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SPRINT CORP
Form S-3MEF
August 08, 2001

As filed with the Securities and Exchange Commission on August 8, 2001
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SPRINT CORPORATION

Kansas 48-0457967
(State or other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

SPRINT CAPITAL CORPORATION
(Exact names of registrants as specified in their charters)

Delaware 48-1132866
(State or other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

P.O. Box 11315
Kansas City, Missouri 64112
(913) 624-3000
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

Thomas A. Gerke
Vice President, Corporate Secretary
and Associate General Counsel
Sprint Corporation
P.O. Box 11315
Kansas City, Missouri 64112
Telephone (913) 624-3326
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies requested to:
Bruce N. Hawthorne
Mary A. Bernard
King & Spalding
1185 Avenue of the Americas
New York, New York 10036
(212) 556-2100

Approximate date of commencement of proposed sale to the public: As soon as
practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following

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box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-65402

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

(Calculation table appears on following page)

 This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933.

CALCULATION OF REGISTRATION FEE(1)

Title of Each Class of Securities to be Registered and Sold by the Registrants	Amount to be Registered	Proposed Maximum Aggregate Offering Price	Amount to be Registered
Debt Securities, Guarantees, PCS Common Stock, Series 1 (including the associated preferred stock purchase rights)(2), Stock Purchase Contracts and Equity Units(3).....	\$25,750,000	\$25,750,000 (4)	\$6,4

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- (1) Pursuant to Rule 457(o) under the Securities Act of 1933, the registration fee is calculated on the maximum offering price of all securities listed.
 - (2) Each share of PCS common stock, series 1 also includes one-half of a preferred stock purchase right. No separate consideration is payable for the preferred stock purchase rights. Accordingly, no additional registration fee is required.
 - (3) The securities registered hereunder will be sold together as units.
 - (4) No separate consideration will be received for the guarantees issued hereunder. Accordingly, no additional registration fee is required.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the

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Securities Act of 1933, as amended. The contents of the Registrants' Registration Statement on Form S-3 (Registration No. 333-65402), as amended, which was declared effective on July 26, 2001, are incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

(a) Exhibits

All exhibits filed with the Registrants' Registration Statement on Form S-3 (Registration No. 333-65402), as amended, shall be deemed a part of this Registration Statement, except that the following additional exhibits are filed herewith:

Exhibit
No.

Description

- 5.1 -- Opinion of Thomas A. Gerke.
- 5.2 -- Opinion of King & Spalding.
- 23.1 -- Consent of Ernst & Young LLP.
- 23.2 -- Consent of Deloitte & Touche LLP.
- 23.3 -- Consent of Thomas A. Gerke (included as part of Exhibit 5.1).
- 23.4 -- Consent of King & Spalding (included as part of Exhibit 5.2).
- 24.1 -- Power of Attorney of the officers and directors of the Registrants signing this Registration Statement (included on pages II-5 through II-7 of the Registrants' Registration Statement on Form S-3 (Registration No. 333-65402), and incorporated herein by reference).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westwood, State of Kansas, on the 7th day of August, 2001.

SPRINT CORPORATION
By: /s/ A.B. KRAUSE

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 Name: A.B. Krause
 Title: Executive Vice President
 and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
* ----- W.T. Esrey	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	August 7, 2001
* ----- A.B. Krause	Executive Vice President-- Chief Financial Officer (Principal Financial Officer)	August 7, 2001
* ----- J.P. Meyer	Senior Vice President and Controller (Principal Accounting Officer)	August 7, 2001
* ----- DuBose Ausley	Director	August 7, 2001
* ----- Warren L. Batts	Director	August 7, 2001
* ----- Irvine O. Hockaday, Jr.	Director	August 7, 2001

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* ----- Ronald T. LeMay	Director	August 7, 2001
* ----- Linda Koch Lorimer	Director	August 7, 2001
* ----- Charles E. Rice	Director	August 7, 2001
* ----- Louis W. Smith	Director	August 7, 2001
* ----- Stewart Turley	Director	August 7, 2001

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*By: /S/ A. B. KRAUSE

 A.B. Krause
 for himself and as Attorney-in-Fact
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westwood, State of Kansas on the 7th day of August, 2001.

SPRINT CAPITAL CORPORATION

/S/ A. B. KRAUSE
 By: _____
 A.B. Krause, President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name -----	Title -----	Date -----
* ----- A.B. Krause	President and Chief Executive Officer and Director (Principal Executive Officer)	August 7, 2001
* ----- G.M. Betts	Senior Vice President and Chief Financial Officer and Director (Principal Financial Officer)	August 7, 2001
* ----- J.P. Meyer	Senior Vice President and Controller (Principal Accounting Officer)	August 7, 2001
* ----- T.A. Gerke	Director	August 7, 2001

*By: /s/ A.B. KRAUSE

 A.B. Krause,
 for himself and as Attorney-in-Fact

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