

SPRINT NEXTEL CORP  
Form DEFA14A  
May 17, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

**SPRINT NEXTEL CORPORATION**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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This filing consists of the following document first used on May 17, 2013:

Presentation Entitled Sprint SoftBank Merger Investor Presentation

May 2013  
Sprint  
SoftBank Merger  
Investor Presentation

1  
Cautionary Statement Regarding Forward Looking Statements

This document includes forward-looking statements within the meaning of the securities laws. The words may, could, should, estimate, project, forecast, intend, expect, anticipate, believe, target, plan, providing guidance and similar expressions are intended to identify information that is not historical in nature.

This document contains forward-looking statements relating to the

proposed  
transactions  
between  
Sprint  
Nextel  
Corporation  
( Sprint )  
and  
SoftBank

Corp. ( SoftBank ) and its group companies, including Starburst II, Inc. ( Starburst II ), and the proposed acquisition by Sprint  
( Clearwire ). All statements, other than historical facts, including, but not limited to: statements regarding the expected timing  
transactions; the ability of the parties to complete the transactions considering the various closing conditions; the expected benefits  
such as improved operations, enhanced revenues and cash flow, growth potential, market profile and financial strength; the composition  
position of SoftBank or Sprint; and any assumptions underlying any of the foregoing, are forward-looking statements. Such statements  
current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. The inclusion of such statements  
regarded

as  
a  
representation  
that  
such  
plans,  
estimates  
or  
expectations  
will  
be  
achieved.

You  
should  
not  
place  
undue  
reliance  
on  
such  
statements.

Important  
factors  
that  
could  
cause  
actual  
results  
to  
differ  
materially  
from  
such  
plans,

estimates  
or  
expectations  
include,  
among  
others,  
that  
(1)  
there  
may be a material adverse  
change of SoftBank; (2) the proposed financing may involve unexpected costs, liabilities or delays or may not be completed  
on terms acceptable to SoftBank, if at all; and (3) other factors as detailed from time to time in Sprint's, Starburst II's and Clearwire's  
Securities and Exchange Commission (SEC), including Sprint's and Clearwire's Annual Reports on Form 10-K for the year  
2012, and other factors that are set forth in the proxy statement/prospectus contained in Starburst II's Registration Statement of  
declared  
effective  
by  
the  
SEC  
on  
May  
1,  
2013,  
and  
in  
other  
materials  
that  
will  
be  
filed  
by  
Sprint,  
Starburst  
II  
and  
Clearwire  
in  
connection  
with  
the  
transactions, which will be available on the SEC's web site ([www.sec.gov](http://www.sec.gov)). There can be no assurance that the transactions will  
completed, that such transactions will close within the anticipated time period or that the expected benefits of such transactions  
All forward-looking statements contained in this document and the documents referenced herein are made only as of the date of  
they  
are  
contained,  
and  
none  
of



Sprint,  
SoftBank

or

Starburst

II

undertakes

any

obligation

to

update

any

forward-looking

statement

to

reflect

events

or

circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events except as required. We are cautioned not to place undue reliance on any of these forward-looking statements.

Introduction

3

Introduction

SoftBank Merger

Provides Cash and

Stock Consideration

at a Premium Value

Sprint shareholders will receive \$12.1 billion in cash and 30% ownership in newly capitalized Sprint (New Sprint)

Package

of

consideration

valued

at

\$6.34

-

\$7.33

per  
share  
(per  
the  
proxy  
and  
before  
synergies),

a

26%

-

45% premium to the 10/10/12 price (before press reports of a SoftBank merger)

7.8x multiple of 2013E EBITDA versus comparable transaction multiples of 7.1x for AT&T/TMO and 6.1x for TMO/Metro

New Sprint

Positioned for

Success

SoftBank

brings

extensive

wireless

experience

and

a

track

record

of

success

SoftBank brings LTE leadership, global scale and expertise in 2.5GHz spectrum

Governance structure intended to protect public shareholder interests: e.g. majority independent directors at close, mandatory liquidity offer and SoftBank non-compete

Positive market reaction to the transaction announcement in October

SoftBank Merger

Provides Equity

Capital

Upon closing, SoftBank's \$3.1 billion of convertible debt outstanding converts and SoftBank funds \$4.9 billion in primary common equity capital

