

SPRINT Corp
Form 4
August 27, 2015

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 *
OTTENDORFER GUENTHER

(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)

08/25/2015

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)

COO - Technology

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/25/2015		A	(A) or (D) Amount 69,880 (1)	Price \$ 0 (2)	694,880	D
Common Stock	08/25/2015		A	(A) or (D) Amount 34,940 (3)	Price \$ 0 (2)	729,820 (4)	D

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

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(9-02)

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

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 Amount of Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Am Num Sha
Non-Qualified Stock Option (right to buy)	\$ 4.6	08/25/2015		A	145,000	(5) 08/25/2025	Common Stock 14

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OTTENDORFER GUENTHER 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251	COO - Technology

Signatures

/s/ Stefan K. Schnopp
Attorney-in-Fact

08/27/2015

__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).

These restricted stock units are subject to performance-based vesting conditions based on the company's actual results compared to

- (1) financial objectives established under the long-term incentive compensation plan, and vest 100% on May 20, 2018, subject to achievement of the performance-based vesting conditions.
- (2) These restricted stock units are issued under Sprint Corporation's 2015 Omnibus Incentive Plan. Each unit represents the right to receive one share of the underlying security at a date in the future.
- (3) These restricted stock units vest 100% on May 20, 2018.
- (4) Includes 729,820 restricted stock units which are subject to forfeiture until they vest.
- (5) Stock options vest 33 1/3% on each of May 20, 2016, May 20, 2017 and May 20, 2018.

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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