

SPRINT NEXTEL CORP
Form DEFA14A
October 15, 2012

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)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials:

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

News Release

Sprint Nextel

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SoftBank to Acquire 70% Stake in Sprint

Sprint Stockholders to Receive Total Consideration of \$12.1 Billion in Cash and

30% Ownership in Newly Capitalized Sprint

Transaction Provides Sprint with \$8.0 Billion of New Capital

Sprint to Leverage SoftBank's Experience in Deployment of LTE

as Sprint's Nationwide Rollout of 4G LTE Continues

Significant Investment in the United States

by One of the World's Most Successful and Innovative Companies

Sprint will host an investor conference call to discuss the transaction at 8 a.m. ET today. Participants may dial 800-938-1120 in the U.S. or Canada (706-634-7849 internationally) and provide the following ID: 44906693 or may listen via the Internet at www.sprint.com/investors

Tokyo and Overland Park, KS, October 15, 2012 SOFTBANK CORP. (SoftBank) (TSE: 9984) and Sprint Nextel Corporation (Sprint) (NYSE: S) today announced that they have entered into a series of definitive agreements under which SoftBank will invest \$20.1 billion in Sprint, consisting of \$12.1 billion to be distributed to Sprint stockholders and \$8.0 billion of new capital to strengthen Sprint's balance sheet. Through this transaction, approximately 55% of current Sprint shares will be exchanged for \$7.30 per share in cash, and the remaining shares

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will convert into shares of a new publicly traded entity, New Sprint. Following closing, SoftBank will own approximately 70% and Sprint equity holders will own approximately 30% of the shares of New Sprint on a fully-diluted basis.

SoftBank's cash contribution, deep expertise in the deployment of next-generation wireless networks and track record of success in taking share in mature markets from larger telecommunications competitors are expected to create a stronger, more competitive New Sprint that will deliver significant benefits to U.S. consumers. The transaction has been approved by the Boards of Directors of both SoftBank and Sprint. Completion of the transaction is subject to Sprint stockholder approval, customary regulatory approvals and the satisfaction or waiver of other closing conditions. The companies expect the closing of the merger transaction to occur in mid-2013.

SoftBank Chairman and CEO, Masayoshi Son, said, "This transaction provides an excellent opportunity for SoftBank to leverage its expertise in smartphones and next-generation high speed networks, including LTE, to drive the mobile internet revolution in one of the world's largest markets. As we have proven in Japan, we have achieved a v-shaped earnings recovery in the acquired mobile business and grown dramatically by introducing differentiated products to an incumbent-led market. Our track record of innovation, combined with Sprint's strong brand and local leadership, provides a constructive beginning toward creating a more competitive American wireless market."

The SoftBank transaction is expected to deliver the following benefits to Sprint and its stockholders:

Provides stockholders the ability to realize an attractive cash premium or to hold shares in a stronger, better capitalized Sprint

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

Creates opportunities for collaborative innovation in consumer services and applications

Sprint CEO, Dan Hesse, said, "This is a transformative transaction for Sprint that creates immediate value for our stockholders, while providing an opportunity to participate in the future growth of a stronger, better capitalized Sprint going forward. Our management team is excited to work with SoftBank to learn from their successful deployment of LTE in Japan as we build out our advanced LTE network, improve the customer experience and continue the turnaround of our operations."

Transaction Terms

SoftBank will form a new U.S. subsidiary, New Sprint, which will invest \$3.1 billion in a newly-issued Sprint convertible senior bond following this announcement. The convertible bond will have a 7-year term and 1.0% coupon rate, and will be convertible, subject to regulatory approval, into Sprint common stock at \$5.25 per share. Immediately prior to the merger, the bond will be converted into shares of Sprint, which will become a wholly-owned subsidiary of New Sprint.

Following Sprint stockholder and regulatory approval, and the satisfaction or waiver of the other closing conditions to the merger transaction, SoftBank will further capitalize New Sprint with an additional \$17 billion and effect a merger transaction in which New Sprint will become a publicly-traded company and Sprint will survive as its wholly-owned subsidiary. Of the \$17 billion, \$4.9 billion will be used to purchase newly issued common shares of New Sprint at \$5.25 per share. The remaining \$12.1 billion will be distributed to Sprint stockholders in exchange for approximately 55% of currently outstanding shares. The other 45% of currently outstanding shares will convert into shares of New Sprint. SoftBank will also receive a warrant to purchase 55 million additional Sprint shares at an exercise price of \$5.25 per share.

Pursuant to the merger, holders of outstanding shares of Sprint common stock will have the right to elect between receiving \$7.30 per Sprint share or one share of New Sprint stock per Sprint share, subject to proration. Holders of Sprint equity awards will receive equity awards in New Sprint.

Post-transaction, SoftBank will own approximately 70% and Sprint equity holders will own approximately 30% of New Sprint shares on a fully-diluted basis.

SoftBank is financing the transaction through a combination of cash on hand and a syndicated financing facility.

The transaction does not require Sprint to take any actions involving Clearwire Corporation other than those set forth in agreements Sprint has previously entered into with Clearwire and certain of its shareholders.