The inflow of capital funds the Clearwire acquisition and LTE network build-out in order to better compete with AT&T and Verizon

S&P and Moody's placed Sprint on positive review as a result of the SoftBank transaction

Sprint's Board

Exercised Diligence

Board met regularly to consider strategic alternatives and the SoftBank merger

Board and management pursued alternatives and actively negotiated for better terms

Board supports the SoftBank merger (special committee is reviewing the DISH offer)

The Sprint board of directors believes that the proposed merger is in the best interests of

Sprint  
shareholders  
and  
recommends  
shareholders  
vote  
FOR  
the  
merger

Sprint Background and Business Plan

5

SoftBank Transaction Will Help Sprint Continue to Deliver Exceptional Value to Shareholders

Sprint is focused on its LTE network build-out to improve its competitive position

Incremental capital is required to accelerate the build-out

The SoftBank transaction delivers:

Immediate and meaningful realization of value;

Significant capital to rapidly accelerate Sprint's network build-out plans;

Expertise in successful deployment of 2.5GHz spectrum for LTE;

Increased scale and much improved global purchasing power;

Competitive wireless experience in Japan; and

The opportunity for Sprint shareholders to participate in the upside value creation through continued ownership in a better capitalized, more competitive New Sprint

6

Phases of the Sprint Turnaround

Improve the brand

Reverse subscriber trends

Begin growing revenue

Eliminate costs

Conserve capital in  
preparation for investment  
phase

Build world-class network  
platform

Eliminate duplicative  
network cost structure

Focus on growth of core



Sprint platform business  
Expect strong margin  
improvement from Network  
Vision and continue  
revenue growth  
I. Recovery  
II. Investment  
III. Margin Expansion  
2008  
2011  
2012  
2013  
2014 +  
Sprint Turnaround

7  
Significant  
Gap  
Versus  
AT&T  
and  
Verizon  
Source: Company filings.  
(1) Reported  
as  
of  
1  
Quarter

2013.

(2) Defined as cash from operations less capital expenditures. AT&T and Verizon reflect consolidated cash from operations and Capex requirements highlight the importance of scale and cash flow

st  
2012A Capital Expenditures

\$8,857  
\$10,795  
\$4,261  
\$3,747  
\$434  
\$837

Verizon

AT&T

Sprint

TMO / Metro

LEAP

USM

2012A

Free

Cash

Flow

(2)

2012A EBITDA

\$29,728  
\$23,467  
\$4,803  
\$6,398  
\$601  
\$804

Verizon

AT&T

Sprint

TMO / Metro

LEAP

USM

Retail

Subscribers

(mm)

(1)

98.9

77.9

47.3

35.1

4.6

5.7

Verizon

AT&T

Sprint

TMO / Metro

LEAP

USM

\$15,311

\$19,711

(\$1,262)

\$1,297

(\$252)

\$63

Verizon

AT&T

Sprint

TMO / Metro

LEAP

USM

Note: EBITDA and capital expenditures for Verizon and AT&T include wireless only.

8  
Significant Funding Need to Change Sprint's Position  
\$8.4bn funding gap, or 55% of Sprint  
market cap on 10/10/12  
Management  
prepared  
the  
business  
cases  
that  
were  
outlined  
in

the  
proxy  
(illustrated  
below)

The Clearwire Acquisition Model contemplated an \$8+ billion funding need

Today

Sprint

is

rated

B1

/

B+

by

Moody's

and

S&P,

respectively

Note: See proxy pages 112 through 114 for business cases prepared by management.

(1) Proxy case assumed CLWR equity purchase price of \$2.00 / share and certain refinancing of existing Clearwire debt. Free cash flow

(2) Expected close in May 2013. Excludes potential shutdown costs of \$130-150mm (on an NPV basis)

(3) CLWR draw for April and May pursuant to financing plan providing for draws of \$80mm per month.

(4) June - December Clearwire cash burn assumed to be \$80mm per month.

(5) Includes ST and LT Restricted Cash.

