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SPRINT NEXTEL CORP
Form 8-K
August 16, 2005

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 16, 2005
(August 15, 2005)

SPRINT NEXTEL CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Kansas | 1-04721 | 48-0457967 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 2001 Edmund Halley Drive, Reston, Virginia | 20191 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's Telephone Number, Including Area Code: (703) 433-4000

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

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

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

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Exchange Act (17 CFR 240.14d-2(b))

— Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On August 15, 2005, Sprint Nextel Corporation ("Sprint Nextel") announced that its board of directors had declared third quarter dividends for Sprint Nextel common stock, that it expects its local telecommunications business (the "New Local Company") to have approximately \$7.25 billion of debt when the spin-off of the New Local Company is completed, and that the New Local Company's expected annual cash dividend will be roughly \$300 million, as more fully described in the press release filed as Exhibit 99.1, which is incorporated herein by reference.

On August 16, 2005, Sprint Nextel issued a press release announcing that, in connection with the completion of the merger transaction between Sprint Corporation and Nextel Communications, Inc. ("Nextel") on August 12, 2005, holders of Nextel common stock will receive 1.26750218 shares of Sprint Nextel common stock and \$0.84629198 in cash in exchange for each share of Nextel common stock they own, as more fully described in the press release filed as Exhibit 99.2, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Not required.

(b) Pro Forma Financial Information.

Not required.

(c) Exhibits.

The following exhibits are filed with this report:

| Exhibit No. | Exhibit Description |
|-------------|--|
| 99.1 | Press release, dated August 15, 2005, announcing declaration of third quarter dividends. |
| 99.2 | Press release, dated August 16, 2005, announcing stock and cash consideration for Nextel common stock. |

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

SPRINT NEXTEL CORPORATION

/s/ Michael T. Hyde
By: Michael T. Hyde
Assistant Secretary

Date: August 16, 2005

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EXHIBIT INDEX

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