

SPRINT Corp
Form 425
May 07, 2018

Filed by T-Mobile US, Inc.
pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: Sprint Corporation
Commission File No.: 001-04721

Important Additional Information

In connection with the proposed transaction, T-Mobile US, Inc. (T-Mobile) will file a registration statement on Form S-4, which will contain a joint consent solicitation statement of T-Mobile and Sprint Corporation (Sprint), that also constitutes a prospectus of T-Mobile (the joint consent solicitation statement/prospectus), and each party will file other documents regarding the proposed transaction with the U.S. Securities and Exchange Commission (the SEC). INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT CONSENT SOLICITATION STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. When final, a definitive copy of the joint consent solicitation statement/prospectus will be sent to T-Mobile and Sprint stockholders. Investors and security holders will be able to obtain the registration statement and the joint consent solicitation statement/prospectus free of charge from the SEC s website or from T-Mobile or Sprint. The documents filed by T-Mobile with the SEC may be obtained free of charge at T-Mobile s website, at www.t-mobile.com, or at the SEC s website, at www.sec.gov. These documents may also be obtained free of charge from T-Mobile by requesting them by mail at T-Mobile US, Inc., Investor Relations, 1 Park Avenue, 14th Floor, New York, NY 10016, or by telephone at 212-358-3210. The documents filed by Sprint with the SEC may be obtained free of charge at Sprint s website, at www.sprint.com, or at the SEC s website, at www.sec.gov. These documents may also be obtained free of charge from Sprint by requesting them by mail at Sprint Corporation, Shareholder Relations, 6200 Sprint Parkway, Mailstop KSOPHF0302-3B679, Overland Park, Kansas 66251, or by telephone at 913-794-1091.

Participants in the Solicitation

T-Mobile and Sprint and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of consents in respect of the proposed transaction. Information about T-Mobile s directors and executive officers is available in T-Mobile s proxy statement dated April 26, 2018, for its 2018 Annual Meeting of Stockholders. Information about Sprint s directors and executive officers is available in Sprint s proxy statement dated June 19, 2017, for its 2017 Annual Meeting of Stockholders, and in Sprint s subsequent reports on Form 8-K filed with the SEC on January 4, 2018 and January 17, 2018. Other information regarding the participants in the consent solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint consent solicitation statement/prospectus and other relevant materials to be filed with the SEC regarding the acquisition when they become available. Investors should read the joint consent solicitation statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from T-Mobile or Sprint as indicated above.

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Twitter, Facebook, Instagram and other social media posts related to the transaction:

JOHN J. LEGERE (Twitter @JohnLegere)

- **Tweet:** The New T-Mobile will continue to be customer first because we <3 customers!! And we'll always strive to offer lower prices with an even better network J For important info: allfor5g.com
- **Tweet:** We'll make it work with LTE J We've been through this with our Metro PCS integration! Details here: alfor5g.com
- **Tweet:** T-Mobile + Sprint will supercharge the Un-carrier good for consumers and jobs. J We've always fought for the consumer & that'll never change. Key info: allfor5g.com
- **Tweet:** It's truly a great move! We'll be a stronger competitor and will offer unmatched value J Check out details here: allfof5g.com
- **Tweet:** I'm excited to announce that @TMobile & @Sprint have reached an agreement to come together to form a new company a larger, stronger competitor that will be a force for positive change for all US consumers and businesses! Watch this & click through for details. allfor5g.com
- **Tweet:** I'll be New T-Mobile CEO & with our combined resources we can continue expanding our network & coverage! Check out important info here: allfor5g.com
- **Tweet:** LOVE THIS! Thanks, @Nasdaq! The New @TMobile is ready to bring the first & best nationwide 5G network to America & continue spreading #Uncarrier everywhere! More info: <http://allfor5G.com>
- **Tweet:** 5G is the future! And with New T-Mobile we'll be able to build out an incredible 5G network! For important info: allfor5g.com