Four Business Cases from Proxy

(\$ in millions)

Amount

Funding Gap

\$8,370

Purchase of CLWR Equity (@ \$2.97 / share)

(1)

2,274

Purchase of US Cellular Spectrum

(2)

480

CLWR Draws Under NPA

(3)

160

CLWR Negative Cash Burn Post-Closing

(4)

560

Total Cash Needs

\$11,844

2013 / 2014 Sprint Debt Maturities

648

1Q'13 EOP Cash - Sprint

\$7,769

1Q'13 EOP Cash - CLWR

(5)

801

Total Cash

\$8,570  
 Actual  
 Projected  
 Parameter  
 Business Plan Cases  
 2012  
 2013  
 2014  
 EBITDA  
 Baseline (8/3/2012)  
 \$4,803  
 \$6,167  
 \$8,236  
 Revised Baseline (9/5/2012)  
 --  
 5,600  
 7,000  
 With Additional Network Build  
 --  
 5,584  
 7,179  
 Clearwire Acquisition Model  
 (1)  
 --  
 5,349  
 6,899  
 Capex  
 Baseline  
 \$4,261  
 \$5,297  
 \$4,171  
 Revised Baseline  
 --  
 6,448  
 4,641  
 With Additional Network Build  
 --  
 6,826  
 5,585  
 Clearwire Acquisition Model  
 (1)  
 --  
 7,885  
 4,791  
 Free Cash  
 Baseline  
 (\$1,262)  
 (\$2,374)  
 \$1,824  
 Flow

Revised Baseline

--

(4,508)

(1,135)

With Additional Network Build

--

(4,852)

(2,000)

Clearwire Acquisition Model

(1)

--

(6,537)

(1,833)



SoftBank Transaction Provides Significant  
Premium to Shareholders and Ability to  
Participate in Ongoing Value Creation

10  
Transaction Overview  
Step 1  
Pre-Transaction  
~3.0 billion Sprint  
shares outstanding  
SoftBank invested  
\$3.1 billion in  
convertible debt @  
\$5.25 / share  
(1)  
at signing  
SoftBank  
\$4.9 billion cash  
infusion

70% SoftBank

(3.2bn shares)

SoftBank

Source: Company filings

(1)

Converts into equity representing approximately 16.4% of common shares immediately prior to closing of Steps 2a and 2b

Step 2a

Step 2b

30% existing

Sprint

shareholders

(1.4bn shares)

\$8 billion cash infusion into Sprint

\$12.1 billion

cash to Sprint

shareholders

Sprint shareholders

Completed on

October 22, 2012

At Close

Post-Close

Ownership

11  
SoftBank Transaction Meaningfully Improves Sprint's Financial Position  
Clearwire  
transaction  
is  
conditioned  
on  
the  
SoftBank  
transaction  
closing  
(or  
a

new  
superior  
transaction)

Upon closing the merger, SoftBank will (i) convert its \$3 billion of convertible Sprint debt and (ii) contribute \$5 billion of cash for common equity, significantly reducing net leverage. S&P and Moody's placed Sprint on positive review as a result of the transaction; S&P noted: We believe the financial risk profile would benefit from about \$8 billion of additional liquidity, which can be used to help fund its network upgrade and accelerate its rollout of fourth generation (4G) services.

Net Leverage

(3)

Balance Sheet Cash

(1)

Total Debt

(2)

Sprint + Clearwire

Sprint + Clearwire + Softbank

Excludes \$2.3bn of

cash for CLWR

acquisition

\$3.1bn of debt

converted to equity

\$5bn from common

equity issuance

Source: Company Filings.

(1)

Based on Sprint standalone cash of \$7.8bn plus \$0.8bn CLWR cash, less \$2.3bn for the CLWR acquisition. Pro forma Includes the assumed exercise of warrants.

(2)

Based on \$24.8bn standalone debt plus \$4.6bn of CLWR debt, less \$0.2bn of CLWR notes held by Sprint. Pro forma assumes

(3)

Based on LTM EBITDA of \$4.9bn as of 1Q 13 (\$5.1bn of LTM Sprint EBITDA less (\$170)mm of LTM Clearwire EBITDA)

\$6.3

\$11.5

3/31/2013A

3/31/2013 PF

\$29.2

\$26.1

3/31/2013A

3/31/2013 PF

4.6x

3.0x

3/31/2013A

3/31/2013 PF

12  
Implied  
New  
Sprint  
Public  
Trading  
Price  
Consistent  
with  
Comparables  
Verizon and AT&T trade at 7.2x and 6.3x, respectively  
(versus New Sprint  
multiples)

