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SPRINT CORP
Form SC 13D/A
August 22, 2001

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

SCHEDULE 13D/A-14

Under the Securities Exchange Act of 1934
(Amendment No. 14)

SPRINT CORPORATION
(Name of Issuer)

PCS Common Stock--Series 1, par value \$1.00 per share
(Title of Class of Securities)

852061506 (PCS Common Stock--Series 1)
(CUSIP Numbers)

Deutsche Telekom AG
Kevin Copp, Head of International Legal Affairs,
Friedrich-Ebert-Allee 140, D-53113 Bonn, Germany
Phone (49-228) 181-8000

France Telecom
Philippe Walter
General Counsel International Legal Operations
6 place d'Alleray, 75505 Paris Cedex 15, France
Phone (33-1) 44-44-01-59
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 17, 2001
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Deutsche Telekom AG
IRS Identification Number: N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH PERSON WITH	7	SOLE VOTING POWER
		o Shares of Class A Common Stock equivalent in voting power to 372,340 shares of Series 3 PCS Common Stock

	8	SHARED VOTING POWER
--	---	---------------------

0

	9	SOLE DISPOSITIVE POWER
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		o Shares of Class A Common Stock equivalent in voting power to 372,340 shares of Series 3 PCS Common Stock
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	10	SHARED DISPOSITIVE POWER
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0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Shares of Class A Common Stock equivalent in voting
power to 372,340 shares of Series 3 PCS Common
Stock.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Class A Common Stock, estimated to represent less than one percent of
the aggregate voting power of the capital stock of the Issuer. If the
Class A Common Stock beneficially owned by DT were converted into
Series 1 PCS Common Stock, the Class A Common Stock beneficially owned
by DT would represent less than one percent of the aggregate number of

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outstanding shares of all series of PCS Common Stock (or less than one percent of the aggregate voting power of all series of PCS Common Stock outstanding).

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

France Telecom
IRS Identification Number: N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		<input type="radio"/> 43,118,018 shares of Class A Common Stock (equivalent in voting power to 21,559,009 shares of Series 3 PCS Common Stock)
		<input type="radio"/> 34,441,023 shares of Series 3 PCS Common Stock

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		<input type="radio"/> 43,118,018 shares of Class A Common Stock (equivalent in voting power to 21,559,009 shares of Series 3 PCS Common Stock)
		<input type="radio"/> 34,441,023 shares of Series 3 PCS Common Stock

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10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

43,118,018 shares of Class A Common Stock (equivalent in voting power to 21,559,009 shares of Series 3 PCS Common Stock) and 34,441,023 shares of Series 3 PCS Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Class A Common Stock and 100% of the Series 3 PCS Common Stock, estimated to represent approximately 3.63% of the aggregate voting power of the capital stock of the Issuer. If the Class A Common Stock and the Series 3 PCS Common Stock beneficially owned by FT were converted into Series 1 PCS Common Stock, the Class A Common Stock and the Series 3 PCS Common Stock beneficially owned by FT would represent approximately 5.57% of the aggregate number of outstanding shares of all series of PCS Common Stock (or approximately 7.72% of the aggregate voting power of all series of PCS Common Stock outstanding).

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 14 (this "Amendment") amends and supplements the Schedule 13D filed on February 12, 1996, as amended by Amendment No. 1 to the Schedule 13D filed on May 6, 1996, Amendment No. 2 to the Schedule 13D filed on May 28, 1998, Amendment No. 3 to the Schedule 13D filed on December 1, 1998, Amendment No. 4 to the Schedule 13D filed on February 12, 1999, Amendment No. 5 to the Schedule 13D filed on February 24, 1999, Amendment No. 6 to the Schedule 13D filed on April 1, 1999, Amendment No. 7 to the Schedule 13D filed on July 6, 1999, Amendment No. 8 to the Schedule 13D filed on October 8, 1999, Amendment No. 9 to the Schedule 13D filed on January 10, 2000, Amendment No. 10 to the Schedule 13D filed on January 25, 2000, Amendment No. 11 to the Schedule 13D filed on February 21, 2001, Amendment No. 12 to the Schedule 13D filed on June 7, 2001 and Amendment No. 13 to the Schedule 13D filed on August 14, 2001 (as amended and supplemented, the "Schedule 13D"), of Deutsche Telekom AG ("DT") and France Telecom ("FT"), with respect to the PCS Common Stock - Series 1, par value \$1.00 per share (the "Series 1 PCS Common Stock"), of Sprint Corporation, a Kansas corporation (the "Issuer"). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D, as previously amended and supplemented.

ITEM 4. PURPOSE OF THE ACQUISITION

Item 4 of the Schedule 13D is hereby amended by adding the following at the end thereof:

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Pursuant to the Underwriting Agreement dated August 7, 2001 among the Issuer, DT and NAB, a wholly-owned subsidiary of DT, the underwriters represented by JP Morgan, Merrill Lynch & Co. and UBS Warburg LLC (together, the "Representatives") exercised the overallotment option in full on August 14, 2001. As a result, NAB sold to the underwriters, acting through the Representatives, at a closing on August 17, 2001, an aggregate of 7,434,782 shares of Series 1 PCS Common Stock for resale pursuant to the Issuer's Registration Statement on Form S-3, File No. 333-65402, and the related prospectus dated August 7, 2001, at a public offering price of \$24.50 per share, less an underwriting discount of \$0.6125 per share. As previously disclosed, FT has not participated in the offering contemplated by the Underwriting Agreement.