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- **Tweet:** With New T-Mobile we will continue to put customers first! And be able to combine our resources & create the first & best nationwide 5G network! Important info here: allfor5g.com
 - **Tweet:** Not true at all. Wireless has changed . We re getting MORE competitive with BETTER performance. We ll always be the #Uncarrier & customer first. :) More info: allfor5g.com
 - **Tweet:** Thanks for the kind & supportive words, @jimcramer! Watch the video below. Key info: <http://allfor5g.com>
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- **Tweet:** 5G is the future! With the New T-Mobile we ll be able to build the first & best nationwide 5G network! Important info: allfor5g.com
 - **Tweet:** Thanks for having @marceloclaire & me, @RichardQuest!! Loved chatting about the New @tmobile! Go watch! Key info: <http://allfor5g.com>
 - **Tweet:** Who saw @marceloclaire & me talk w/ @CNBC w/ @jimcramer @carlquintanilla & @davidfaber (even just his voice)?!? Go watch the video!! Key info:<http://allfor5g.com>
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- **Tweet:** There are lots of players in the wireless game now! New T-Mobile will be able to compete better with our combined resources. Key info: <http://allfor5g.com>
- **Tweet:** New T-Mobile is a great move! We believe we'll be a strong competitor with an even more kick ass network. Key info: <http://allfor5g.com>
- **Tweet:** Once the deal closes, our goal is to finish migrating customers within 3 yrs! But all customers will benefit from the combined resources immediately. Key info: <http://allfor5g.com>
- **Tweet:** Of course! We're always expanding & this combination will provide customers with an even better experience in the future! More info here! www.AllFor5G.com
- **Tweet:** Customers can always join T-Mobile! And with the New T-Mobile, Sprint & T-Mobile customers will be able to utilize America's Best Unlimited Network! Check out the info here: www.AllFor5G.com
- **Tweet:** We'll have a secondary HQ in Overland Park, KS! You can check out details here: www.AllFor5G.com

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- **Tweet:** Yep eventually! With both sets of spectrum, we can also build the first real and best nationwide 5G network AND give customers immediate benefits with even faster speed and reliability! Check out more info: allfor5g.com
 - **Tweet:** Nothing will happen for a while, but after the deal closes, it will open thousands of new jobs! Details here! www.AllFor5G.com
 - **Tweet:** We will still offer prepaid options and A LOT more. Details here: allfor5g.com
 - **Tweet:** What?? This is going to SUPERCHARGE everything you love about the #uncarrier we re all about our customers & that will never change! Here are more details: allfor5g.com
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- **Tweet:** Combining spectrum will be HUGE & help us lead the charge in the 5g era bringing the first real & best nationwide 5G network. Check out more info here: allfor5g.com
- **Tweet:** Our goal is to combine our resources to create a supercharged network that will benefit our customers. Check out more here: allfor5g.com
- **Facebook Post:** Loved talking to Liz Claman with Marcelo about the New T-Mobile! Go watch everything we said below! Key info: allfor5G.com

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- **Facebook Post:** Who saw Marcelo Claire & me talk w/ CNBC w/ Jim Cramer, Carl Quintanilla & David Faber (even just his voice)?!? Go watch the video!! Key info: allfor5g.com
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- **Facebook Post:** I'm excited to announce that T-Mobile & Sprint have reached an agreement to come together to form a new company—a company that will deliver the FIRST and BEST 5G network for US wireless consumers bringing lower prices, more competition and more jobs! #AllFor5G! Watch this to understand all the benefits of this game-changing deal & click here for all the details: <https://allfor5g.com>
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- **Instagram Post:** Just announced some BIG news. @TMobile and @Sprint have reached an agreement to come together to form a new company one that will deliver the FIRST and BEST 5G network for US wireless consumers! Scroll through to understand all the benefits and click on the link in my bio for more details! #CEO #CEOlife #TMobile #Sprint #NewTMobile #TheNewTMobile #5G #Innovation #jobs #investing #customersfirst #uncarrier
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- **Instagram Post:** Amazing day talking to @cnbc, @cheddar, @scottgamm @cnn, @bloombergbusiness, @foxbusiness and so many more about the benefits of The New @tmobile! Make sure you click the link in my bio for all the details! #cnbc #cnn #ceo #ceolife #bloomberg #interviews #newtmobile #sprint #cheddar #thetreet