After closing, Sprint's headquarters will continue to be in Overland Park, Kansas. New Sprint will have a 10-member board of directors, including at least three members of Sprint's board of directors. Mr. Hesse will continue as CEO of New Sprint and as a board member.

The Raine Group LLC and Mizuho Securities Co., Ltd. acted as lead financial advisors to SoftBank. Mizuho Corporate Bank, Ltd., Sumitomo Mitsui Banking Corporation, The Bank of Tokyo-Mitsubishi UFJ, Ltd. and Deutsche Bank AG, Tokyo Branch acted as mandated lead arrangers to SoftBank. Deutsche Bank also provided financial advice to SoftBank in connection with this transaction. SoftBank's legal advisors included Morrison & Foerster LLP as lead counsel, Mori Hamada & Matsumoto as Japanese counsel, Dow Lohnes PLLC as regulatory counsel, Potter Anderson Corroon LLP as Delaware counsel, and Foulston & Siefkin LLP as Kansas counsel.

Citigroup Global Markets Inc., Rothschild Inc. and UBS Investment Bank acted as co-lead financial advisors. Skadden, Arps, Slate, Meagher & Flom LLP acted as lead counsel to Sprint. Lawler, Metzger, Keeney and Logan served as regulatory counsel, and Polsinelli Shughart PC served as Kansas counsel.

About SoftBank

SoftBank was established in 1983 by its current Chairman & CEO Masayoshi Son and has based its business growth on the Internet. It is currently engaged in various businesses in the information industry, including mobile communications, broadband services, fixed-line telecommunications, and portal services. In terms of consolidated results for fiscal 2011, net sales increased 6.6% year on year to ¥3.2 trillion, operating income increased 7.3% to ¥675.2 billion, and net income rose 65.4% to ¥313.7 billion.

About Sprint Nextel

Sprint Nextel offers a comprehensive range of wireless and wireline communications services bringing the freedom of mobility to consumers, businesses and government users. Sprint Nextel served more than 56 million customers at the end of the second quarter of

2012 and is widely recognized for developing, engineering and deploying innovative technologies, including the first wireless 4G service from a national carrier in the United States; offering industry-leading mobile data services, leading prepaid brands including Virgin Mobile USA, Boost Mobile, and Assurance Wireless; instant national and international push-to-talk capabilities; and a global Tier 1 Internet backbone. The American Customer Satisfaction Index rated Sprint No. 1 among all national carriers in customer satisfaction and most improved, across all 47 industries, during the last four years. Newsweek ranked Sprint No. 3 in its 2011 Green Rankings, listing it as one of the nation's greenest companies, the highest of any telecommunications company. You can learn more and visit Sprint at www.sprint.com or www.facebook.com/sprint and www.twitter.com/sprint.

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 transaction between Sprint Nextel Corporation (Sprint) and SOFTBANK CORP. (SoftBank) and its group companies, including Starburst II, Inc. (Starburst II) pursuant to a merger agreement and bond purchase agreement. All statements, other than historical facts, including statements regarding the expected timing of the closing of the transaction; the ability of the parties to complete the transaction considering the various closing conditions; the expected benefits of the transaction such as improved operations, enhanced revenues and cash flow, growth potential, market profile and financial strength; the competitive ability and position of SoftBank or Sprint; and any assumptions underlying any of the foregoing, are forward-looking statements. Such statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. The inclusion of such statements should not be 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) one or more closing conditions to the transaction may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction or that the required approval by Sprint's stockholders may not be obtained; (2) there may be a material adverse change of SoftBank or Sprint or the respective businesses of SoftBank or Sprint may suffer as a result of uncertainty surrounding the transaction; (3) the transaction may involve unexpected costs, liabilities or delays; (4) legal proceedings may be initiated related to the transaction; and (5) other risk factors as detailed from time to time in Sprint's and Starburst II's reports filed with the Securities and Exchange Commission (SEC), including Sprint's Annual Report on Form 10-K for the year ended December 31, 2011 and Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 and the proxy statement/prospectus to be contained in Starburst II's Registration Statement on Form S-4, which are (or will be, when filed)

available on the SEC's web site (www.sec.gov). There can be no assurance that the merger will be completed, or if it is completed, that it will close within the anticipated time period or that the expected benefits of the merger will be realized.

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. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

Additional Information and Where to Find It

In connection with the proposed strategic combination, Starburst II plans to file with the SEC a Registration Statement on Form S-4 that will include a proxy statement of Sprint, and that also will constitute a prospectus of Starburst II. Sprint will mail the proxy statement/prospectus to its stockholders. **INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.** The proxy statement/prospectus, as well as other filings containing information about Sprint, SoftBank and Starburst II, will be available, free of charge, from the SEC's web site (www.sec.gov). Sprint's SEC filings in connection with the transaction also may be obtained, free of charge, from Sprint's web site (www.sprint.com) under the tab "About Us Investors" and then under the heading "Documents and Filings - SEC Filings," or by directing a request to Sprint, 6200 Sprint Parkway, Overland Park, Kansas 66251, Attention: Shareholder Relations or (913) 794-1091. Starburst II's SEC filings in connection with the transaction (when filed) also may be obtained, free of charge, by directing a request to SoftBank, 1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo 105-7303, Japan; telephone: +81.3.6889.2290; e-mail: ir@softbank.co.jp.