Verizon and AT&T trade at 6.8x and 6.1x, respectively  
(versus New Sprint  
multiples)

Does not include  
any potential  
synergies

Pro-rata cash per share received by existing Sprint  
shareholders upon closing of the SoftBank transaction  
(\$7.30 / share x 55.2%)

Remaining percentage of Sprint shares after SoftBank  
secondary purchase (1  
55.2%)

Sprint's  
share  
price  
prior  
to

DISH's  
public  
proposal  
implies

a  
value  
of

New  
Sprint  
(public  
stub)  
in  
line

with comparable publicly traded companies

Includes shares issued from \$5bn primary common  
issuance to SoftBank and conversion of \$3bn of convertible  
debt into equity

(1) \$24.8bn of Sprint debt, plus \$4.4bn of CLWR debt (excluding \$184mm held by Sprint), less \$3.1bn conversion of Softbank

(2) \$7.8bn of Sprint cash plus \$0.8bn of CLWR cash, plus \$4.9 of primary issuance from Softbank plus \$0.3bn from exercise of

(3) April 23, 2013 proxy statement, page 114.

Day Before

DISH Proposal

(4/12/13)

Sprint Price per Share

\$6.22

Pro-rata cash per share from Softbank (\$12.1bn)

4.03

Implied Stock Consideration per Share

\$2.19

% Stock Consideration

44.8%

Implied Equity Value per Share of "New Sprint"

\$4.89

PF Shares Outstanding

4.6

Pro Forma Equity Value of "New Sprint"

\$22.4

Plus: S + CLWR Debt at 3/31/2013

(1)

26.1

Less: S + CLWR Cash at 3/31/2013

(2)

(11.5)

PF Firm Value (Including CLWR) of "New Sprint"

\$37.0

2013E EBITDA (S + CLWR)

(3)

\$5.3

FV / 2013E EBITDA

6.9x

2014E EBITDA (S + CLWR)

(3)

\$6.9

FV / 2014E EBITDA

5.4x



13

50%

47%

42%

39%

27%

SoftBank Has Extensive Wireless Experience Driving Growth and Margin

SoftBank Subscriber Growth

(millions)

2012 Wireless EBITDA Margins

06

13 CAGR: + 17%

Source: Company filings, investor presentations

Source: Company filings, investor presentations

Note: Includes SoftBank Mobile (including communication modules), Willcom, and EMOBILE s accumulated subscribers.  
15.0

41.9

Mar-04

Mar-05

Mar-06

Mar-07

Mar-08

Mar-09

Mar-10

Mar-11

Mar-12

Mar-13

SoftBank acquired

Vodafone Japan

in March 2006

14

SoftBank Transaction Provides Global Scale Benefits

Sprint + SoftBank will be the world's third largest seller of smartphones (significant economies of scale)

Sprint will leverage SoftBank's experience in building out LTE on 2.5 GHz spectrum to improve the customer experience: (1) accelerated expansion of nationwide footprint (2) faster data speeds

(3) increased capacity

Given the complementary nature of Sprint and SoftBank's businesses, including a shared history of technical and marketing innovations and the potential for purchasing power synergies, the transaction provides the opportunity to further enhance Sprint's standalone record of consumer service and innovation in the telecommunications market

99mm

86mm

78mm

58mm

38mm

35mm

Verizon

Softbank + Sprint

AT&T

NTT Docomo

KDDI

T-mobile + Metro

Softbank

39mm

Sprint

47mm

(1)

Note: SoftBank subscribers as of 4/31/2013 and all others as of 3/31/2013.

(1) Total wireless subscribers excluding communication modules. Softbank subscribers pro forma for Mobile, Willcom, and E

(1)

Retail Wireless Subscribers

15

New Sprint Governance Protects Minority Shareholders

Board

10 member: 3 new independent, 3 legacy Sprint independent directors, 3 SoftBank directors, CEO (years 1 and 2)

Year 3: 6 independents, 3 SoftBank, CEO

After Year 3: at least 3 independent directors

Committees have at least one independent director (if SoftBank owns 50% or more)

Approval of a Majority of

Disinterested Directors

Required (for 2 years)

Dividends

Business combination with SoftBank (or settlement of claims)

Differential consideration to SoftBank in a business combination

Waiver of Delaware 203

Non-compete

SoftBank will not compete in the U.S. (expires once SoftBank owns less than 10% of the voting power of Sprint)

Carve-outs for \$100mm or less investments

Mandatory Offer

Mandatory offer to all non-SoftBank Sprint shareholders if SoftBank's voting interest exceeds 85% (price not to be less than the 20-day VWAP preceding the offer)

Offer requires approval of a majority of independent directors

Expires when SoftBank owns less than 20%

Note: In general, amendments require majority of the minority shareholder vote as long as SoftBank owns more than 50%.