G. MICHAEL SIEVERT (Twitter @SievertMike)

- **LinkedIn Post:** I've got great news to share! Today T-Mobile announced that it has reached an agreement to combine with Sprint, enabling our combined company to create incredible competition in the 5G era! Only the New T-Mobile will have the network capacity and performance to quickly deliver a nationwide 5G network and extend US global internet leadership in 5G. This will accelerate innovation and opportunity in wireless and other industries, benefiting US consumers and businesses, boosting the economy and creating jobs. We've worked hard to gain customer trust, passion and excitement over the last 5 years as the #Uncarrier and you can bet that #WeWontStop!! In fact, this will set us up to put our #Uncarrier strategy into overdrive with lower prices, unmatched value and more competition in wireless, video and broadband!! #5GForAll Key info:

NEVILLE RAY (Twitter @NevilleRay)

- **Tweet:** Coming next year!! More info here:
-

- **Tweet:** Sure we need 5G! 4G transformed wireless & liberated mobile video & internet use. 5G will shape the next wave of wireless transformation w/advanced speed & capacity that will foster innovation w/high def video, gaming, AR, VR. What we have in mind for 5G: <http://www.allfor5g.com>

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hire key personnel; the risk that certain contractual restrictions contained in the business combination agreement during the pendency of the proposed transaction could adversely affect T-Mobile's or Sprint's ability to pursue business opportunities or strategic transactions; effects of changes in the regulatory environment in which T-Mobile and Sprint operate; changes in global, political, economic, business, competitive and market conditions; changes in tax and other laws and regulations; and other risks and uncertainties detailed in T-Mobile's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and in its subsequent reports on Form 10-Q, including in the sections thereof captioned Risk Factors and Cautionary Statement Regarding Forward-Looking Statements, as well as in its subsequent reports on Form 8-K, all of which are filed with the SEC and available at www.sec.gov and www.t-mobile.com. Forward-looking statements are based on current expectations and assumptions, which are subject to risks and uncertainties that may cause actual results to differ materially from those expressed in or implied by such forward-looking statements. Given these risks and uncertainties, persons reading this communication are cautioned not to place undue reliance on such forward-looking statements. T-Mobile assumes no obligation to update or revise the information contained in this communication (whether as a result of new information, future events or otherwise), except as required by applicable law.

Transaction Talking Points

General Q&A

Why are you doing this?!

- So many good reasons! We'll be able to create highest capacity network in US history, it'll open thousands of jobs, prices will go down with more value. Key info here: <https://allfor5g.com/>
- It's a great move!! We believe we'll be a really strong competitor with even lower prices, more innovation and jobs and highest capacity network in US history. Info here! <https://allfor5g.com/>
- We're really excited! It opens us up to adding stores and coverage/5G in new rural places, thousands of jobs, and all with lower prices! Details here! <https://allfor5g.com/>

What are next steps? When's this going to happen?

- There's still a lot of review and approval that has to happen over the coming months. Stay tuned! Info here! <https://allfor5g.com/>
- Stay tuned! Over the coming months there will be a lot of regulatory and shareholder review and approval. Key info here: <https://allfor5g.com/>

How fast will customers be moved over?

- As soon as the deal closes/is approved, we'll get going! We'd love to be complete within 3 years! Customers will benefit from network improvements as they'll be moved to our supercharged network <1 month after closing! Details here! <https://allfor5g.com/>
- We're really hoping to finish up within 3 years! But customers will benefit from immediate network improvements as they'll be moved to our supercharged network <1 month after closing! Key info here: <https://allfor5g.com/>

I was with you because you stand for customers. Now you're just gonna be another big conglomerate that doesn't care about customers.

- No way! This is about supercharging the #Uncarrier. In fact, we'll be able to put customers first in an even better way with lower prices and more value! Info here! <https://allfor5g.com/>
- We're ALWAYS going to put our customers first!! We'll be able to give customers even lower prices and more value! Key info here: <https://allfor5g.com/>
- We'll always be customers first!! But we'll be able to do it with even lower prices and a faster, bigger, better 5G network! Details here! <https://allfor5g.com/>

What will happen to T-Mobile, Sprint, Boost and/or Metro brands?

