

SOFTBANK GROUP CORP

Form 4

December 21, 2017

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SOFTBANK GROUP CORP

(Last) (First) (Middle)

1-9-1, HIGASHI-SHIMBASHI

(Street)

MINATO-KU

TOKYO, MO 105-7303

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

SPRINT Corp [S]

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

12/19/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                          | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 12/19/2017                              |                                                             | P                                    |                                                                         | 2,531,770<br>(1)                                                                                                | A                                                                       | \$<br>5.65<br>(2)                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                 |                                                                         | 3,346,028,910<br>(3)                                              |
| Common<br>Stock                       | 12/20/2017                              |                                                             | P                                    |                                                                         | 2,563,779<br>(1)                                                                                                | A                                                                       | \$<br>5.64<br>(4)                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                 |                                                                         | 3,348,592,689<br>(3)                                              |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                 |                                                                         | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                 |                                                                         | See<br>Footnote<br>(3)                                            |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                 |                                                                         | See<br>Footnote<br>(3)                                            |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |         |       |
|---------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                 | Director      | 10% Owner | Officer | Other |
| SOFTBANK GROUP CORP<br>1-9-1, HIGASHI-SHIMBASHI<br>MINATO-KU TOKYO, M0 105-7303 |               | X         |         |       |
| Galaxy Investment Holdings, Inc.<br>ONE CIRCLE STAR WAY<br>SAN CARLOS, CA 94070 |               | X         |         |       |
| Starburst I, Inc.<br>ONE CIRCLE STAR WAY<br>SAN CARLOS, CA 94070                |               | X         |         |       |

## Signatures

/s/ Kentaro Matsui,  
Attorney-in-Fact

12/21/2017

\_\_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 securities are owned indirectly by SoftBank through Galaxy Investment Holdings, Inc. ("Galaxy"), which is a wholly-owned subsidiary of SoftBank. As a result, SoftBank may be deemed to beneficially own such shares held directly by Galaxy.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.58 to \$5.72, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide Sprint, any stockholder of Sprint, or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

- (3) Such figure reflects 269,503,387 and 272,067,166 shares of Sprint Common Stock (the "Galaxy Shares") as of December 19 and December 20, 2017, respectively, that are owned indirectly by SoftBank through Galaxy and 3,076,525,523 shares of Sprint Common

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Stock (the "Starburst I Shares") as of each such date that are owned indirectly by SoftBank through Starburst I, Inc. ("Starburst I"), which is a U.S. wholly owned subsidiary of SoftBank. As a result of such ownership, SoftBank may be deemed to beneficially own the Galaxy Shares and the Starburst I Shares. Starburst I expressly disclaims beneficial ownership with respect to the Galaxy Shares and Galaxy expressly disclaims beneficial ownership with respect to the Starburst I Shares.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.60 to \$5.66, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide Sprint, any stockholder of Sprint, or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.