

SPRINT Corp
Form S-8 POS
July 24, 2013

As filed with the Securities and Exchange Commission on July 24, 2013

Registration No. 333-54108

Registration No. 333-59124

Registration No. 333-103691

Registration No. 333-111956

Registration No. 333-115621

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3 to Form S-8 Registration Statement No. 333-54108

POST-EFFECTIVE AMENDMENT NO. 3 to Form S-8 Registration Statement No. 333-59124

POST-EFFECTIVE AMENDMENT NO. 3 to Form S-8 Registration Statement No. 333-103691

POST-EFFECTIVE AMENDMENT NO. 2 to Form S-8 Registration Statement No. 333-111956

POST-EFFECTIVE AMENDMENT NO. 1 to Form S-8 Registration Statement No. 333-115621

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Sprint Communications, Inc.

(Exact name of registrant as specified in its charter)

Kansas
(State or other jurisdiction of
incorporation or organization)

48-0457967
(I.R.S. Employer
Identification No.)

6200 Sprint Parkway
Overland Park, Kansas 66251

(800) 829-0965
(Address of Principal Executive Offices)

66251
(Zip Code)

1997 Long-Term Stock Incentive Program

(Full title of the plans)

Charles R. Wunsch

Senior Vice President, General Counsel and Corporate Secretary

Sprint Corporation

6200 Sprint Parkway

Overland Park, Kansas 66251

(Name and address of agent of service)

(800) 829-0965

(Telephone number, including area code, of agent for service)

Sprint Nextel Corporation

(Former Name or Former Address, if Changed Since Last Report)

Copies to:

Edgar Filing: SPRINT Corp - Form S-8 POS

| | | |
|------------------------------------|-------------------------------------|--------------------------------|
| Kenneth A. Siegel, Esq. | Robert S. Townsend, Esq. | Thomas H. Kennedy, Esq. |
| Morrison & Foerster LLP | Brandon C. Parris, Esq. | Jeremy D. London, Esq. |
| Shin-Marunouchi Building, | Jackie Liu, Esq. | Skadden, Arps, Slate, |
| 29th Floor | Morrison & Foerster LLP | Meagher & Flom LLP |
| 5-1, Marunouchi 1-Chome | 425 Market Street | Four Times Square |
| Chiyoda-ku, Tokyo 100-6529 | San Francisco, CA 94105-2482 | New York, NY 10036 |
| Japan | (415) 268-7000 | (212) 735-3000 |
| 011-81-3-3214-6522 | | |

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SHARES

This Post-Effective Amendment relates to the following Registration Statements on Form S-8, including all post-effective amendments thereto (each a Registration Statement collectively, the Registration Statements) of Sprint Communications, Inc. (formerly Sprint Nextel Corporation), a Kansas corporation (the Registrant or Old Sprint):

Registration Statement No. 333-54108 pertaining to the registration of 17,056,139 shares of Common Stock issuable under the Registrant's 1997 Long-Term Stock Incentive Program.

Registration Statement No. 333-59124 pertaining to the registration of 13,300,000 shares of Common Stock issuable under the Registrant's 1997 Long-Term Stock Incentive Program.

Registration Statement No. 333-103691 pertaining to the registration of 8,000,000 shares of Common Stock issuable under the Registrant's 1997 Long-Term Stock Incentive Program.

Registration Statement No. 333-111956 pertaining to the registration of 172,655 shares of Common Stock issuable under the Registrant's 1997 Long-Term Stock Incentive Program.

Registration Statement No. 333-115621 pertaining to the registration of 39,700,000 shares of Common Stock issuable under the Registrant's 1997 Long-Term Stock Incentive Program.

On July 10, 2013, pursuant to the terms of that certain Agreement and Plan of Merger, dated as of October 15, 2012, as amended (the Merger Agreement), by and among the Registrant, SoftBank Corp., a Japanese *kabushiki kaisha* (SoftBank), Starburst I, Inc., a Delaware corporation and a direct wholly owned subsidiary of SoftBank (HoldCo), Starburst II, Inc., a Delaware corporation and a direct wholly owned subsidiary of HoldCo (New Sprint), and Starburst III, Inc., a Kansas corporation and a direct wholly owned subsidiary of New Sprint (Merger Sub). Pursuant to the Merger Agreement, and upon the effective time of the Merger, the Merger Sub was merged with and into Old Sprint (the Merger), with Old Sprint continuing after the Merger as the surviving corporation. Additionally, Old Sprint became a wholly owned subsidiary of New Sprint and New Sprint was re-named Sprint Corporation.

On July 10, 2013, pursuant to the terms of the Bond Purchase Agreement between Old Sprint and New Sprint dated as of October 15, 2012 and amended as of June 10, 2013 (as amended, the Bond Purchase Agreement) and in connection with the consummation of the Merger, New Sprint converted the \$3.1 billion Sprint Nextel bond issued thereunder (the Bond) at a rate of 190.476190322581 shares of Old Sprint Common Stock (as defined below) for each \$1,000 of principal of the Bond, subject to certain adjustments, with cash paid in lieu of any fractional shares. Following the conversion of the Bond, the Bond Purchase Agreement, upon consummation of the Merger, was automatically terminated pursuant to its terms.

