

T-Mobile US, Inc.
 Form 424B2
 December 11, 2014
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Filed Pursuant to Rule 424(b)(2)
 Registration No. 333-192178

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	
5.50% Mandatory Convertible Preferred Stock, Series A, par value \$0.00001 per share	20,000,000 ⁽¹⁾	\$50.00	\$1,000,000,000 ⁽²⁾	\$116,200 ⁽²⁾
Common Stock, par value \$0.00001 per share	38,684,000 ⁽³⁾			(4)

- (1) Includes 2,608,695 shares of 5.50% Mandatory Convertible Preferred Stock, Series A (the Mandatory Convertible Preferred Stock) issuable upon exercise of the underwriters' option to purchase additional shares of Mandatory Convertible Preferred Stock.
- (2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended (the Securities Act).
- (3) The number of shares of common stock to be registered is based on the maximum number of shares of common stock into which 20,000,000 shares of the Mandatory Convertible Preferred Stock can be converted, which is 1.9342 shares of our common stock per share of the Mandatory Convertible Preferred Stock as described in this prospectus supplement, or a maximum total of 38,684,000 shares of common stock. Pursuant to Rule 416 under the Securities Act, the number of shares of common stock registered includes an indeterminate number of additional shares of common stock that may be issued from time to time upon conversion of the Mandatory Convertible Preferred Stock as a result of the anti-dilution provisions thereof.
- (4) Pursuant to Rule 457(i) under the Securities Act, there is no additional registration fee payable with respect to the shares of common stock issuable upon conversion of the Mandatory Convertible Preferred Stock because no additional consideration will be received in connection with the exercise of the conversion privilege.

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PROSPECTUS SUPPLEMENT

(To Prospectus Dated November 7, 2013)

17,391,305 Shares

T-Mobile US, Inc.

5.50% Mandatory Convertible Preferred Stock, Series A

We are offering 17,391,305 shares of our 5.50% Mandatory Convertible Preferred Stock, Series A, par value \$0.00001 per share (the "Mandatory Convertible Preferred Stock").

Dividends on the Mandatory Convertible Preferred Stock will be payable on a cumulative basis when, as and if declared by our board of directors at an annual rate of 5.50% on the liquidation preference of \$50.00 per share. We may pay declared dividends in cash or, subject to certain limitations, in shares of our common stock, par value \$0.00001 per share (our "common stock"), or by delivery of any combination of cash and shares of our common stock on March 15, June 15, September 15 and December 15 of each year, commencing on March 15, 2015 and to, and including, December 15, 2017.

Each share of the Mandatory Convertible Preferred Stock will automatically convert on December 15, 2017 (subject to postponement in certain cases, the "mandatory conversion date"), into between 1.6119 and 1.9342 shares of our common stock, subject to anti-dilution adjustments, depending on the average VWAP (as defined herein) per share of our common stock over the 20 consecutive trading day period beginning on, and including, the 22nd scheduled trading day immediately preceding the mandatory conversion date. At any time prior to the mandatory conversion date, holders may elect to convert all or a portion of their shares of the Mandatory Convertible Preferred Stock into shares of our common stock at the minimum conversion rate of 1.6119 shares of our common stock per share of the Mandatory Convertible Preferred Stock, subject to anti-dilution adjustments; provided, however, that if holders elect to convert any shares of the Mandatory Convertible Preferred Stock during a specified period beginning on the effective date of a fundamental change (as defined herein), such shares of the Mandatory Convertible Preferred Stock will be converted into shares of our common stock at the fundamental change conversion rate (as defined herein), and the holders will also be entitled to receive a fundamental change dividend make-whole amount and accumulated dividend amount (each as defined herein).

Prior to this offering, there has been no public market for the Mandatory Convertible Preferred Stock. We intend to apply to have the Mandatory Convertible Preferred Stock listed on the New York Stock Exchange (the "NYSE") under the symbol "TMUSPRA", and we expect trading on the NYSE to begin within the 30-day period after the initial delivery of the Mandatory Convertible Preferred Stock. Our common stock is listed on the NYSE under the symbol "TMUS". The last reported sale price of our common stock on the NYSE on December 9, 2014 was \$25.85 per share.

