

T-Mobile US, Inc.  
Form S-8 POS  
June 04, 2013

As filed with the Securities and Exchange Commission on June 4, 2013

Registration No. 333-142007

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**T-Mobile US, Inc.**

(Exact name of Registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**20-0836269**  
(I.R.S. Employer  
Identification No.)

**12920 SE 38th Street**  
**Bellevue, Washington**  
**98006-1350**

(Address of principal executive offices, including zip code)

**METROPCS COMMUNICATIONS, INC. AMENDED AND RESTATED 2004 EQUITY INCENTIVE COMPENSATION PLAN**

**SECOND AMENDED AND RESTATED 1995 STOCK OPTION PLAN OF METROPCS, INC.**

(Full title of the plan)

**David A. Miller**

**12920 SE 38th Street**

**Bellevue, Washington 98006-1350**

**(425) 378-4000**

(Name, address and telephone number, including area code, of agent for service)

*Copy to:*

**J. Sue Morgan**

**Eric A. DeJong**

**Perkins Coie LLP**

**1201 Third Avenue, Suite 4900**

**Seattle, Washington 98101**

**(206) 359-8000**

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. (Check one):

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Large accelerated filer

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

Accelerated filer

Smaller reporting company

**EXPLANATORY STATEMENT**

**DEREGISTRATION OF SECURITIES**

T-Mobile US, Inc., formerly known as MetroPCS Communications, Inc., (the Registrant ) is filing this post-effective amendment to deregister certain of the securities originally registered by the Registrant pursuant to the Registration Statement on Form S-8 (File No. 333-142007), filed with the Securities and Exchange Commission on April 10, 2007 (the Registration Statement ), which registered 20,240,064 (after giving effect to the reverse stock split consummated by the Registrant on April 30, 2013) shares of the Company s common stock, par value \$0.0001 per share (the Common Stock ) issuable under the terms of the MetroPCS Communications, Inc. Amended and Restated 2004 Equity Incentive Compensation Plan (the 2004 Plan ).

The 2004 Plan was frozen upon stockholder approval of the Registrant s 2013 Omnibus Incentive Plan on June 4, 2013, and as of the date of this filing no new awards will be granted under the 2004 Plan. Accordingly, the Registrant hereby deregisters 173,297 (after giving effect to the reverse stock split consummated by the Registrant on April 30, 2013) shares of the Registrant s Common Stock issuable under the 2004 Plan and previously registered on the Registration Statement that have not been and will not be issued under the 2004 Plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington, on June 4, 2013.

T-Mobile US, Inc.

/s/ JOHN J. LEGERE  
By: John J. Legere

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement has been signed by the following persons in the capacities indicated below on June 4, 2013.

| <b>Signature</b>                               | <b>Title</b>  |
|--|---|
| /s/ JOHN J. LEGERE<br>John J. Legere           | President, Chief Executive Officer and Director<br>(Principal Executive Officer)      |
| /s/ J. BRAXTON CARTER<br>J. Braxton Carter     | Executive Vice President and Chief Financial<br>Officer (Principal Financial Officer) |
| /s/ TIMOTHEUS HÖTTGES<br>Timotheus Höttges     | Director and Chairman of the Board of Directors                                       |
| /s/ RAPHAEL KÜBLER<br>Raphael Kübler           | Director  |
| /s/ THORSTEN LANGHEIM<br>Thorsten Langheim     | Director  |
| /s/ LAWRENCE H. GUFFEY<br>Lawrence H. Guffey   | Director  |
| /s/ RENÉ OBERMANN<br>René Obermann             | Director  |
| /s/ W. MICHAEL BARNES<br>W. Michael Barnes     | Director  |
| /s/ JAMES N. PERRY, JR.<br>James N. Perry, Jr. | Director  |

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James N. Perry, Jr.

/s/ SRIKANT M. DATAR Director

Srikant M. Datar

/s/ TERESA A. TAYLOR Director

Teresa A. Taylor

/s/ KELVIN R. WESTBROOK Director

Kelvin R. Westbrook

/s/ Michael J. Morgan

Michael J. Morgan Senior Vice President, Finance and Chief  
Accounting Officer (Principal Accounting Officer)