Participants in the Merger Solicitation

The respective directors, executive officers and employees of Sprint, SoftBank, Starburst II and other persons may be deemed to be participants in the solicitation of proxies in respect of the transaction. Information regarding Sprint's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2011. Other information regarding the interests of such individuals as well as information regarding SoftBank's and Starburst II's directors and executive officers will be available in the proxy statement/prospectus when it becomes available. These documents can be obtained free of charge from the sources indicated above. This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Sprint / SoftBank
Investor Call
October 15, 2012

Cautionary Statement

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This presentation 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. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future including statements

relating to network performance, subscriber growth, and liquidity, and statements expressing general views about future operating results are forward-looking statements. Forward-looking statements are estimates and projections reflecting management's judgment based on currently available information and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. With respect to these forward-looking statements, management has made assumptions regarding, among other things, development and deployment of new technologies; efficiencies and cost savings of multimode technologies; customer and network usage; customer growth and retention; service, coverage and quality; availability of devices; the timing of various events and the economic environment. Sprint Nextel believes these forward-looking statements are reasonable; however, you should not place undue reliance on forward-looking statements, which are based on current expectations and speak only as of the date when made. Sprint Nextel undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our company's historical experience and our present expectations or projections. Factors that might cause such differences include, but are not limited to, those discussed in the company's Annual Report on Form 10-K for the year ended December 31, 2011 filed with the U.S. Securities and Exchange Commission, which are incorporated herein by reference and when filed, Part II, Item 1A, Risk Factors, of our Form 10-Q for the quarter ended June 30, 2012. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

Soliciting Material Pursuant to 14a-12

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Cautionary Statement Regarding Forward Looking Statements

This document includes "forward-looking statements" within the meaning of the securities laws. The words "may," "could," "should," "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 transaction between Sprint Nextel Corporation ("Sprint") and Starburst II, Inc. ("Starburst II") pursuant to a merger agreement and bond purchase agreement. All statements, other than statements of historical fact, are forward-looking statements.

closing of the transaction; the ability of the parties to complete the transaction considering the various closing conditions; the revenues and cash flow, growth potential, market profile and financial strength; the competitive ability and position of Softbank looking statements. Such statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and are not to be regarded as a representation that such plans, estimates or expectations will be achieved. You should not place undue reliance on such statements. Materially from such plans, estimates or expectations include, among others, that (1) one or more closing conditions to the transaction that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction or that the realization of a material adverse change of Softbank or Sprint or the respective businesses of Softbank or Sprint may suffer as a result of uncertainties, costs, liabilities or delays; (4) legal proceedings may be initiated related to the transaction; and (5) other risk factors as detailed in the Exchange Commission ("SEC"), including Sprint's Annual Report on Form 10-K for the year ended December 31, 2011 and Q3 2012 statement/prospectus to be contained in Starburst II's Registration Statement on Form S-4, which are (or will be, when filed) available. None of Sprint, Softbank or Starburst II undertakes any obligation to update any forward-looking statement to reflect events or the occurrence of unanticipated events. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

Additional Information and Where to Find It

In connection with the proposed strategic combination, Starburst II plans to file with the SEC a Registration Statement on Form S-4, which will constitute a prospectus of Starburst II. Sprint will mail the proxy statement/prospectus to its stockholders. **INVESTORS ARE ADVISED THAT THIS DOCUMENT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.** The proxy statement/prospectus will be available, free of charge, from the SEC's web site (www.sec.gov). Sprint's SEC filings in connection with the transaction will be available under the tab "About Us Investors" and then under the heading "Documents and Filings SEC Filings," or by directing a request to Investor Relations or (913) 794-1091. Starburst II's SEC filings in connection with the transaction (when filed) also may be available from Starburst II, 1-1-1 Shimbashi, Minato-ku, Tokyo 105-7303, Japan; telephone: +81.3.6889.2290; e-mail: ir@softbank.co.jp.

Participants in the Merger Solicitation

The respective directors, executive officers and employees of Sprint, Softbank, Starburst II and other persons may be deemed to be participants in this transaction. Information regarding Sprint's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2011. Information regarding Softbank's and Starburst II's directors and executive officers will be available in their respective annual reports. Such information can be obtained free of charge from the sources indicated above. This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration. No sale of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933.

***Non-GAAP Financial Measures**

Sprint Nextel provides financial measures determined in accordance with accounting principles generally accepted in the United States, adjusted GAAP (non-GAAP). The non-GAAP financial measures reflect industry conventions, or standard measures of liquidity and performance commonly used by the investment community for comparability purposes. These measurements should be considered not as a substitute for, financial information prepared in accordance with GAAP. We have defined below each of the non-GAAP measures. These measures may not be synonymous to similar measurement terms used by other companies.

Sprint Nextel provides reconciliations of these non-GAAP measures in its financial reporting. Because Sprint Nextel does not provide

might occur in the future, and our forecasts are developed at a level of detail different than that used to prepare GAAP-based financial statements. Nextel does not provide reconciliations to GAAP of its forward-looking financial measures.