Investing in our Mandatory Convertible Preferred Stock involves risks. See Risk Factors beginning on page S-16 of this prospectus supplement. You should also consider the risk factors described in the documents incorporated by reference into the accompanying prospectus.

	Public Offering Price	Underwriting Discount and Commissions	Proceeds Before Expenses to T-Mobile US, Inc.
Per Share	\$ 50.00	\$ 0.85	\$ 49.15
Total	\$ 869,565,250.00	\$ 14,782,609.25	\$ 854,782,640.75

We have granted the underwriters the option to purchase up to an additional 2,608,695 shares of our Mandatory Convertible Preferred Stock from us at the public offering price, less underwriting discounts and commissions, within 30 days from the date of this prospectus supplement. See the section of this prospectus supplement entitled Underwriting beginning on page S-68 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares to purchasers on or about December 15, 2014 through the book-entry facilities of The Depository Trust Company.

Joint Book-Running Managers

Goldman, Sachs & Co.

Morgan Stanley
Co-Managers

Citigroup

Barclays

Credit Suisse

Deutsche Bank Securities

J.P. Morgan

The date of this prospectus supplement is December 9, 2014.

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Prospectus

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Neither we nor the underwriters have authorized any other person to provide you with information different from that contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus or in any free writing prospectus that we may provide to you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give. We are offering to sell and are seeking offers to buy shares of our common stock only in jurisdictions where offers and sales are permitted. The information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus is accurate only as of the

date such information is presented regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or any sale of our common stock. Our business, financial condition, results of operations and prospects may have changed since such date.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of shares of Mandatory Convertible Preferred Stock and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. To the extent there is a conflict between the information contained in the accompanying prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement; provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying prospectus or this prospectus supplement the statement in the document having the later date modifies or supersedes the earlier statement.

As permitted by the rules and regulations of the Securities and Exchange Commission (the SEC), the registration statement of which the accompanying prospectus forms a part includes additional information not contained in the accompanying prospectus. You may read the registration statement and the other reports we file with the SEC at the SEC's website or at the SEC's offices described below under the heading Where You Can Find More Information.

You should read this prospectus supplement along with the accompanying prospectus and the documents incorporated by reference carefully before you decide whether to invest. These documents contain important information you should consider when making your investment decision. This prospectus supplement contains information about the securities offered in this offering and may add, update or change information in the accompanying prospectus.

In this prospectus supplement, unless stated otherwise or the context indicates otherwise, references to T-Mobile, the Company, our Company, we, our, ours and us refer to T-Mobile US, Inc. together with its consolidated subsidiaries. T-Mobile US, Inc. has no operations separate from its investment in T-Mobile USA, Inc. (T-Mobile USA). Accordingly, unless otherwise noted, all of the business and financial information in this prospectus supplement, including the factors identified under Risk Factors beginning on page S-16 is presented on a consolidated basis for T-Mobile.

Market data and other statistical information used in this prospectus supplement or the accompanying prospectus or incorporated by reference into this prospectus supplement are based on independent industry publications, government publications, reports by market research firms and other published independent sources. Some data is also based on our good faith estimates, which we derive from our review of internal surveys and independent sources. Although we believe these sources are reliable, we have not independently verified the information. We neither guarantee its accuracy nor undertake a duty to provide or update such data in the future.

This prospectus supplement, the accompanying prospectus or the documents incorporated by reference into this prospectus supplement or the accompanying prospectus may include trademarks, service marks and trade names owned by us or other companies. All trademarks, service marks and trade names included or incorporated by reference in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference into this prospectus supplement or the accompanying prospectus are the property of their respective owners. Solely for convenience, copyrights, trademarks, service marks and trade names referred to in this prospectus supplement may appear without the ©, ®, TM or SM symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable owners to these copyrights, trademarks, service marks and trade names.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this prospectus supplement, the accompanying prospectus, any related free writing prospectus, the documents incorporated by reference and our other public statements include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, including information concerning our possible or assumed future results of operations, are forward-looking statements. These forward-looking statements are generally identified by the words anticipates, believes, estimates, expects, or similar expressions.