Premium Valuation Versus Benchmarks

17  
\$6.44  
\$6.34  
\$7.33  
\$7.16  
Market Value  
DCF Analysis  
SoftBank Transaction Offered a Premium Package of Consideration  
Note:  
Valuation  
ranges  
as



noted  
from  
proxy  
(does  
not  
include  
any  
potential  
synergies).

(1) October 10, 2012 was the last trading day prior to the publication of news articles relating to a potential transaction between

(2) Based on 2014E EBITDA of \$7.2bn as outlined in the proxy page 107.

(3) 52-week range as of October 10, 2012.

Implied Premium (%)

Value Per Share of Consideration

to Sprint Shareholders

Volume Weighted Average Share Price

52-week Range

\$6.44

\$7.33

\$6.34

\$7.16

28%

45%

26%

42%

24%

41%

22%

38%

47%

67%

45%

63%

81%

105%

78%

101%

79%

103%

76%

98%

13%

29%

11%

26%

204%

246%

199%

238%

Market Value

DCF Analysis

\$5.04

Price as of 10/10/2012

\$5.19

\$4.38

\$3.57

\$3.61

30-Day

90-Day

180-Day

360-Day

\$5.70

\$2.12

52-Week High

52-Week Low

Per page 107 of the proxy: blended per share value assuming a pro-rata election between

\$7.30

/

share

in

cash

and

New

Sprint

stock

valued

at

5.00x

6.25x

2014E

EBITDA

(2)

Same as above but the New Sprint stock was valued at the DCF value (as outlined on pages 107 and 108 of the proxy)

(1)

Market Price

(3)

18

Note: Market data as of 5/10/2013

60.6%

35.4%

(22.4%)

(78.1%)

239.9%

Wireless Price

Performance

(01/01/09

4/12/13)

0.0

200.0

400.0

600.0  
800.0  
1,000.0  
1,200.0  
\$0.00  
\$1.00  
\$2.00  
\$3.00  
\$4.00  
\$5.00  
\$6.00  
\$7.00  
\$8.00  
Jan-09  
May-09  
Sep-09  
Jan-10  
May-10  
Sep-10  
Jan-11  
May-11  
Sep-11  
Jan-12  
May-12  
Sep-12  
Jan-13  
\$7.33  
\$6.34  
VWAP: \$4.10  
10/10/12: Press reports of potential  
transaction between SoftBank & Sprint  
Chart ends day prior to  
DISH public offer (4/15/13)  
Consideration Well Above Historical Trading Prices Despite Run-Up  
(01/01/2009  
4/12/2013)

19  
SoftBank  
Consideration  
Consistent  
With  
or  
Above  
Value  
Benchmarks  
Outlined  
in  
the

Proxy  
Analysis  
as  
outlined  
in  
the  
proxy  
on  
pages  
106

112.  
The  
analysis  
did  
not  
include  
any  
potential  
synergies.

(1)

DCF implied share prices as of respective valuation date. Value based on Sprint management projections: Revised Baseline wi

(2)

Based on Sprint management projected 2012E OIBDA (\$4.7 billion)

4.5x -

5.5x

EV / 2013E

OIBDA

Discount rates

of 8.0% -

9.0%,

terminal trailing

OIBDA multiple

of 4.5x

5.5x

Selected

precedent 2012E

OIBDA multiple

range of

5.5x

7.0x

(2)

