

SPRINT Corp
Form 4
March 19, 2014

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 *
FISHER RONALD D

(Last) (First) (Middle)

**C/O GALAXY INVESTMENT
HOLDINGS, INC., ONE CIRCLE
STAR WAY**

(Street)

SAN CARLOS, CA 94070

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

SPRINT Corp [S]

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

03/17/2014

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)

See Remarks

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)
			Code	V	Amount	(D)	Price

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units ⁽¹⁾ ⁽²⁾	<u>(1)</u> <u>(2)</u>	03/17/2014	P <u>(1)(2)</u>		2,846,508		<u>(1)(2)</u>	<u>(1)(2)</u>	Common stock	2,846,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER RONALD D C/O GALAXY INVESTMENT HOLDINGS, INC. ONE CIRCLE STAR WAY SAN CARLOS, CA 94070	X			See Remarks

Signatures

/s/ Ronald D.
Fisher 03/19/2014

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).

On March 17, 2014, Galaxy Investment Holdings, Inc. ("Galaxy"), a U.S. wholly owned subsidiary of SoftBank Corp. ("Parent"), granted to Ronald D. Fisher an award of restricted stock units (the "RSU Award") for 2,846,508 shares (the "Shares") of Sprint Corporation ("Sprint") Common Stock, \$0.01 par value per share (the "Sprint Common Stock") owned by Galaxy. Galaxy granted the RSU Award to

- (1) Mr. Fisher in connection with Mr. Fisher's positions with Galaxy and SoftBank Holdings Inc. ("Holdings") and in consideration of the services that Mr. Fisher provides to the U.S. wholly owned subsidiaries of Parent, including but not limited to Galaxy, Holdings, and SoftBank Inc., and as an incentive to continue such services. Each restricted stock unit represents a contingent right for Mr. Fisher to receive one Share, or, in the sole discretion of Galaxy, a cash payment in lieu of all or a portion thereof. (Continued in Footnote 2)

Subject to the provisions of the agreement for the RSU Award, the restricted stock units will vest in four equal installments on each

- (2) November 15 of 2015, 2016, 2017 and 2018. Mr. Fisher is not required to pay consideration to obtain the Shares (or cash, as applicable) upon vesting.

Remarks:

Director and Officer of Galaxy Investment Holdings

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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