Forward-looking statements are based on current expectations and assumptions which are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. The following important factors, among others, along with the factors identified under Risk Factors and the risk factors incorporated by reference herein, could affect future results and could cause those results to differ materially from those expressed in the forward-looking statements:

adverse conditions in the U.S. and international economies or disruptions to the credit and financial markets;

competition in the wireless services market;

the ability to complete and realize expected synergies and other benefits of acquisitions;

the inability to implement our business strategies or ability to fund our wireless operations, including payment for additional spectrum, network upgrades, and technological advancements;

the ability to renew our spectrum licenses on attractive terms or acquire new spectrum licenses;

the ability to manage growth in wireless data services including network quality and acquisition of adequate spectrum licenses at reasonable costs and terms;

material changes in available technology;

the timing, scope and financial impact of our deployment of advanced network technology;

the impact on our networks and business from major technology equipment failures;

breaches of network or information technology security, natural disasters or terrorist attacks or existing or future litigation and any resulting financial impact not covered by insurance;

any changes in the regulatory environments in which we operate, including any increase in restrictions on the ability to operate our networks;

any disruption of our key suppliers provisioning of products or services;

material adverse changes in labor matters, including labor negotiations or additional organizing activity, and any resulting financial and/or operational impact;

changes in accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings; and

changes in tax laws, regulations and existing standards and the resolution of disputes with any taxing jurisdictions.

Additional information concerning these and other risk factors is contained in the section titled "Risk Factors" in this prospectus supplement.

Forward-looking statements in this prospectus supplement, the accompanying prospectus, any related free writing prospectus or the documents incorporated by reference speak only as of the date of this prospectus supplement or the applicable document referred to or incorporated by reference (or such earlier date as may be

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specified in the applicable document), as applicable, are based on assumptions and expectations as of such dates, and involve risks, uncertainties and assumptions, many of which are beyond our ability to control or predict, including the factors above. You should not place undue reliance on these forward-looking statements. We do not intend to, and do not undertake an obligation to, update these forward-looking statements in the future to reflect future events or circumstances, except as required by applicable securities laws and regulations. For more information, see the section entitled *Where You Can Find More Information*. The results presented for any period may not be reflective of results for any subsequent period.

You should carefully read and consider the cautionary statements contained or referred to in this section in connection with any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our behalf, and all future written and oral forward-looking statements attributable to us are expressly qualified in their entirety by the foregoing cautionary statements.

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SUMMARY

The following summary highlights selected information about us contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information you should consider before deciding whether to invest in our Mandatory Convertible Preferred Stock. You should review this entire prospectus supplement and the accompanying prospectus carefully, including the risks of investing in the Mandatory Convertible Preferred Stock described under the heading Risk Factors beginning on page S-16 in this prospectus supplement, as well as our consolidated financial statements and notes thereto and other information incorporated by reference in this prospectus supplement and the accompanying prospectus.

Our Company

T-Mobile is a national provider of mobile communications services with a network covering more than 280 million people throughout the United States. Our objective is to be the simple choice for a better mobile life across all of our brands, including T-Mobile, MetroPCS, and GoSmart. Our intent is to bring this proposition to life across our customer base of retail, wholesale and business customers through our owned and operated retail stores, third party distributors, as well as through our websites (www.T-Mobile.com and www.MetroPCS.com). The information on our websites is not part of this prospectus supplement.

We generate revenue by offering affordable postpaid and prepaid wireless voice, messaging and data services, and wholesale wireless services. As of September 30, 2014, we provided service to approximately 52.9 million customers through our nationwide network. We also generate revenues by offering a wide selection of wireless handsets and accessories, including smartphones, wireless-enabled computers such as notebooks and tablets, and data cards, which are manufactured by various suppliers. Our most significant expenses are related to expanding and providing network services, acquiring and retaining customers, and compensating employees.