The measures used in this release include the following:

OIBDA

is operating income/(loss) before depreciation and amortization.

Adjusted

OIBDA

is OIBDA excluding severance, exit costs, and other special items. **Adjusted OIBDA Margin**

represents Adjusted OIBDA divided by non-equipment net operating revenues for Wireless and Adjusted OIBDA divided by net operating revenues for Wireline. We believe that Adjusted OIBDA and Adjusted OIBDA Margin provide useful information because

they are an indicator of the strength and performance of our ongoing business operations, including our ability to fund discretionary spending

such as capital expenditures, spectrum acquisitions and other investments and our ability to incur and service debt. While depreciation and amortization are considered operating costs under GAAP, these expenses primarily represent non-cash current period costs associated with tangible and definite-lived intangible assets. Adjusted OIBDA and Adjusted OIBDA Margin are calculations commonly used a

analysts
and
credit
rating
agencies
to
evaluate
and
compare
the
periodic
and
future
operating
performance
and
value
of
companies
within
the
telecommunications industry.

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Sprint CEO
Dan Hesse
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Sprint Turnaround
Phases of the Sprint Turnaround
I. Recovery
II. Investment
III. Margin Expansion
2008 -
2011

2012 -
2013
2014+
6

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
continued revenue
growth

Expected Transaction Benefits

Build shareholder value

-

Premium to current holders

-

Ownership in stronger, better capitalized Sprint

SoftBank expertise

-

Proven track record of challenging incumbent carriers

-

Leader in advanced technology

Financial **strength and flexibility**

-

Opportunities to invest, internally and externally,
to grow our business

Enables a stronger, **more competitive #3** player in the
US market

-

Innovation and competition benefit US consumers

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SoftBank CEO
Masayoshi Son
8

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Cautionary Statement

This document includes forward-looking statements within the meaning of the securities laws. The words may, could, anticipate, believe, target, plan, providing guidance and similar expressions are intended to identify information looking statements relating to the proposed transaction between Sprint Nextel Corporation (Sprint) and SOFTBANK CORP Starburst II, Inc. (Starburst II) pursuant to a merger agreement and bond purchase agreement. All statements, other than his regarding the expected timing of the closing of the transaction; the ability of the parties to complete the transaction considering

the transaction such as improved operations, enhanced revenues and cash flow, growth potential, market profile and financial strength of SOFTBANK or Sprint; and any assumptions underlying any of the foregoing, are forward-looking statements. Such statements are based on expectations that are subject to risks, uncertainties and assumptions. The inclusion of such statements should not be regarded as a guarantee that such expectations will be achieved. You should not place undue reliance on such statements. Important factors that could cause actual results to differ from estimates or expectations include, among others, that (1) one or more closing conditions to the transaction may not be satisfied or that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction or that the requirements of the transaction may not be met; (2) there may be a material adverse change of SOFTBANK or Sprint, or the respective businesses of SOFTBANK or Sprint may be affected; (3) the transaction may involve unexpected costs, liabilities or delays; (4) legal proceedings may be initiated relating to the transaction from time to time in Sprint's and Starburst II's reports filed with the Securities and Exchange Commission (SEC), including its Annual Report on Form 10-K for the year ended December 31, 2011 and Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, and the proxy statement/prospectus on Form S-4, which are, (or will be, when filed) available on the SEC's web site (www.sec.gov). There can be no assurance that the transaction will be completed, that it will close within the anticipated time period or that the expected benefits of the merger will be realized. Notwithstanding, we have no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to revise such statements. Readers are cautioned not to place undue reliance on any of these forward-looking statements. Additional Information

In connection with the proposed strategic combination, Starburst II plans to file with the SEC a Registration Statement on Form S-4 that also will constitute a prospectus of Starburst II. Sprint will mail the proxy statement/prospectus to its stockholders. INVESTORS SHOULD READ THE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Additional information filings containing information about Sprint and Starburst II will be available, free of charge, from the SEC's web site (www.sec.gov). Information regarding the transaction also may be obtained, free of charge, from Sprint's web site (www.sprint.com) under the tab About Us. Investors may also obtain SEC Filings, or by directing a request to Sprint, 6200 Sprint Parkway, Overland Park, Kansas 66251, Attention: Shareholder Services, or in connection with the transaction (when filed) also may be obtained, free of charge, by directing a request to SOFTBANK, 1-9-11, telephone: +81.3.6889.2290; e-mail: ir@softbank.co.jp Participants in the [Merger Solicitation](#)

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Soliciting Material Pursuant to 14a-12

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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
transaction
between

