

SPRINT Corp
Form 4
July 18, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HESSE DANIEL

(Last) (First) (Middle)

6200 SPRINT PARKWAY

(Street)

OVERLAND PARK, KS 66251

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/17/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)		
					Price		
Common Stock	07/17/2013		A		2,877,721 (1)	A	(1) 3,390,129 (2) D

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

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.84	07/17/2013		A	573,795 (3)	(4) 03/26/2018	03/26/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.22	07/17/2013		A	2,968,678 (3)	(4) 02/25/2019	02/25/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.09	07/17/2013		A	508,070 (3)	(5) 03/16/2020	03/16/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.76	07/17/2013		A	1,005,977 (3)	(6) 02/23/2021	02/23/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 2	07/17/2013		A	1,112,893 (3)	(7) 02/22/2022	02/22/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.45	07/17/2013		A	1,117,753 (3)	(4) 12/17/2017	12/17/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.94	07/17/2013		A	1,117,753 (3)	(4) 12/17/2017	12/17/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.42	07/17/2013		A	1,425,135 (3)	(4) 12/17/2017	12/17/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESSE DANIEL 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251	X		President & CEO	

Signatures

/s/ Timothy P. O'Grady
Attorney-in-Fact

07/18/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These restricted stock units were acquired in connection with the merger (the "Merger") of Sprint Nextel Corporation ("Old Sprint") with and into a wholly owned subsidiary of Sprint Corporation (the "Issuer"). The Issuer restricted stock units were acquired in exchange for Old Sprint restricted stock units based on a conversion formula that was dependent on the trading prices of common stock of the Issuer for five days following the effective time of the Merger (the "Reference Period").

(2) Includes 2,074,161 restricted stock units which are subject to forfeiture until they vest.

(3) These stock options were acquired in connection with the Merger. The Issuer stock options were acquired in exchange for Old Sprint stock options based on a conversion formula that was dependent on the trading prices of common stock of the Issuer for the Reference Period.

(4) Stock options are fully vested.

(5) Stock options vest/vested 50% on March 16, 2013 and March 16, 2014.

(6) Stock options vest/vested 33 1/3% on February 23, 2012, February 23, 2013 and February 23, 2014.

(7) Stock options vest/vested 33 1/3% on February 22, 2013, February 22, 2014 and February 22, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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