Recent Developments

Since we completed our acquisitions of certain 700 MHz A-Block, Advanced Wireless Service (AWS) and Personal Communications Service (PCS) spectrum licenses from Verizon Communications in April 2014, we have entered into transactions with various other companies to acquire additional 700 MHz A-Block, AWS and PCS spectrum licenses which cover more than 40 million people, for cash and the exchange of certain AWS and PCS spectrum licenses. Upon the consummation of certain pending transactions, we will own 700 MHz A-Block spectrum covering over 185 million people.

We filed an application with the Federal Communication Commission (FCC) to participate as a bidder in the AWS-3 wireless spectrum auction. On October 30, 2014, the FCC announced that we and 69 other applicants were qualified to participate in the AWS-3 auction. The auction commenced on November 13, 2014. The FCC has set an aggregate reserve price of: (i) approximately \$580 million for licenses in the 1695-1710 MHz band, and (ii) approximately \$10.066 billion for paired licenses in the 1755-1780/2155-2180 MHz bands, to conclude the auction of spectrum in each respective band. As of December 5, 2014, the auction remains ongoing and the reserve prices for both spectrum bands has been exceeded. Bidding in this auction is anonymous, which means that prior to and during the course of the auction, the FCC will not make public any information about a specific applicant's upfront deposit or its bids. In addition, FCC rules restrict information that bidders may disclose about their participation in the auction.

Corporate Information

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Our corporate headquarters and principal executive offices are located at 12920 SE 38th Street, Bellevue, Washington 98006. Our telephone number is (425) 378-4000. We maintain a website at www.T-Mobile.com where our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports are available without charge, as soon as reasonably practicable following the time they are filed with or furnished to the SEC. The information on or accessible through our website is not incorporated into or part of this prospectus supplement.

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THE OFFERING

Issuer	T-Mobile US, Inc., a Delaware corporation.
Securities Offered	17,391,305 shares of our 5.50% Mandatory Convertible Preferred Stock, Series A, par value \$0.0001 per share (the Mandatory Convertible Preferred Stock) (20,000,000 shares if the underwriters exercise in full their option to purchase additional shares of the Mandatory Convertible Preferred Stock).
Public Offering Price	\$50.00 per share of the Mandatory Convertible Preferred Stock.
Underwriters Option	We have granted the underwriters a 30-day option to purchase up to 2,608,695 additional shares of the Mandatory Convertible Preferred Stock at the public offering price, less the underwriting discounts and commissions.
Liquidation Preference	\$50.00 per share of the Mandatory Convertible Preferred Stock (the initial liquidation preference), plus an amount equal to any accrued and unpaid dividends (collectively, the liquidation preference).
Dividends	<p>5.50% of the initial liquidation preference of \$50.00 for each share of Mandatory Convertible Preferred Stock per annum. Dividends will accrue and accumulate from the date of issuance and, to the extent lawful and declared by our board of directors, will be paid on each March 15, June 15, September 15 and December 15 in cash or, at our election (subject to certain limitations), by delivery of any combination of cash and shares of our common stock.</p> <p>The dividend payable on the first dividend payment date (March 15, 2015), if declared, is expected to be \$0.6875 per share of Mandatory Convertible Preferred Stock, and on each subsequent dividend payment date, if declared, will be \$0.6875 per share of Mandatory Convertible Preferred Stock. Accumulated and unpaid dividends for any past dividend period will not bear interest. See Description of Mandatory Convertible Preferred Stock Dividends.</p> <p>If we elect to make any such payment of a declared dividend, or any portion thereof, in shares of our common stock, such shares shall be</p>

valued for such purpose at the average VWAP per share of our common stock (as defined under Description of Mandatory Convertible Preferred Stock Definitions) over the five consecutive trading day period commencing on and including the seventh scheduled trading day immediately preceding the applicable dividend payment date (the average price), multiplied by 97%. In no event will the number of shares of our common stock delivered in connection with any declared dividend, including any declared dividend payable in connection with a conversion, exceed a number equal to the total dividend payment divided by \$9.05, which amount represents 35% of the initial price (as defined below), subject to adjustment in a manner inversely proportional to any anti-dilution

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adjustment to each fixed conversion rate (such dollar amount, as adjusted, the floor price). To the extent that the amount of the declared dividend exceeds the product of the number of shares of our common stock delivered in connection with such declared dividend and 97% of the average price, we will, if we are legally able to do so, pay such excess amount in cash.