Sprint
Nextel
Corporation
(Sprint)
and
SOFTBANK
CORP.
(SoftBank)
and
its
group
companies,
including
Starburst
II,
Inc.
(Starburst
II)
pursuant
to
a
merger
agreement
and
bond
purchase
agreement.
All
statements,
other
than
historical
facts,
including,
but
not
limited
to,
statements
regarding
the
expected
timing
of
the
closing
of
the
transaction;
the

ability
of
the
parties
to
complete
the
transaction
considering
the
various
closing
conditions;
the
expected
benefits
of
the
transaction
such
as
improved
operations,
enhanced
revenues
and
cash
flow,
growth
potential,
market
profile
and
financial
strength;
the
competitive
ability
and
position
of
or
Sprint;
and
any
assumptions
underlying
any
of
the

foregoing,
are
forward-looking
statements.
Such
statements
are
based
upon
current
plans,
estimates
and
expectations
that
are
subject
to
risks,
uncertainties
and
assumptions.
The
inclusion
of
such
statements
should
not
be
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)
one
or
more
closing
conditions
to
the
transaction
may
not
be
satisfied
or
waived,
on
a
timely
basis
or
otherwise,
including
that
a
governmental
entity
may
prohibit,

delay
or
refuse
to
grant
approval
for
the
consummation
of
the
transaction
or
that
the
required
approval
by
Sprint
stockholders
may
not
be
obtained;
(2)
there
may
be
a
material
adverse
change
of
SOFTBANK
or
Sprint,
or
the
respective
businesses
of
SoftBank
or
Sprint
may
suffer
as
a
result
of

uncertainty
surrounding
the
transaction;
(3)
the
transaction
may
involve
unexpected
costs,
liabilities
or
delays;
(4)
legal
proceedings
may
be
initiated
related
to
the
transaction;
and
(5)
other
risk
factors
as
detailed
from
time
to
time
in
Sprint's
and
Starburst
II's
reports
filed
with
the
Securities
and
Exchange
Commission
(SEC),
including

Sprint's
Annual
Report
on
Form
10-K
for
the
year
ended
December
31,
2011
and
Quarterly
Report
on
Form
10-Q
for
the
quarter
ended
June
30,
2012,
and
the
proxy
statement/prospectus
to
be
contained
in
Starburst
II's
Registration
Statement
on
Form
S-4,
which
are,
(or
will
be,
when
filed)
available
on

the
SEC's
web
site
(www.sec.gov).

There
can
be
no
assurance
that
the
merger
will
be
completed,
or
if
it
is
completed,
that
it
will
close
within
the
anticipated
time
period
or
that
the
expected
benefits
of
the
merger
will
be
realized.

None of Sprint, SoftBank or Starburst II undertakes any obligation to update any forward-looking statement to reflect events or the statement is made or to reflect the occurrence of unanticipated events. Readers are cautioned not to place undue reliance on statements.

Additional Information and Where to Find It

In connection with the proposed strategic combination, Starburst II plans to file with the SEC a Registration Statement on Form statement of Sprint, and that also will constitute a prospectus of Starburst II. Sprint will mail the proxy statement/prospectus to

URGED TO READ THE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE BECAUSE IT WILL

The
proxy
statement/prospectus,
as
well
as
other
filings
containing
information
about
Sprint
and
Starburst
II
will
be
available,
free
of
charge,
from
the
SEC's
web
site
(www.sec.gov).
Sprint's
SEC
filings
in
connection
with
the transaction
also
may
be
obtained,
free
of
charge,
from
Sprint's
web
site
(www.Sprint.com)
under
the
tab

About
Us

Investors
and
then
under
the
heading

Documents
and
Filings

SEC Filings,

or by directing a request to Sprint, 6200 Sprint Parkway,

Overland Park, Kansas 66251, Attention: Shareholder Relations or

(913) 794-1091. Starburst II's SEC filings in connection with the transaction (when filed) also

may be obtained, free of charge, by directing a request to SoftBank, 1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo 105-7303, Ja

e-mail: ir@softbank.co.jp

Participants in [the Merger Solicitation](#)

The
respective
directors,
executive
officers
and
employees
of
Sprint,
SoftBank,
Starburst
II
and
other
persons
may
be
deemed
to
be
participants
in
the
solicitation
of
proxies
in
respect
of

the
transaction.
Information
regarding
Sprint's
directors
and
executive
officers
is
available
in
its
Annual
Report
on
Form
10-K
for
the
year
ended
December
31,
2011.
Other
information
regarding
the
interests
of
such
individuals
as
well
as
information
regarding
SoftBank's
and
Starburst
II's
directors
and
executive
officers
will
be
available
in

the
proxy
statement/prospectus
when
it
becomes
available.
These
documents
can
be
obtained
free
of
charge
from
the
sources
indicated
above.
This
communication
shall
not
constitute
an
offer
to
sell
or
the
solicitation
of
an
offer
to
sell
or
the
solicitation
of
an
offer
to
buy
any
securities,
nor
shall
there

be
any
sale
of
securities
in
any
jurisdiction
in
which
such
offer,
solicitation
or
sale
would
be
unlawful
prior
to
registration
or
qualification
under
the
securities
laws
of
any
such
jurisdiction.
No
offer
of
securities
shall
be
made
except
by
means
of
a
prospectus
meeting
the
requirements
of
Section
10

of
the Securities Act of 1933, as amended.

