



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

August 1, 2018

Stefan K. Schnopp  
Sprint Corporation  
stefan.schnopp@sprint.com

Re: Sprint Corporation  
Incoming letter dated July 24, 2018

Dear Mr. Schnopp:

This letter is in response to your correspondence dated July 24, 2018 concerning the shareholder proposal (the "Proposal") submitted to Sprint Corporation (the "Company") by Kenneth Steiner (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence on the Proponent's behalf dated July 25, 2018, July 26, 2018 and July 29, 2018. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair  
Senior Special Counsel

Enclosure

cc: John Chevedden

\*\*\*

August 1, 2018

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: Sprint Corporation  
Incoming letter dated July 24, 2018

The Proposal relates to special meetings.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(e)(2) because the Company received it after the deadline for submitting proposals. We note in particular your representation that the Company did not receive the Proposal until after this deadline. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(e)(2).

Sincerely,

Evan S. Jacobson  
Special Counsel

**DIVISION OF CORPORATION FINANCE**  
**INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

**Subject: #8 Omitted Rule 14a-8 Proposal without No Action Request (S)**

**Date:** Sunday, July 29, 2018 at 10:25 PM

**From:**

**To:** Office of Chief Counsel <shareholderproposals@sec.gov>

**Cc:** "Stefan K. Schnopp" <Stefan.Schnopp@sprint.com>, Jason Werth <Jason.Werth@sprint.com>

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission

Ladies and Gentlemen,

The company said that Mr. Werth supports a vague part of international business which begs the question of what else does he support.

The company said that Mr. Werth does not handle shareholder matters (present tense) but does not state the time period that this statement covers.

The company said that Mr. Werth does not monitor incoming emails or his spam filter regularly (present tense) for stockholder proposal but does not state the time period that this statement covers.

The time in question is past tense.

I will respond further.

  
John Chevedden

cc: Kenneth Steiner

Stefan K. Schnopp <Stefan.Schnopp@sprint.com>

Jason Werth <Jason.Werth@sprint.com>

**Subject: #7 Omitted Rule 14a-8 Proposal without No Action Request (S)**

**Date:** Thursday, July 26, 2018 at 9:23 PM

**From:**

**To:** Office of Chief Counsel <shareholderproposals@sec.gov>

**Cc:** "Stefan K. Schnopp" <Stefan.Schnopp@sprint.com>, Jason Werth <Jason.Werth@sprint.com>

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission

Ladies and Gentlemen,

Unlike other spam filters the company wants the reader to think that Sprint's spam filter sends no automated message to the sender that his message is in the spam filter. The company does not say whether Mr. Werth switched my email address to be blocked after my email address was initially not blocked.

The reader is left to guess whether Mr. Werth works at 6200 Sprint Parkway. It is not clear exactly what work Mr. Werth does for the company or whether he continues to support the annual meeting. It is not clear whether the "support" Mr. Werth gives the company's international business is a full time assignment.

In July 2018 and in February 2018 Ms. Reynolds's email address did not give an automated message to contact anyone else.

I will respond further.

  
John Chevedden

cc: Kenneth Steiner

Stefan K. Schnopp <Stefan.Schnopp@sprint.com>  
Jason Werth <Jason.Werth@sprint.com>

**Subject: #6 Omitted Rule 14a-8 Proposal without No Action Request (S)**

**Date:** Wednesday, July 25, 2018 at 8:24 PM

**From:**

**To:** Office of Chief Counsel <shareholderproposals@sec.gov>

**Cc:** "Stefan K. Schnopp" <Stefan.Schnopp@sprint.com>, Jason Werth <Jason.Werth@sprint.com>

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission

Ladies and Gentlemen,

In response to this message the company responded but did not forward a copy of its response to the Staff:

“I have not received a copy of a no action request from the company.  
This is evidence that the company does not follow rules.”

This is further evidence that the company does not follow rules.