The last reported sale price of our common stock on the NYSE on December 9, 2014 was \$25.85 (the initial price).

Dividend Payment Dates

March 15, June 15, September 15 and December 15 of each year, commencing on March 15, 2015 and, to and including, the mandatory conversion date.

Redemption

The Mandatory Convertible Preferred Stock will not be redeemable.

Mandatory Conversion Date

December 15, 2017.

Mandatory Conversion

On the mandatory conversion date (subject to postponement in certain cases), each then outstanding share of the Mandatory Convertible Preferred Stock will automatically convert into a number of shares of our common stock based on the conversion rate described below. See Description of Mandatory Convertible Preferred Stock Conversion Rights Mandatory Conversion.

If we declare a dividend for the dividend period ending on the mandatory conversion date, we will pay such dividend to the holders of record on the immediately preceding record date, as described above. If, prior to the record date immediately preceding the mandatory conversion date, we have not declared and paid all or any portion of the accumulated dividends on the Mandatory Convertible Preferred Stock, the conversion rate will be adjusted so that holders receive an additional number of shares of our common stock equal to the amount of such accumulated dividends (such amount, the additional conversion amount) divided by the greater of the floor price and 97% of the average price with respect to the dividend payment date falling on December 15, 2017. To the extent that the additional conversion amount exceeds the product of the number of additional shares and 97% of the average price, we will, if we are legally able to do so, declare and pay such excess amount in cash.

Mandatory Conversion Rate

The conversion rate for each share of the Mandatory Convertible Preferred Stock will be not more than 1.9342 shares of our common stock and not less than 1.6119 shares of our common stock (the maximum conversion rate and minimum conversion rate, respectively), depending on the applicable market value (as defined below) of our common stock, subject to certain adjustments.

The applicable market value of our common stock is the average VWAP per share of our common stock for the 20 consecutive trading day period commencing on and including the 22nd scheduled trading day immediately preceding December 15, 2017.

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The following table illustrates the conversion rate per share of the Mandatory Convertible Preferred Stock, subject to adjustment as described under Description of Mandatory Convertible Preferred Stock Conversion Rights Conversion Rate Adjustments, in this prospectus supplement, based on the applicable market value of our common stock on the mandatory conversion date (subject to postponement in certain cases):

	Conversion Rate Per Share of the Mandatory Convertible Preferred Stock
Applicable Market Value of our Common Stock on the Mandatory Conversion Date Less than or equal to \$25.85 (which is the initial price).	1.9342 shares of our common stock
Greater than \$25.85 and less than \$31.02 (the threshold appreciation price).	Between 1.9342 and 1.6119 shares, determined by dividing \$50.00 by the applicable market value of our common stock.
Equal to or greater than the threshold appreciation price.	1.6119 shares of our common stock

Early Conversion at the Option of the Holder

At any time prior to the mandatory conversion date, other than during a fundamental change conversion period (as defined below), a holder of shares of the Mandatory Convertible Preferred Stock may elect to convert such holder's shares of Mandatory Convertible Preferred Stock, in whole or in part, into shares of our common stock, at the minimum conversion rate of shares of our common stock per share of the Mandatory Convertible Preferred Stock, subject to certain anti-dilution adjustments. See Description of Mandatory Convertible Preferred Stock Conversion Rights Early Conversion at the Option of the Holder in this prospectus supplement.

If, as of the effective date of any early conversion (the early conversion date), we have not declared all or any portion of the accumulated dividends for all dividend periods ending on a dividend payment date prior to such early conversion date, the conversion rate for such early conversion will be adjusted so that holders converting their Mandatory Convertible Preferred Stock receive an additional number of shares of our common stock equal to such amount of accumulated and unpaid dividends for such prior dividend periods, divided by the greater of the floor price and the average VWAP per share of our common stock over the 20 consecutive trading day period commencing on and including the

22nd scheduled trading day immediately preceding the early conversion date (the early conversion average price). To the extent that the cash amount of the accumulated and unpaid dividends for all dividend periods ending on a dividend payment date prior to the relevant conversion date exceeds the value of the product of the number of additional shares added to the conversion rate and the early conversion average price, we will not have any obligation to pay the shortfall in cash.