*Non-GAAP Financial Measures

11

Sprint Nextel provides financial measures determined in accordance with accounting principles generally accepted in the United States (GAAP) and adjusted GAAP (non-GAAP). The non-GAAP financial measures reflect industry conventions, or standard measures of liquidity, profitability or performance commonly used by the investment community for comparability purposes. These measurements should be considered in addition to, but not as a substitute for, financial

information prepared in accordance with GAAP. We have defined below each of the non-GAAP measures we use, but these measures may not be synonymous to similar measurement terms used by other companies.

Sprint Nextel provides reconciliations of these non-GAAP measures in its financial reporting. Because Sprint Nextel does not predict special items that might occur in the future, and our forecasts are developed at a level of detail different than that used to prepare GAAP-based financial measures, Sprint Nextel does not provide reconciliations to GAAP of its forward-looking financial measures.

The measures used in this presentation include the following:

OIBDA is operating income/(loss) before depreciation and amortization. Adjusted OIBDA is OIBDA excluding severance, exit costs, and other special items. Adjusted OIBDA Margin represents Adjusted OIBDA divided by non-equipment net operating revenues for Wireless and Adjusted OIBDA divided by net operating revenues for Wireline. We believe that Adjusted OIBDA and Adjusted OIBDA Margin provide useful information to investors because they are an indicator of the strength and performance of our ongoing business operations, including our ability to fund discretionary spending such as capital expenditures, spectrum acquisitions and other investments and our ability to incur and service debt. While depreciation and amortization are considered operating costs under GAAP, these expenses primarily represent non-cash current period costs associated with the use of long-lived tangible and definite-lived intangible assets. Adjusted OIBDA and Adjusted OIBDA Margin are calculations commonly used as a basis for investors, analysts and credit rating agencies to evaluate and compare the periodic and future operating performance and value of companies within the telecommunications industry.

This presentation may contain certain non-GAAP financial measures. SOFTBANK CORP. (SoftBank) uses certain non-GAAP performance measures and ratios in managing its business. Non-GAAP financial information should be viewed in addition to, and not as an alternative for, the reported operating results or cash flow from operations or any other measures of performance prepared in accordance with generally accepted accounting principles in Japan. In addition, the presentation of these measures may not be comparable to similarly titled measures other companies may use.

SOFTBANK Consolidated Revenue

12

FY2011

FY1981

\$80bn

SOFTBANK

data

includes
WILLCOM
and
EMOBILE
data.
SOFTBANK
is
WILLCOM's
sponsor
in
connection
with
WILLCOM's
rehabilitation
under
Japan's
Corporate
Rehabilitation
Act,
and
holds
a
100%
economic
interest
in
WILLCOM.
eAccess
Ltd.,
provider
of
the
EMOBILE
service,
is
the
subject
of
a
proposed
share
exchange
transaction
with
SOFTBANK,
whereby
eAccess
Ltd.
is
tentatively

scheduled
to
become
a
wholly-owned
subsidiary
of
SOFTBANK
in
February
2013,
subject
to
certain
shareholder
and
regulatory
approvals
and
procedures.
* ProForma

SOFTBANK Consolidated EBITDA

13

\$18bn

FY1981

FY2011

SOFTBANK

data

includes
WILLCOM
and
EMOBILE
data.
SOFTBANK
is
WILLCOM's
sponsor
in
connection
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WILLCOM's
rehabilitation
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Ltd.,
provider
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service,
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the
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of
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share
exchange
transaction
with
SOFTBANK,
whereby
eAccess
Ltd.
is
tentatively

scheduled

to

become

a

wholly-owned

subsidiary of SOFTBANK in February 2013, subject to certain shareholder and regulatory approvals and procedures.

*Non GAAP. Refer to disclaimer.

SOFTBANK EBIT

14

\$2.5bn

KDDI

Disrupted

Duopoly

\$1.2bn

SOFTBANK

Q1

Q1

Q1

Q1

Q1

Q1

Q1

Q1

(FY)

NTT DOCOMO

\$3.4bn

(USD bn)

0

2005

06

07

08

09

10

11

12

*Created by SOFTBANK CORP. based on respective companies publicly available information.

960 Mobile Internet Companies

15

Mobile Internet Platform

Mobile Internet Platform

US Mobile Market

16

Compelling Market Opportunity

Compelling Market Opportunity

1.

Large market with rapid smartphone growth

2.

High ARPU, mainly postpaid

3.

Slow network speeds

4.

Duopolistic market

Complementary Partners

Strong Brand

Shared Vision

Smartphone and LTE Strategy

Strong US Management
17

Sprint Turnaround Began in 2008

18

Phases of the Sprint Turnaround

I. Recovery

II. Investment

III. Margin Expansion

2008 -

2011

2012 -

2013

2014+

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
continued revenue
growth

SoftBank's Contribution (Capital)

19

-

Strengthen Balance Sheet

-

Strategic Investment

-

Network Enhancement

a

New Capital: \$8bn

* Expected uses for New Capital

SoftBank's Contribution (Strategy)

20

Group Synergy

-

Smartphone Strategy

-

LTE Strategy

-
Proven Track Record of
Turnarounds

(FY)

*Source: Created based on Sprint's publicly available information

*Non GAAP. Refer to disclaimer.