The shares of Series 1 PCS Common Stock NAB sold to the underwriters at the closing on August 17, 2001 were obtained by NAB immediately prior to the sale by causing the Issuer to issue in the name of NAB, pursuant to Article SIXTH, Sections 1.2(c) and 8.3(a) of the Issuer's Amended and Restated Certificate of Incorporation, 7,434,782 shares of Series 1 PCS Common Stock in respect of shares of the Class A Common Stock owned by NAB. Following the issuance of Series 1 PCS Common Stock to NAB in respect of the Class A Common stock as described above, the par value of the Class A Common Stock owned by NAB was reduced to approximately \$0.008635 per share.

As previously disclosed, neither FT nor DT (including NAB) currently intends to remain a long-term stockholder of the Issuer and each of FT and DT (including NAB) expects to dispose of its remaining shares of the Issuer in an orderly manner in light of market conditions and subject to applicable legal requirements and contractual restrictions contained in the Amended and Restated Stockholders' Agreement, as amended, and the Offering Process Agreement.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

1. Deutsche Telekom AG

(a-b) On August 17, 2001, DT (indirectly through NAB) was the beneficial owner of shares of Class A Common Stock estimated to represent less than one percent of the aggregate voting power of the outstanding capital stock of the Issuer, calculated on the basis of 86,236,036 shares of Class A Common Stock, 887,125,136 shares of Series 1 FON Common Stock, 628,263,851 shares of Series 1 PCS Common Stock (including the 3,065,217 shares sold by the Issuer on August 17, 2001 in connection with the exercise by the Underwriters of the overallotment option pursuant to the Underwriting Agreement dated August 7, 2001), 320,222,173 shares of Series 2 PCS Common Stock, 34,441,023 shares of Series 3 PCS Common Stock, 246,766 shares of PCS Preferred Stock and certain other voting preferred stock of the Issuer as being outstanding, based on the information made available to FT and DT by the Issuer. If the Class A Common Stock beneficially owned by DT were converted into Series 1 PCS Common Stock, the Class A Common Stock beneficially owned by DT would have represented less than one percent of the aggregate number of outstanding shares of all series of PCS Common Stock (or less than one percent of the aggregate voting power of all outstanding series of PCS Common Stock).

By virtue of their relationship, DT (indirectly through NAB) and FT may be deemed to share dispositive power with respect to the securities of the Issuer beneficially owned by them. DT and NAB hereby disclaim beneficial ownership of the securities of the Issuer owned by FT and disclaim that they are members of a group with FT.

(c) Except as disclosed in Item 4 of this Amendment to the Schedule 13D, neither DT nor NAB, nor to the best knowledge of DT, any of the persons listed in

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Schedule I to the Schedule 13D, nor either managing director of NAB, effected any transaction in the PCS Common Stock of the Issuer during the past 60 days.

(d) No one other than NAB is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Class A Common Stock beneficially owned by DT and NAB.

(e) As previously disclosed, as a result of the closing of the sale of the shares of Series 1 PCS Common Stock pursuant to the Underwriting Agreement on August 10, 2001, DT (indirectly through NAB) ceased to be the beneficial owner of more than 5% of all outstanding series of PCS Common Stock. See Item 5(1)(a-b) above.

2. France Telecom

(a-b) On August 17, 2001, FT was the beneficial owner of shares of Class A Common Stock and 34,441,023 shares of Series 3 PCS Common Stock (100% of the outstanding Series 3 PCS Common Stock), estimated to represent approximately 3.63% of the aggregate voting power of the outstanding capital stock of the Issuer, calculated on the same basis described in numbered paragraph 1 of Item 5 above. If the Class A Common Stock and Series 3 PCS Common Stock beneficially owned by FT were converted into Series 1 PCS Common Stock, the Class A Common Stock and Series 3 PCS Common Stock beneficially owned by FT would have represented approximately 5.57% of the aggregate number of outstanding shares of all series of PCS Common Stock (or approximately 7.72% of the aggregate voting power of all outstanding series of PCS Common Stock).

By virtue of their relationship, FT and DT (indirectly through NAB) may be deemed to share dispositive power with respect to the securities of the Issuer beneficially owned by them. FT hereby disclaims beneficial ownership of the securities of the Issuer owned by DT (indirectly through NAB) and disclaims that it is a member of a group with DT and NAB.

(c) Except as disclosed in Item 4 of this Amendment to the Schedule 13D, neither FT, nor, to the best knowledge of FT, any of the persons listed in Schedule II to the Schedule 13D, effected any transaction in PCS Common Stock of the Issuer during the past 60 days.

(d) No one other than FT is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Class A Common Stock and Series 3 PCS Common Stock beneficially owned by FT.

(e) Not applicable.

After reasonable inquiry and to my best knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: August 21, 2001

DEUTSCHE TELEKOM AG

By: /s/ Kevin Copp

Name: Kevin Copp
Title: Head of International
Legal Affairs

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After reasonable inquiry and to my best knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

DATED: August 21, 2001

FRANCE TELECOM

By: /s/ Philippe Walter

Name: Philippe Walter

Title: General Counsel International
Legal Operations