- For now, nothing changes! Info here! <https://allfor5g.com/>
- Nothing for now! Key info here: <https://allfor5g.com/>

What about prepaid?

- We'll still have a solid prepaid offering for customers!! Info here! <https://allfor5g.com/>
- No worries there! We'll still offer great prepaid options! Key info here: <https://allfor5g.com/>

Will you close stores now?

- Nothing will change for now! Info here! <https://allfor5g.com/>

Will you close stores in the future?

- Too soon to talk about the future! There's a lot that still has to be reviewed and approved over the coming months. For now nothing will change! Details here! <https://allfor5g.com/>

Oh great. So now tons of people are going to lose their jobs.

- Nothing is changing right now. We've got a lot of work to do. Sneak peek tho, we have plans to open thousands of new jobs across a bunch of different fields! Details here! <https://allfor5g.com/>

Two foreign companies merging?

- We're committed to the US - both long-standing American companies, HQ'd and led by thousands of people here in the US! Info here! <https://allfor5g.com/>
-

5G Q&A

I thought you guys were going to be first and best with 5G anyway?

- This is going to be 5G on a whole other level! Thanks to combined resources we'll be able to roll out real 5G across all spectrum bands! Details here! <https://allfor5g.com/>
- But we'll be able to deploy faster and with multiple kinds of spectrum bands immediately! We'll be the only one able to create the broadest, fastest & highest capacity nationwide network in US history! Info here! <https://allfor5g.com/>

What's the big deal about 5G?/Why does 5G matter so much?

- 5G is the future! We'll see more advanced AI, smart cities, connected wearables, faster speeds. Lots of opportunity here and we'll be able to take advantage by building the first and best nationwide 5G network super fast. Key info here: <https://allfor5g.com/>
- 5G is coming! And with it we'll see more advanced smart cities, smart cars, tons of new devices with faster speeds and response time. As a combined company we'll be able to bring the first and best nationwide 5G network. Details here! <https://allfor5g.com/>

So you're going to cover more areas now?

- We'll cover the same square footage, but with a better network experience because of combined network resources. We'll also be able to expand much faster to more people with superior quality, even in rural areas! Info here! <https://allfor5g.com/>
- We'll be able to move much faster on expanding the network, and in the meantime give customers a much better network experience! Key info here: <https://allfor5g.com/>

How are you gonna spend that \$40B in your network?

- Combining spectrum and technology, and most exciting building the first and best real nationwide 5G network while integrating the networks! Details here! <https://allfor5g.com/>

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- It'll go towards network investments and building the first real and best nationwide 5G network. Info here!
<https://allfor5g.com/>

How many cell sites will you have?

- We expect to have over 80k. Key info here: <https://allfor5g.com/>

New T-Mobile Q&A

Where will you be headquartered?

- We'll be headquartered in Bellevue, WA with secondary headquarters in Overland Park, KS. Key info here:
<https://allfor5g.com/>
- HQ will be in Bellevue and there will be a secondary HQ in Overland Park, KS. Info here!
<https://allfor5g.com/>

What's going to happen with John, Mike and the others?

- John Legere will continue as CEO and Mike Sievert will become president and COO! No other details to share for now. Details here! <https://allfor5g.com/>

What's going to happen to Marcelo?

- No other leadership news to share at this time other than what's been announced. Marcelo Claure will sit on the BOD, that John Legere will serve as CEO and Mike Sievert will become president and COO. Info here!
<https://allfor5g.com/>

Will you still trade as TMUS/\$TMUS?

- Yes! Info here! <https://allfor5g.com/>

What will you call the new company?

- T-Mobile! Details here: <https://allfor5g.com/>

Legal Disclaimer

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Transaction Reference for Prospective Customer Communication

Hi [NAME],

I wanted to personally share the news directly with you – the rumors are true, and we announced our plans to combine with Sprint. This combination will accelerate the innovation T-Mobile is famous for and create a supercharged competitor to benefit U.S. consumers. You can learn more about the deal and stay up to date at www.Allfor5G.com.

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