Accelerated Growth

with SoftBank

2011Q2

11Q3

11Q4
12Q1
12Q2
(\$)
1.31bn
1.40bn
0.84bn
1.21bn
1.45bn
Sprint Adjusted OIBDA
21

(FY2005 to FY2011)

(FY2011)

10

20

30

40

50

60
70
20
40
60
80
100
120

Subscribers(millions)

Subscribers(millions)

Mobile EBITDA

Margin

FY2005:

EBITDA

Margin:

April

2005

-

March

2006.

Subscribers

as

of

March

31,

2006.

FY2011: EBITDA Margin: April 2011 -March, 2012. Subscribers as of September 30, 2012.

SOFTBANK includes WILLCOM and EMOBILE.

*Non GAAP. Refer to disclaimer.

FY2011:

EBITDA

Margin:

April

2011

-

March,

2012.

Subscribers

as

of

June

30,

2012.

Source : Japan: Created by SOFTBANKCORP. based on data from Bloomberg and TCA.

US:

Respective

companies

publicly

available

information

ad

Wireless

Intelligence.

*Non GAAP. Refer to disclaimer.

Mobile EBITDA

Margin

Mobile EBITDA Margin

22

0

0%

10%

20%

30%

40%

50%

0%

10%

20%

30%

40%

50%

0

\$5.5bn
(USD bn)
1.0
(FY)
Turnaround
Mobile EBIT (Operating Income)
23

Full Loan
Repayment
\$1.7bn
FY2007
Original Repayment Plan
FY2008
FY2009
FY2010
FY2011
FY2012
FY2013
FY2014
FY2015
FY2016

FY2017

FY2018

FY2006

Repayment

Ahead of

Schedule

Vodafone K.K. Acquisition Financing

Balance of SBM loan only

24

SoftBank
+ Sprint*
+
+
+
China
Mobile

Verizon

AT&T

Vodafone

NTT

DOCOMO

KDDI

*Revenue from January to June 30, 2012

Created by SOFTBANK CORP. based on

respective

companies

publicly

available

information.

\$43bn

\$27bn

\$31bn

\$18bn

Sprint

\$32bn

\$32bn

\$37bn

\$25bn

Deutsche

Telekom

Mobile Revenue

25

SOFTBANK data includes WILLCOM and EMOBILE data. SOFTBANK is WILLCOM's sponsor in connection with WILLCOM's

100% economic interest in WILLCOM. eAccess Ltd., provider of the EMOBILE service, is the subject of a proposed share exchange

scheduled to become a wholly-owned subsidiary of SOFTBANK in February 2013, subject to certain shareholder and regulatory approvals.

*Pro forma

SOFTBANK

Group

Subscribers

26

Verizon

AT&T

T-Mobile

33m

NTT DOCOMO

61m

au

36m

SoftBank

+ Sprint*

96m

105m

111m

*Subscribers as of

June 30, 2012 US;

September 30, 2012 Japan

*Source:

Created

by

SOFTBANK

CORP.

based

on

data

from

Wireless

Intelligence,

TCA

and

respective

companies

publicly

available

information.

SOFTBANK

data

includes

WILLCOM

and

EMOBILE

data.

SOFTBANK

is

WILLCOM's

sponsor

in

connection

with

WILLCOM's

rehabilitation

under

Japan's

Corporate

Rehabilitation

Act,

and
holds
a
100%
economic
interest
in
WILLCOM.
eAccess
Ltd.,
provider
of
the
EMOBILE
service,
is
the
subject
of
a
proposed
share
exchange
transaction
with
SOFTBANK,
whereby
eAccess
Ltd.
is
tentatively
scheduled
to
become
a
wholly-owned
subsidiary
of
SOFTBANK
in
February
2013,
subject
to
certain
shareholder
and
regulatory
approvals
and

procedures.
*Pro forma

Summary

1.
SoftBank is the Global No.3 Mobile Operator
2.
Compelling U.S. Market Opportunity
3.
Complementary Smartphone and LTE Strategies

4.
Enhanced Sprint Financial Strength and Competitiveness

5.
SoftBank's Proven Turnaround & Debt Repayment
Track
Record

6.
Attractive Value to Both Companies
Shareholders

27

Sprint CFO
Joe Euteneuer
28

Legacy Sprint Shareholders
SoftBank Ownership
New Sprint
(\$8 billion cash infusion)
30%
ownership
70%

ownership

55% of Sprint shares receive \$7.30 cash / share (\$12.14 billion)

45% of Sprint shares convert into 30% of the newly capitalized New Sprint
(with \$8 billion cash infusion)

Attractive Shareholder Return

29

Expected Financial Benefits

30

Attractive consideration to Sprint shareholders

-

\$7.30 represents significant premium to unaffected share price

Oct. 10 Spot:

45%

30 day

(1)

:

39%

60 day

(1)

:

42%

90 day

(1)

:

54%

Strengthens Sprint's Balance Sheet

-

The first investment by SoftBank, a \$3.1 billion Sprint convertible bond, is expected to occur following this announcement