Based on

52-week high

and low

Based on 22

price targets

since Q2

earnings

released  
25% -  
35%  
premium to  
current share  
price  
Market value  
consideration  
\$7.33  
\$6.44  
Discount rates  
of 8.0% -  
9.0%,  
terminal trailing  
OIBDA multiple  
of 4.5x  
5.5x  
Discounted  
cash  
flow  
(1)  
DCF value  
Consideration  
\$7.16  
45% of the  
consideration is stock  
Midpoint: \$6.43  
\$ per Share  
\$6.34  
Sprint  
Standalone  
(6/30/2012)  
Sprint  
Standalone  
(6/30/2013)  
Last 12 Months  
High / Low  
Trading  
Comparables  
Analyst  
Price Targets  
Precedent  
Transactions  
Premiums Paid  
\$2.12  
\$3.85  
\$2.50  
\$4.08  
\$6.30  
\$4.67

\$5.09

\$5.70

\$5.69

\$7.00

\$6.39

\$6.80

\$7.28

\$7.82

Median: \$5.50

Mean: \$5.00

Midpoint: \$5.95



20

Recent Market Prices Still Suggest a Premium to Precedent Transactions

Implied Sprint Standalone EBITDA Multiples

(Pre-SoftBank Transaction Closing)

Premium to Recent Precedent Transactions

(3)

(4)

Precedent Transaction Multiples

7.8x

7.1x

6.1x

(\$ in billions, except share prices)

Day Before DISH

Proposal

(4/12/13)

Share Price

\$6.22

Pre-Transaction Shares

3,056

Implied Sprint Equity Value

\$19.0

Plus: S + CLWR Debt (3/31/13)

29.2

Less: S + CLWR Cash (3/31/13)

(1)

(6.3)

Implied Firm Value

\$41.9

Valuation

Metrics

2012A EBITDA (S + CLWR)

\$4.6

Multiple

9.0x

2013E EBITDA (S + CLWR)

(2)

\$5.3

Multiple

7.8x

Source: Public filings as of 1Q 13.

(1)

Sprint + Clearwire cash, net of \$2.3bn used to acquire Clearwire equity.

(2)

As shown for CLWR Acquisition Model in the proxy page 114.

(3)

Based on 2011E OIBDA of \$5.5 billion (signed transaction in March 2011 and subsequently withdrawn).

(4) Original transaction was a 5.3x multiple per the proxy (page 110). Adjusted for 26% of \$3.8bn debt reduction and based on 2013 consensus EBITDA of \$1.4bn for Metro.

Board Process

22

Potential Strategic Alternatives Reviewed

Party

Date

Comments

W

5/11

9/11

Considered buying spectrum from W and entering into commercial arrangements with W's shareholders (W was subsequently sold)

X

9/11

2/12

Considered merger; X subsequently merged with another party

Y

5/12

9/12

Considered merger (there were previous joint venture and combination discussions)

DISH

4/12

9/12

Considered spectrum partnerships with DISH; in September 2012, DISH CEO indicated

that

DISH

was

focused

on

certain

regulatory

issues

and

would

require

a

significant due diligence period and believed that Sprint's market price was in excess of its fundamental value

Sponsors

--

Indicated

interest,

but

difficult

to

execute

given

\$8+bn

funding

gap

(versus a ~\$15bn market cap in the fall of 2012) and a B1 / B+ balance sheet

Other

Foreign Telcos

--

Limited interest given global economy

Large

U.S. Telcos

--

Regulatory hurdles

Other U.S.

Cable

--

Sold spectrum to Verizon and entered into a resale agreement (sold or selling Clearwire shares too)

23

Sprint's Board was Deliberate and Thorough in its Consideration of the SoftBank Transaction

Sprint's board of directors regularly reviews the company's strategy in light of changing market conditions and the evolving landscape of the wireless industry

The proxy outlines the significant strategic alternatives reviewed since mid 2011

The board met to discuss the SoftBank merger multiple times between mid-September and mid-October (the announcement date)

The company engaged Skadden as legal advisor and Citi, Rothschild and UBS as financial advisors

On October 13, 2012, the Sprint board of directors held a special meeting and determined that the **SoftBank** merger

was

in

the

best

interests

of  
Sprint  
and  
its  
shareholders,  
approving  
the  
Merger  
agreement  
and

resolving to recommend that its shareholders vote in favor of the transaction

The Sprint board has not made any determination to change its recommendation of the SoftBank merger

Separately, the finance committee of the board also met numerous times

24  
Price and Terms Improved Through the Negotiation  
Premium pricing  
versus a rising stock  
price: \$3.46 trading  
price / share on  
7/6/2012 (date of  
first meeting) and  
\$5.00 trading price /  
share on 9/11/2012  
(date of first  
proposal)  
Significantly  
improved



Increased the cash  
to shareholders

(1)  
55.2% cash consideration price per share and 44.8% stock consideration price per share (stock valued at primary price).

