

PERRY JAMES N JR  
Form 4  
May 02, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PERRY JAMES N JR

(Last) (First) (Middle)

C/O T-MOBILE US, INC., 12920 SE  
38TH STREET

(Street)

BELLEVUE, WA 98006

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
T-Mobile US, Inc. [TMUS]

3. Date of Earliest Transaction  
(Month/Day/Year)

04/30/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					12,000 <u>(1)</u> <u>(2)</u>	D	
Common Stock					6,564 <u>(1)</u>	I	Madison Dearborn Partners IV, L.P. <u>(3)</u> <u>(4)</u>
Common Stock					15,284,092 <u>(1)</u>	I	Madison Dearborn Capital Partners IV, L.P. <u>(3)</u>

(5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 24.31 (6)					(7)	03/07/2018	Common Stock	8,400 (6) (7)	
Stock Option (right to buy)	\$ 20.77 (6)					(7)	03/04/2019	Common Stock	8,400 (6) (7)	
Stock Option (right to buy)	\$ 5.37 (6)					(7)	03/11/2020	Common Stock	8,400 (6) (7)	
Stock Option (right to buy)	\$ 20.71 (6)					(7)	02/28/2021	Common Stock	8,400 (6) (7)	
Stock Option (right to buy)	\$ 11.01 (6)					(7)	02/07/2022	Common Stock	8,400 (6) (7)	
Stock Option (right to	\$ 11.49 (6)					(7)	02/05/2023	Common Stock	8,400 (6) (7)	

buy)

Stock

Option \$ 14.57

(right to (6))

buy)

(7)

01/26/2017

Common  
Stock18,000  
(6) (7)

Stock

Option \$ 6.21 (6)

(right to

buy)

(7)

03/14/2016

Common  
Stock19,500  
(6) (7)

Stock

Option \$ 6.21 (6)

(right to

buy)

(7)

10/19/2015

Common  
Stock60,000  
(6) (7)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
PERRY JAMES N JR C/O T-MOBILE US, INC. 12920 SE 38TH STREET BELLEVUE, WA 98006	X

## Signatures

/s/ Annie Terry, as Attorney in Fact for James N.  
Perry, Jr.

05/02/2013

        Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The number of shares, including shares subject to the reporting person's restricted stock awards, has been adjusted to reflect the reverse stock split implemented pursuant to the Business Combination Agreement, dated as of October 3, 2012 and amended as of April 14, 2013 (the "Agreement"), by and among Deutsche Telekom AG, T-Mobile Global Zwischenholding GmbH, T-Mobile Global Holding GmbH, T-Mobile USA, Inc. and MetroPCS Communications, Inc.

(2) The vesting of the reporting person's restricted stock awards was accelerated in connection with the closing of the transactions contemplated by the Agreement, pursuant to the terms of an equity plan of MetroPCS Communications, Inc. (the "Plan"). Under the terms of the Agreement, the reporting person also received a cash payment of \$4.0491 per share on a pre-reverse stock split basis with respect to vested shares held pursuant to the awards.

(3) Madison Dearborn Partners IV, L.P. ("MDP IV") is the general partner of Madison Dearborn Capital Partners IV, L.P. ("MDCP"). MDP IV may be deemed to beneficially own the reported securities that are held directly by MDCP. Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the securities directly held by MDP IV and MDCP. Messrs. Finnegan and Menco each hereby disclaims any beneficial ownership of any securities directly held by MDP IV and/or MDCP. Mr. Perry is a limited partner of MDP IV. Mr. Perry disclaims beneficial ownership of the reported securities set forth herein, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(4) These securities are held directly by MDP IV. Mr. Perry disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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- (5) These securities are held directly by MDCP. Mr. Perry disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- (6) The exercise price of and number of shares subject to this stock option have been adjusted to reflect the reverse stock split implemented and cash payments made pursuant to the Agreement.
- (7) To the extent not already vested as of April 30, 2013, the vesting of this stock option was accelerated in connection with the closing of the transactions contemplated by the Agreement, pursuant to the terms of the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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