

SPRINT Corp  
Form 425  
May 22, 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**

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### NEW T-MOBILE

#### FREQUENTLY ASKED QUESTIONS FOR EMPLOYEES (TO ADD TO CURRENTLY PUBLISHED LIST)

5/17/18 UPDATE

Which of our SLT members will stay with the New T-Mobile?

We've built an incredible leadership team that have helped us transform the wireless industry and we've still got a lot left to do! John Legere will serve as CEO, and Mike Sievert will serve as President and COO of the combined company. The remaining members of the new management team will be selected from both companies during the pre-closing period.

How does the New T-Mobile plan to bring more jobs to America? What kind of jobs? Do we have an idea of what kind of new jobs opportunities this merger will bring?

Together, the New T-Mobile is expected to employ more people in the U.S. and create more new jobs than Sprint and T-Mobile would separately. We plan to invest \$40 billion in the New T-Mobile in the first three years. Our plan is to create jobs building and transitioning our LTE and 5G networks, jobs to expand our U.S. call centers to serve Sprint customers with our Team of Experts model, jobs focused on driving business sales, and jobs for the hundreds of new stores we intend to open across the country in rural areas we could never have served economically as standalone companies. In fact, nowhere will our hiring be more intensive after the merger than in rural America which is dramatically underserved today.

Will any members of Sprint's Senior Leadership Team join the New T-Mobile?

Masayoshi Son, current SoftBank Group Chairman and CEO, and Marcelo Claure, current Executive Chairman of Sprint, will serve on the board of the New T-Mobile. The remaining members of the new management team will be selected from both companies during the pre-closing period.

If an employer wants to get T-Mobile's view, can I speak on behalf of the company?

No, please direct any media inquiries to our dedicated media team at [MediaRelations@t-mobile.com](mailto:MediaRelations@t-mobile.com).

Will the T-Mobile network handle all Sprint customer migration?

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The New T-Mobile will anchor on T-Mobile's network, and we expect to transition all of Sprint's customers to the New T-Mobile network within 2 to 3 years after closing.

What kind of spectrum does Sprint have?

Sprint has a portfolio that includes 800 MHz, 1.9 GHz, and 2.5 GHz spectrum. Combined with T-Mobile's nationwide 600 MHz spectrum, and other assets of both parties, the New T-Mobile plans to create the highest capacity network in U.S. history.

How many employees will the New T-Mobile have?

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We expect the New T-Mobile will directly employ more than 80K employees at closing and more than 200K people will work on behalf of the company's customers. We plan to continue creating jobs in the US for many years to come.

With plans for the Sprint/T-Mobile merger, will pressure on gross add goals ease in the coming months? Should we expect to see fewer rich offers?

Our plans don't change. Until the merger is approved and closed we will continue operating as separate companies including competing with each other for customers. Once it does, we'll continue being the Un-Carrier, but supercharged with the new company's assets.

While the stock programs remains the same for now IF the merger were to happen and we become a new company would all previous grants fully vest or continue on their normal vesting cadence?

We do not anticipate any changes to the vesting schedule of outstanding T-Mobile RSUs upon the closing of the merger.

### 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](http://www.t-mobile.com), or at the SEC's website, at [www.sec.gov](http://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](http://www.sprint.com), or at the SEC's website, at [www.sec.gov](http://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.

#### **No Offer or Solicitation**

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

#### **Cautionary Statement Regarding Forward-Looking Statements**

This communication contains certain forward-looking statements concerning T-Mobile, Sprint and the proposed transaction between T-Mobile and Sprint. All statements other than statements of fact, including information concerning future results, are forward-looking statements. These forward-looking statements are generally identified by the words anticipate, believe, estimate, expect, intend, may, could or similar expressions. Such forward-looking statements include, but are not limited to, statements about the benefits of the proposed transaction, including anticipated future financial and operating results, synergies, accretion and growth rates, T-Mobile's, Sprint's and the combined company's plans, objectives, expectations and intentions, and the expected timing of completion of the proposed transaction. There are several factors which could cause actual plans and results to differ materially from those expressed or implied in forward-looking statements. Such factors include, but are not limited to, the failure to obtain, or delays in obtaining, required regulatory approvals, and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the proposed transaction, or the failure to satisfy any of the other conditions to the proposed transaction on a timely basis or at all; the occurrence of events that may give rise to a right of one or both of the parties to terminate the business combination agreement; adverse effects on the market price of T-Mobile's or Sprint's common stock and on T-Mobile's or Sprint's operating results because of a failure to complete the proposed transaction in the anticipated timeframe or at all; inability to obtain the financing contemplated to be obtained in connection with the proposed transaction on the expected terms or timing or at all; the ability of T-Mobile, Sprint and the combined company to make payments on debt or to repay existing or future indebtedness when due or to comply with the covenants contained therein; adverse changes in the ratings of T-Mobile's or Sprint's debt securities or adverse conditions in the credit markets; negative effects of the announcement, pendency or consummation of the transaction on the market price of T-Mobile's or Sprint's common stock and on T-

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Mobile's or Sprint's operating results, including as a result of changes in key customer, supplier, employee or other business relationships; significant transaction costs, including financing costs, and unknown liabilities; failure to realize the expected benefits and synergies of the proposed transaction in the expected timeframes or at all; costs or difficulties related to the integration of Sprint's network and operations into T-Mobile; the risk of litigation or regulatory actions; the inability of T-Mobile, Sprint or the combined company to retain and 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](http://www.sec.gov) and [www.t-mobile.com](http://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.

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