SOFTBANK GROUP CORP
Form 4
November 16, 2017

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SOFTBANK GROUP CORP

(Last) (First) (Middle)

1-9-1, HIGASHI-SHIMBASHI

(Street)

MINATO-KU
TOKYO, M0 105-7303

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SPRINT Corp [S]

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	(A) or (D)	Price			
Common Stock	11/14/2017		P		2,577,795 (1)	A	$ 5.98 (2)	3,331,304,452 (3)	I	See Footnote (3)
Common Stock	11/15/2017		P		56,019 (1)	A	$ 5.98 (4)	3,331,360,471 (3)	I	See Footnote (3)

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

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SEC 1474 (9-02)

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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOFTBANK GROUP CORP 1-9-1, HIGASHI-SHIMBASHI MINATO-KU TOKYO, M0 105-7303		X		
Galaxy Investment Holdings, Inc. ONE CIRCLE STAR WAY SAN CARLOS, CA 94070		X		
Starburst I, Inc. ONE CIRCLE STAR WAY SAN CARLOS, CA 94070		X		

Signatures

/s/ Kentaro Matsui, Attorney-in-Fact	11/16/2017
**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).

(1) These securities are owned indirectly by SoftBank through Galaxy Investment Holdings, Inc. ("Galaxy"), which is a wholly-owned subsidiary of SoftBank. As a result, SoftBank may be deemed to beneficially own such shares held directly by Galaxy.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $5.95 to $5.99, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide Sprint Corporation ("Sprint"), any stockholder of Sprint, or the Staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(3) Such figure reflects 254,778,929 and 254,834,948 shares of Sprint Common Stock (the "Galaxy Shares") as of November 14 and November 15, 2017, respectively, that are owned indirectly by SoftBank through Galaxy and 3,076,525,523 shares of Sprint Common

Stock (the "Starburst I Shares") as of each such date that are owned indirectly by SoftBank through Starburst I, Inc. ("Starburst I"), which is a U.S. wholly owned subsidiary of SoftBank. As a result of such ownership, SoftBank may be deemed to beneficially own the Galaxy Shares and the Starburst I Shares. Starburst I expressly disclaims beneficial ownership with respect to the Galaxy Shares and Galaxy expressly disclaims beneficial ownership with respect to the Starburst I Shares.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $5.94 to $5.99, exclusive of any fees, commissions or other expenses. The Reporting Persons undertake to provide Sprint, any stockholder of Sprint, or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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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