Early Conversion at the Option of the Holder Upon a Fundamental Change

Upon the occurrence of a fundamental change (as defined under Description of Mandatory Convertible Preferred Stock Conversion Rights Early Conversion at the Option of the Holder upon a Fundamental Change) prior to the mandatory conversion

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date, under certain circumstances we will deliver or pay to holders who convert their shares of the Mandatory Convertible Preferred Stock during the period from, and including, the effective date of the fundamental change to, but excluding, the earlier of (A) the mandatory conversion date and (B) the date that is 30 calendar days after the effective date of such fundamental change (the fundamental change conversion period), a number of shares of our common stock or, if the fundamental change also constitutes a reorganization event, units of exchange property (as defined under Description of Mandatory Convertible Preferred Stock Recapitalizations, Reclassifications and Changes of Our Common Stock), determined using the applicable fundamental change conversion rate. The fundamental change conversion rate will be determined based on the effective date of the fundamental change and the price per share of our common stock paid or deemed paid in such fundamental change (the stock price).

Holders who convert their Mandatory Convertible Preferred Stock within the fundamental change conversion period will also receive a fundamental change dividend make-whole amount, in cash or in shares of our common stock, equal to the present value (computed using a discount rate of 5.50% per annum) of all remaining dividend payments on their shares of the Mandatory Convertible Preferred Stock (excluding any accumulated and unpaid dividends for all dividend periods ending on or prior to the dividend payment date immediately preceding the effective date of the fundamental change as well as dividends accumulated to the effective date of the fundamental change) from such effective date to, but excluding, the mandatory conversion date. If we elect to pay the fundamental change dividend make-whole amount in shares of our common stock in lieu of cash, the number of shares of our common stock that we will deliver will equal (x) the fundamental change dividend make-whole amount divided by (y) the greater of the floor price and 97% of the stock price.

In addition, to the extent that, as of the effective date of the fundamental change, we have not declared any or all of the accumulated dividends on the Mandatory Convertible Preferred Stock as of such effective date (including accumulated and unpaid dividends for all dividend periods ending on or prior to the dividend payment date immediately preceding the effective date of the fundamental change as well as dividends accumulated to the effective date of the fundamental change, the accumulated dividend amount), upon conversion, we will pay or deliver, as the case may be, such accumulated dividend amount in cash (to the extent we are legally permitted to do so) or shares of our common stock, or any combination thereof at our election, to holders who convert Mandatory Convertible Preferred Stock within the fundamental change conversion period. If we elect to pay the accumulated dividend amount in

shares of our common stock in lieu of cash, the

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number of shares of our common stock that we will deliver will equal (x) the accumulated dividend amount divided by (y) the greater of the floor price and 97% of the stock price.

To the extent that the sum of the fundamental change dividend make-whole amount and accumulated dividend amount or any portion thereof paid in shares of our common stock exceeds the product of the number of additional shares we deliver in respect thereof and 97% of the stock price, we will, if we are legally able to do so, declare and pay such excess amount in cash. See Description of Mandatory Convertible Preferred Stock Conversion Rights Conversion at the Option of the Holder upon a Fundamental Change Fundamental change dividend make-whole amount and accumulated dividend amount.