-

\$8 billion total cash contribution enhances liquidity

Capital investment improves financial and operational flexibility

(1) Based on volume-weighted average closing prices

Transaction Overview
Currently
3.0B Sprint
shares
outstanding
SoftBank
invests \$3.1

billion in
convertible
debt @
\$5.25/share

SoftBank
invests \$4.9
billion in
newly issued
shares @
\$5.25/share

Shares
O/S*
3.0B
4.6B
3.6B
70% SoftBank
(3.2B shares)
30% existing
Sprint
shareholders
(1.4B shares)
Step 2a
Step 1
Post-close
ownership
\$8B cash infusion into
Sprint
SoftBank
4.6B
Step2b
\$12.1B cash
to Sprint
shareholders
Sprint shareholders
Shortly after signing
At close
31

* Fully diluted pro forma shares outstanding; Converts into equity immediately prior to closing of Steps 2a and 2b
In addition, SoftBank receives five-year warrant to purchase 54.6M shares in newly recapitalized Sprint at \$5.25 per share

Capital Structure
as of June 30, 2012
Actual
Illustrative Pro forma
upon close*
Net Debt / Adjusted OIBDA* 2.95
LTM Adj. OIBDA (3Q11-2Q12) \$4.9B

Net Debt / Adjusted OIBDA* 1.32

LTM Adj. OIBDA (3Q11-2Q12) \$4.9B

\$14.8

\$21.3

\$6.5

\$-

\$5.0

\$10.0

\$15.0

\$20.0

\$25.0

Cash**

Total Debt

Net Debt

\$6.8

\$21.3

\$14.5

\$-

\$5.0

\$10.0

\$15.0

\$20.0

\$25.0

Cash**

Total Debt

Net Debt

32

*Non-GAAP measure. Assumes no debt holder exercises change of control offer clause; **Cash, cash equivalents & short-term

Conclusion

33

Build shareholder value

-

Premium to current holders

-

Ownership in stronger, better capitalized Sprint

SoftBank expertise

-

Proven track record of challenging incumbent carriers

-

Leader in advanced technology

Financial **strength and flexibility**

-

Opportunities to invest, internally and externally,
to grow our business

Enables a stronger, **more competitive #3** player in the
US market

-

Innovation and competition benefit US consumers

Q&A
34

Share Calculation
36
@ Announcement
@ Closing
5-Year Warrants
Sprint @
Step 1

Common
 Step 2a
 (1)
 Purchase to
 Step 2b
 55mm
 Step 2c
 (2)
 (\$ in billions, shares in millions)
 market
 Conversion
 Sprint
 issuance
 Sprint
 \$12.14bn Secondary
 Sprint
 Warrants
 Sprint
 Existing common shares
 3,004
 --
 3,004
 --
 3,004
 (1,663)
 1,341
 --
 1,341
 Common shares issued to Softbank
 --
 --
 --
 933
 933
 --
 933
 --
 933
 Purchase outstanding Sprint shares
 --
 --
 --
 --
 --
 1,663
 1,663
 --
 1,663
 Total common shares
 3,004

--
3,004
933
3,938
--
3,938
--
3,938
Dilution
(3)
37
--
39
--
39
--
48
--
48
Conversion shares / Warrants
--
590
590
--
590
--
590
55
645
Fully-diluted shares
3,042
590
3,633
933
4,567
--
4,576
55
4,631
Softbank beneficial shares
590
1,524
3,187
3,241
Softbank beneficial ownership %
16.3%
33.4%
69.6%
70.0%
Cumulative

Cumulative investment

\$3.1

\$8.0

\$20.1

\$20.4

Price

\$5.25

\$5.25

\$7.30

\$5.25

Shares

590

933

1,663

55

(1) Per share amount under Step 2a is implied based on contemplated amount of total equity contribution.

(2) Per share amount under Step 2c is implied based on warrant exercisable for shares of Parent (Sprint post-merger).

(3) Dilution based on treasury stock method. At market assumes \$5.04 10/10/2012 unaffected close, Steps 1 and 2a assume \$5

Non-GAAP Reconciliation

37

NON-GAAP RECONCILIATION - NET LOSS TO ADJUSTED OIBDA* (Unaudited)

(Millions, USD)

Quarter To Date

6/30/12

3/31/12

12/31/11

9/30/11

6/30/11

Net Loss

\$

(1,374)

\$

(863)

\$

(1,303)

\$

(301)

\$

(847)

Income Tax Expense

(26)

(37)

(106)

(12)

(99)

Loss before Income Taxes

(1,348)

(826)

(1,197)

(289)

(748)

Equity in losses of unconsolidated investments and other, net

398

273

472

261

588

Interest Expense

321

298

287

236

239

Operating (Loss) Income

(629)

(255)

(438)

208

79

Depreciation and amortization

1,896

1,666

1,174

1,194

1,235

OIBDA*

1,267

1,411

736

1,402

1,314

Severance and Lease Exit Costs

184

-

28

-

-

Gains from asset dispositions and exchanges

-

(29)

-

-

-

Asset impairments and abandonments

-

18

78

-

-

Spectrum hosting contract termination, net

-

(170)

-

-

-

Access Costs

-

(17)

-

-

-

Adjusted OIBDA*

\$
1,451

\$
1,213

\$
842

\$
1,402

\$
1,314