(2)  
Expense reimbursement.

(1)  
(2)  
Parameter

First SoftBank  
Proposal  
(9/11/12)

Final  
Primary Price / Share

\$5.25

\$5.25

Cash Merger Consideration / Share

6.75

7.30

\$6.08

\$6.38

Primary Investment

\$8.0bn

\$8.0bn

Cash to Shareholders

11.2bn

12.1bn

Total SoftBank Cash Invested

\$19.2bn

\$20.1bn

Acquire 100% of Clearwire

Condition to close

No condition

Break Fee

\$2,000

\$600

Fee on No-Vote

750

75

Force the Vote

Yes

No

Reverse Termination Fee

250

600

Liquidity Offer

None

Public Float < 15%

Blended Price / Share

Market Embraced the SoftBank Transaction

26

Sprint's Stock Has Continued to Perform Well Post Announcement

Stock

Price

Performance

(7/16/12

4/12/13)

10/10/12: Press reports of potential  
transaction between SoftBank & Sprint

10/15/12: Sprint & SoftBank enter definitive  
agreement to sell 70% stake to Sprint for  
\$20.1bn

Sprint announces agreement with Clearwire to

purchase unowned 49.6% stake for \$2.97 / share

Analyst Price Targets

SoftBank deal announcement (21.5% increase in Target

Price

between

10/10

10/31)

Source: Factset and company filings.

0

200,000

400,000

600,000

800,000

1,000,000

\$2.00

\$2.50

\$3.00

\$3.50

\$4.00

\$4.50

\$5.00

\$5.50

\$6.00

\$6.50

\$7.00

7/16/2012

8/16/2012

9/16/2012

10/16/2012

11/16/2012

12/16/2012

1/16/2013

2/16/2013

3/16/2013

\$2

\$3

\$4

\$5

\$6

\$7

\$8

0%

25%

50%

75%

100%

79.8%

Increase

Oct-12

Nov-12  
Dect-12  
Jan-12  
Feb-12  
Mar-12  
Sept-12  
Jul-12  
Jun-12  
May-12  
Apr-12  
Aug-12

27

Favorable Reaction from Research Analysts

Analyst Commentary

New Sprint, with a **materially better balance sheet and lower** cost of debt

and wider strategic options than today's Sprint, will be worth substantially more [than Standalone Sprint].

-

Bank of America Merrill Lynch (10/15/2012)

Sprint's biggest issues were **balance sheet and spectrum needs** and this deal has the ability to solve both.

-

UBS (10/15/2012)

SPRINT BALANCE SHEET SIGNIFICANTLY STRONGER POST

DEAL: Hesse made the point that post this deal, Sprint's balance sheet and leverage ratio will be close to that of VZ and T Sprint will use this investment to pursue opportunities and strategic options that were not possible with the current balance sheet.

-  
Wells Fargo (10/15/2012)

SoftBank brings a number of things that may offset the gap between their offer and our view of intrinsic value: 1) New capital from SoftBank will enable Sprint to accelerate consolidation of the industry. 2) New capital from SoftBank will also allow Sprint to meaningfully improve its spectrum position relative to AT&T and Verizon. **3) SoftBank has a strong track record of innovation** and cost management. Their expertise could add further value to Sprint over time.

-  
Credit Suisse (10/15/2012)

We see the new company as focused on higher broadband speeds and more control of wireless applications/devices. We also see them making more acquisitions  
We expect the company to save at least \$1.5B per year on a combined basis from lower interest expense and combined synergies.

-  
Oppenheimer (10/15/2012)

With a \$3.1bn immediate cash infusion (1% convert) and another \$17.0bn at close of the transaction, Sprint will finally have the resources necessary to fully rebuild its aging and still disparate wireless network.

-  
Canaccord Genuity (10/16/2012)

SoftBank sees value in the US mobile market, where smartphone demand is strong despite slower networks and the industry is currently undergoing a phase of consolidation. SoftBank's strong cash flows and cheaper financing could help **Sprint fund its** network upgrades and expansion for the opportunity in mobile internet/data.