Fundamental Change

A fundamental change will be deemed to have occurred, at such time after the initial issue date of the Mandatory Convertible Preferred Stock, upon: (i) the consummation of any recapitalization, reclassification, change of our common stock (subject to certain exceptions), share exchange, consolidation or merger as a result of which our common stock would be converted into, exchanged for or represent solely the right to receive stock, other securities, other property or assets or any sale, lease or other transfer of all or substantially all of our assets to another person (other than, in each case, a transaction in which at least 90% of the consideration received or to be received by our common stockholders consists of common stock that is listed on, or immediately after the transaction or event will be listed on, any of the New York Stock Exchange, the Nasdaq Global Select Market or the Nasdaq Global Market); (ii) any person or group (as such terms are used for purposes of Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, or Exchange Act, whether or not applicable) becoming the beneficial owner (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of more than 50% of the total voting power in the aggregate of our common stock; provided, however, that the ownership by Deutsche Telekom AG (Deutsche Telekom) and its affiliates of up to 80.1% of the total voting power of our common stock shall not be a fundamental change; (iii) our common stock (or, following a reorganization event, including, without limitation, any common stock, depositary receipts or other securities representing common equity interests into which the Mandatory Convertible Preferred Stock becomes convertible in connection with such reorganization event) ceases to be listed for trading on the New York Stock Exchange, the Nasdaq Global Select Market or the Nasdaq Global Market (or any of their respective successors) or another United States national securities exchange or (iv) our stockholders approve any plan for our liquidation or dissolution.

Conversion Rate Adjustments

Each of the minimum conversion rate, the maximum conversion rate, the initial price, the threshold appreciation price, the floor price, the

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applicable market value, the fundamental change conversion rate and the stock price for purposes of a fundamental change, among other terms, will be adjusted upon the occurrence of certain events and transactions. See Description of Mandatory Convertible Preferred Stock Conversion Rights Conversion Rate Adjustments.

Voting Rights

Except as required by law or our Fourth Amended and Restated Certificate of Incorporation (our Certificate of Incorporation), which will include the Certificate of Designations (as defined under Description of Mandatory Convertible Preferred Stock) for the Mandatory Convertible Preferred Stock, the Mandatory Convertible Preferred Stock will have no voting rights.

Whenever dividends payable on the shares of the Mandatory Convertible Preferred Stock have not been paid for an aggregate of six or more dividend periods, whether or not consecutive, the holders of the Mandatory Convertible Preferred Stock will have the right (voting separately as a class with all other parity stock upon which like voting rights have been conferred and are exercisable (voting in proportion to their respective liquidation preferences)) to elect two directors to our board of directors at the next annual meeting or special meeting of our stockholders and at each subsequent annual meeting or special meeting of our stockholders until all accrued and unpaid dividends have been paid in full or fully set aside for payment on the Mandatory Convertible Preferred Stock.

The affirmative consent of holders of at least two-thirds in voting power of the outstanding shares of the Mandatory Convertible Preferred Stock and all other preferred stock or securities of equal ranking having similar voting rights (voting in proportion to their respective liquidation preferences) will be required for certain matters which may impact the Mandatory Convertible Preferred Stock, but not necessarily all such matters. For more information about voting rights, see Description of Mandatory Convertible Preferred Stock Voting Rights.

Ranking

The Mandatory Convertible Preferred Stock will rank with respect to dividend rights and/or rights upon our liquidation, dissolution or winding-up:

senior to all of our common stock and to each other class of capital stock or series of preferred stock established after the issue date of the Mandatory Convertible Preferred Stock, the terms of which do not expressly provide that such class or series ranks senior to, or on a

parity with, the Mandatory Convertible Preferred Stock as to dividend rights and/or rights upon our liquidation, dissolution or winding-up;

equally with any class of capital stock or series of preferred stock established after the issue date, the terms of which expressly provide that such class or series will rank equally with the Mandatory Convertible Preferred Stock as to dividend rights and/or

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rights upon our liquidation, dissolution or winding-up, in each case without regard to whether dividends accrue cumulatively or non-cumulatively;

junior to each class of capital stock or series of preferred stock established after the issue date, the terms of which expressly provide that such class or series will rank senior to the Mandatory Convertible Preferred Stock as to dividend rights and/or rights upon our liquidation, dissolution or winding-up; and

junior to our and our subsidiaries' existing and future indebtedness (including trade payables).

For information concerning the ranking of the Mandatory Convertible Preferred Stock, see Description of Mandatory Convertible Preferred Stock Ranking.

As of September 30, 2014, we had a total of approximately \$25.6 billion of outstanding indebtedness, including long-term debt, short-term debt and long-term financial obligation. We have the ability to, and may incur, additional indebtedness in the future.

