	(38	) 69	11	
Total comprehensive loss	\$(3	) \$(7,267	) \$(4,707	)
Earnings (loss) per share				
Basic	\$0.05	\$(13.70	) \$(8.81	)
Diluted	0.05	(13.70	) (8.81	)
Weighted average shares outstanding				
Basic	672,955,980	535,286,077	535,286,077	

Diluted	676,885,215	535,286,077	535,286,077
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The accompanying notes are an integral part of these consolidated financial statements.

Table of ContentsT-Mobile US, Inc.  
Consolidated Statements of Cash Flows

(in millions)	Year Ended December 31,		
	2013	2012	2011
Operating activities			
Net income (loss)	\$35	\$(7,336	) \$(4,718
Adjustments to reconcile net income (loss) to net cash provided by operating activities			
Impairment charges	—	8,134	6,420
Depreciation and amortization	3,627	3,187	2,982
Stock-based compensation expense	100	—	—
Deferred income tax expense (benefit)	10	308	(233
Amortization of debt discount and premium, net	(62	) (81	) (84
Bad debt expense	463	702	713
Deferred rent expense	229	206	218
Losses (gains) and other, net	209	(258	) (43
Changes in operating assets and liabilities			
Accounts receivable	(1,315	) (700	) (558
Inventory	42	(2	) 166
Other current and long-term assets	(545	) (316	) (182
Accounts payable and accrued liabilities	611	(32	) 103
Other current and long-term liabilities	141	50	196
Net cash provided by operating activities	3,545	3,862	4,980
Investing activities			
Purchases of property and equipment	(4,025	) (2,901	) (2,729
Purchases of intangible assets	(381	) (387	) (23
Short term affiliate loan receivable, net	300	(651	) (2,005
Proceeds from disposals of property and equipment and intangible assets	3	51	2
Cash and cash equivalents acquired in MetroPCS business combination	2,144	—	—
Payments to acquire financial assets, net	—	(5	) 73
Change in restricted cash equivalents	(100	) —	—
Investments in unconsolidated affiliates, net	(33	) (22	) (17
Net cash used in investing activities	(2,092	) (3,915	) (4,699
Financing activities			
Proceeds from issuance of long-term debt	2,494	—	—
Proceeds from issuance of common stock in connection with public offering	1,787	—	—
Proceeds from financial obligation	—	2,469	—
Repayments of short-term debt for purchases of property and equipment	(244	) —	—
Repayments related to a variable interest entity	(80	) (9	) —
Distribution to affiliate	(41	) (2,403	) —
Proceeds from exercise of stock options	137	—	—
Other, net	(9	) —	—

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Net cash provided by financing activities	4,044	57	—
Change in cash and cash equivalents	5,497	4	281
Cash and cash equivalents			
Beginning of year	394	390	109
End of year	\$5,891	\$394	\$390

The accompanying notes are an integral part of these consolidated financial statements.

Table of ContentsT-Mobile US, Inc.  
Consolidated Statement of Stockholders' Equity

(in millions, except shares)	Common Stock Outstanding	Par Value and Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
Balance as of December 31, 2010	535,286,077	\$31,600	\$ (39 )	\$(11,069 )	\$20,492
Net loss	—	—	—	(4,718 )	(4,718 )
Other comprehensive income	—	—	11	—	11
Balance as of December 31, 2011	535,286,077	\$31,600	\$ (28 )	\$(15,787 )	\$15,785
Net loss	—	—	—	(7,336 )	(7,336 )
Other comprehensive income	—	—	69	—	69
Equity distribution of paid-in capital	—	(2,403 )	—	—	(2,403 )
Balance as of December 31, 2012	535,286,077	\$29,197	\$ 41	\$(23,123 )	\$6,115
Net income	—	—	—	35	35
Other comprehensive loss	—	—	(38 )	—	(38 )
Effects of debt recapitalization	—	3,143	—	—	3,143
MetroPCS shares converted upon reverse merger, net of treasury stock withheld for taxes	184,487,309	2,971	—	—	2,971