-  
Macquarie (10/15/2012)



Regulatory Update

29

SoftBank Merger On Track to Close by Mid-2013

Hart-Scott-Rodino.

Each

Sprint

and

SoftBank

has

made

the

required

notifications

under

the HSR Act and the Antitrust Division and the Federal Trade Commission granted early

termination of the waiting period under the HSR Act on December 6, 2012

Federal  
Communications  
Commission  
Approval.

Due  
to  
a  
number  
of  
licenses  
issued

by  
the FCC that Sprint holds, Sprint is subject to regulation by the FCC under the  
Communications Act and as a result, the FCC must approve the transfer of control of the  
licenses from Sprint to SoftBank

CFIUS  
and  
DSS  
Approvals.

These  
agencies  
approval  
are  
required  
when  
foreign

investment is involved in the transaction. Sprint and SoftBank believe that the merger will  
not

give  
rise  
to  
any  
national  
security  
concerns  
that  
would  
cause  
the  
transaction

to  
be  
blocked  
State  
and  
Foreign.

Sprint,  
as  
a

holder  
of  
international  
and  
state  
telecommunications  
certificates and licenses, has submitted the filings necessary for approval  
Shareholder  
Vote.  
Scheduled  
for  
June  
12,  
2013  
with  
expected  
closing  
July  
1,  
2013

DISH  
Proposal

4/15/13

31

Consideration Regarding the Dish Offer

On April 15, 2013, Sprint received an unsolicited proposal from DISH Network. In accordance with its fiduciary and legal duties, Sprint's board of directors established a Special Committee comprised of five independent directors, Larry Glasscock, James Hance, Jr., V. Janet Hill, William Nuti and Rodney O'Neal, to assess the merits of the DISH proposal.

The Special Committee, along with its financial and legal advisors, will evaluate the proposal and make a recommendation to the full Sprint board as to whether the DISH proposal is, or is likely to lead to, a superior offer.

While Sprint intends to keep its shareholders updated on any changes, as of now, **the Sprint board of directors have not made any determination to change its recommendation of the SoftBank merger.**

32  
Terms Outlined by DISH  
DISH offered to acquire 100% of Sprint for \$7.00 per share  
Comprised  
of  
\$4.76  
per  
share  
in  
cash  
and  
\$2.24  
per  
share

in  
DISH  
stock  
for  
each  
Sprint  
share  
Total  
cash  
proceeds  
to  
Sprint  
shareholders

of  
\$17.4bn

(\$8.2bn

in  
stock)

financed

with  
\$9.3bn

of  
new  
debt

and

\$8.1bn of cash on balance sheet

DISH completed a \$2.6bn senior note offering on May 15, 2013

DISH expects pro forma corporate ratings of B1/B+ and expressed willingness to obtain committed financing

Source: DISH press release and public filings.

(1)

Reflects Sprint and DISH stock prices on April 12, 2013.

(1)

At Offer

(4/15/13)

Current

(5/10/13)

Value of DISH Offer

Cash

\$4.76

\$4.76

Stock

2.24

2.33

Total

\$7.00

\$7.09

DISH Stock Price

\$37.63

\$39.19

Exchange Ratio



0.05953x

0.05953x

Value of Stock to Sprint

\$2.24

\$2.33

Economic

Voting

Pro Forma Ownership

DISH -

Ergen

36%

85%

DISH -

Public Shareholders

32

8

SoftBank

5

1

Sprint Shareholders

27

6

Versus \$4.03 in the  
SoftBank merger

(SoftBank merger  
would be expected to  
close sooner)

Versus current Sprint  
price of \$7.36 (5/10/13)

Conclusion

34

+

Attractive package of consideration, including (i) \$7.30 / share  
in cash for a

majority of the outstanding stock and (ii) stock in a stronger, better capitalized  
company representing 30% of Sprint (in total)

Provides Sprint with \$8.0 billion of primary capital to enhance its mobile network  
and strengthen its balance sheet

Enables Sprint to benefit from SoftBank's global leadership in LTE network  
development and deployment

Improves operating scale creating opportunities for opex and capex synergies  
Creates opportunities for collaborative innovation in consumer services and applications

The Sprint board of directors believes that the proposed merger is in the best interests of

Sprint  
shareholders  
and  
recommends  
shareholders

vote  
FOR  
the  
merger