Use of Proceeds

We intend to use the net proceeds from this offering for general corporate purposes, which may include capital investments and acquisition of additional spectrum unrelated to spectrum we may obtain in the FCC's pending AWS-3 spectrum auction.

Certain U.S. Federal Income Tax Consequences

Certain United States federal income tax consequences of purchasing, owning and disposing of the Mandatory Convertible Preferred Stock and any common stock received upon conversion are described in Certain U.S. Federal Income Tax Consequences included in this prospectus supplement. You should consult your tax advisor with respect to the U.S. federal income tax consequences of owning shares of the Mandatory Convertible Preferred Stock and common stock in light of your particular situation and with respect to any other U.S. federal tax consequences and any tax consequences arising under the laws of any state, local, foreign or other taxing jurisdiction.

Book-Entry, Delivery and Form

Initially, the Mandatory Convertible Preferred stock will be represented by one or more permanent global certificates in definitive, fully registered form deposited with a custodian for, and registered in the

name of, a nominee of The Depository Trust Company. See Description of Mandatory Convertible Preferred Stock Book-Entry, Delivery and Form.

Listing

We intend to apply to list the Mandatory Convertible Preferred Stock on the New York Stock Exchange (NYSE), and, if approved, we expect trading on the NYSE to begin within 30 days of the initial issuance of the Mandatory Convertible Preferred Stock under the symbol TMUSPRA . However, there can be no assurance that our Mandatory Convertible Preferred Stock will be listed and, if listed,

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that it will continue to be listed. Our common stock is listed for trading on the NYSE under the symbol TMUS.

Transfer Agent and Registrar

American Stock Transfer & Trust Company, LLC is the transfer agent and registrar for the Mandatory Convertible Preferred Stock.

Risk Factors

You should consider carefully all of the information set forth in this prospectus supplement and the accompanying prospectus and, in particular, you should carefully evaluate the specific factors under Risk Factors beginning on page S-16 of this prospectus supplement and those risk factors incorporated by reference herein.

Unless otherwise indicated, all information in this prospectus supplement assumes that (1) the underwriters' option to purchase additional shares of the Mandatory Convertible Preferred Stock in this offering has not been exercised and (2) we elect to pay any and all dividends with respect to the Mandatory Convertible Preferred Stock in cash.

Table of Contents**Summary Historical Financial and Operating Data**

The following table sets forth selected consolidated financial and operating data for T-Mobile. The summary consolidated financial data has been derived from our audited consolidated financial statements and related notes for the three years ended December 31, 2013, 2012 and 2011 contained in our Annual Report on Form 10-K filed on February 25, 2014, and our unaudited condensed consolidated financial statements and related notes for the nine months ended September 30, 2014 and 2013 contained in our Quarterly Report on Form 10-Q filed on October 28, 2014. The summary financial data should be read in conjunction with the consolidated financial statements described above and the related notes. The summary operating data is not derived from the audited or unaudited consolidated financial statements.

Our historical financial data may not be indicative of the results of operations or financial position to be expected in the future.

(in millions, except per share amounts)	Nine months ended September 30,		Year ended December 31,		
	2014	2013	2013	2012	2011
Revenues:					
Service revenues	\$ 16,505	\$ 13,899	\$ 19,068	\$ 17,213	\$ 18,481
Equipment sales	4,609	3,452	5,033	2,242	1,901
Other revenues	296	242	319	264	236
Total revenues	21,410	17,593	24,420	19,719	20,618
Operating expenses:					
Cost of services, exclusive of depreciation and amortization shown separately below	4,405	3,880	5,279	4,661	4,952
Cost of equipment sales	6,809	4,837	6,976	3,437	3,646
Selling, general and administrative	6,530	5,286	7,382	6,796	6,728
Depreciation and amortization	3,322	2,630	3,627	3,187	2,982
Impairment charges				8,134	6,420
Cost of MetroPCS business combination	131	51	108	7	
Gains on disposal of spectrum licenses	(770)			(205)	(18)
Other, net		52	52	99	187
Total operating expenses	20,427	16,736	23,424		