Pursuant to the terms of the Merger Agreement, each share of Old Sprint's Series 1 common stock, par value \$2.00 per share (the Old Sprint Common Stock) outstanding immediately prior to the effective time of the Merger was canceled and (with the exception of shares held by HoldCo, Merger Sub, or any other wholly owned subsidiary of HoldCo or held by Old Sprint or any of its wholly owned subsidiaries and treasury shares held by Old Sprint) automatically converted into the right to receive, as a result of the elections made by Old Sprint's stockholders and the applicable proration and allocation rules contained in the Merger Agreement, (a) for stockholders that elected to receive shares of New Sprint as merger consideration, one share of New Sprint's common stock (the New Sprint Common Stock), and (b) for stockholders that elected to receive cash or that made no election, the right to receive a combination of (i) \$5.647658 in cash without interest and (ii) 0.261744048 shares of New Sprint Common Stock. Upon the consummation of the Merger, former Old Sprint stockholders collectively became entitled to receive a total of approximately 850,899,628 shares of New Sprint Common Stock (excluding the effect of dissenting shares and fractional shares cashed out pursuant to the Merger Agreement), and HoldCo's shares of Class B Common Stock, par value \$0.01 per share of Starburst II, Inc. were automatically reclassified pursuant to the terms of New Sprint's Amended and Restated Certificate of Incorporation in effect as of the closing date of the Merger (the Amended and Restated Certificate of Incorporation) in consideration for the aggregate amount of \$21.64 billion contributed by it to New Sprint (\$3.1 billion of which was contributed to acquire the Bond issued under the Bond Purchase Agreement), with the result that HoldCo holds a total of 3,076,525,523 shares of New Sprint Common Stock, and SoftBank obtained indirect beneficial ownership of approximately 78% of the fully diluted shares of New Sprint (excluding shares of New Sprint Common Stock issuable upon exercise of the Warrant, as defined below). To the extent that any Old Sprint's stockholders seek appraisal of their Old Sprint Common Stock, such dissenting stockholders who perfect their dissenters' rights will not receive the combination of cash and shares of New Sprint Common Stock to which they

Edgar Filing: SPRINT Corp - Form S-8 POS

would otherwise be entitled, and will instead have the right to receive the fair value of their shares as determined under Kansas law, which could be more than, the same as, or less than the value of the merger consideration they would have received had they not sought appraisal with respect to their Old Sprint Common Stock in the Merger.

Pursuant to the Merger Agreement, concurrent with the consummation of the Merger, New Sprint issued to HoldCo a warrant (the Warrant) to purchase up to 54,579,924 fully paid and nonassessable shares of New Sprint Common Stock (subject to anti-dilution adjustments), at an exercise price of \$5.25 per share (subject to anti-dilution adjustments). The Warrant is exercisable at HoldCo's option, in whole or in part, at any time, until July 10, 2018. The aggregate purchase price of the Warrant may be paid by either cash or, at HoldCo's option, through a customary cashless exercise process.

As a result of the Merger, the Registrant has terminated offerings of securities pursuant to certain existing registration statements under the Securities Act of 1933, as amended, including the Registration Statements. In accordance with an undertaking made by the Registrant to remove from registration, by means of a post-effective amendment, any securities registered under the Registration Statements that remain unsold at the termination of the offering, the Registrant hereby removes from registration all securities registered under the Registration Statements that remain unsold as of the effective time of the Merger.

This Post-Effective Amendment does not relate to Registration Statement on Form S-8 No. 333-124189 pertaining to the registration of shares issuable under the 1997 Long-Term Stock Incentive Program, and shares registered on such Registration Statement remain registered.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on this 24th day of July, 2013.

SPRINT COMMUNICATIONS, INC.

By: /s/ Timothy P. O Grady
Timothy P. O Grady
Vice President, Legal and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments to Form S-8 have been signed by the following persons in the capacities and on the dates indicated.

| | | | |
|----------------------------------------------|---|--------------------------------------------|---------------|
| Daniel R. Hesse | * | Chief Executive Officer | July 24, 2013 |
| | | (Principal Executive Officer and Director) | |
| Joseph J. Euteneuer | * | Chief Financial Officer | July 24, 2013 |
| | | (Principal Financial Officer) | |
| Ryan H. Siurek | * | Vice President and Controller | July 24, 2013 |
| | | (Principal Accounting Officer) | |
| /s/ Stefan K. Schnopp Stefan K. Schnopp | | Director | July 24, 2013 |
| /s/ Timothy P. O Grady Timothy P. O Grady | | Director | July 24, 2013 |
| Charles R. Wunsch | | Director | |

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-8 pursuant to the Power of Attorney executed by the above-named directors and officers of the registrant, which is being filed herewith on behalf of such directors and officers.

By: /s/ Timothy P. O Grady
Timothy P. O Grady
Attorney-in-Fact

EXHIBIT INDEX

Exhibit

Number

Description

24

Power of Attorney (incorporated by reference to Exhibit 24 to the Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on April 6, 2012.)