It will be interesting to learn why Ms. Reynolds copied Mr. Werth on a message sent only to Ms. Reynolds involving a rule 14a-8 proposal (attached).

It will also be interesting to learn how Mr. Werth purportedly transitioned to a job where he “does not monitor incoming emails.”

It sounds like Mr. Werth no longer uses email in his Sprint job.

Then company did not say whether Mr. Werth’s “spam filter” gives the sender the impression that Mr. Werth received the email.

In February 2018 Ms. Reynolds's email address did not give an automated message to contact anyone else.

I will respond further.

  
John Chevedden

cc: Kenneth Steiner

Stefan K. Schnopp <Stefan.Schnopp@sprint.com>

Jason Werth <Jason.Werth@sprint.com>

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----- Forwarded Message

From: "Reynolds, Aisha [GOV]" <Aisha.Reynolds@sprint.com>

Date: Tue, 3 Jun 2014 14:11:09 +0000

To: John Chevedden

Cc: "Werth, Jason [GOV]" <Jason.Werth@sprint.com>

Subject: RE: Rule 14a-8 Proposal (S)

Yes, it is August 6, at 1 p.m. pacific. It will be virtually only this year. We will be reaching out to you with further details as we get closer to the meeting date.

From:

\*\*\*

Sent: Monday, June 02, 2014 11:50 PM

To: Reynolds, Aisha [GOV]

Subject: Rule 14a-8 Proposal (S)

Dear Ms. Reynolds,

Has the date been set for the annual meeting.

Sincerely,

John Chevedden

cc: Kenneth Steiner

**Subject: #5 Omitted Rule 14a-8 Proposal without No Action Request (S) w30**

**Date:** Wednesday, July 25, 2018 at 3:40 PM

**From:**

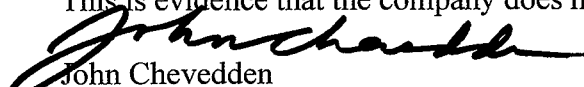
**To:** Office of Chief Counsel <shareholderproposals@sec.gov>

**Cc:** "Stefan K. Schnopp" <Stefan.Schnopp@sprint.com>, Jason Werth <Jason.Werth@sprint.com>

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission

Ladies and Gentlemen,

I have not received a copy of a no action request from the company.  
This is evidence that the company does not follow rules.

  
John Chevedden

cc: Kenneth Steiner

Stefan K. Schnopp <Stefan.Schnopp@sprint.com>  
Jason Werth <Jason.Werth@sprint.com>





**Sprint**  
6200 Sprint Parkway,  
Overland Park, Kansas 66251  
Office: (913) 794-1427  
Email: stefan.schnopp@sprint.com

**Stefan K. Schnopp**  
Vice President and Corporate Secretary  
Securities, Finance, and Governance

July 24, 2018

VIA ELECTRONIC MAIL

Office of the Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: **Sprint Corporation**  
**Stockholder Proposal on Behalf of Kenneth Steiner**  
**Securities Exchange Act of 1934 – Rule 14a-8**

Ladies and Gentlemen:

This letter is submitted pursuant to Rule 14a-8(g) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Sprint Corporation, a Delaware corporation (the "Company"), has received a stockholder proposal and supporting statement (the "Proposal") from Mr. John Chevedden on behalf of Mr. Kenneth Steiner (the "Proponent") for inclusion in the proxy materials for the Company's 2018 annual meeting of stockholders (the "Proxy Materials"), which is to be held on August 7, 2018.

The Company hereby advises the staff of the Division of Corporation Finance (the "Staff") that it intends to exclude the Proposal from its Proxy Materials. The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the "Commission") if the Company excludes the Proposal pursuant to Rule 14a-8(e) because it was received at the Company's principal executive offices on July 19, 2018, which is 150 days after the Company's February 19, 2018 deadline for submitting stockholder proposals and 27 days after the Company filed the Proxy Materials with the Commission on June 26, 2018.

By copy of this letter, we are advising the Proponent of the Company's intention to exclude the Proposal. In accordance with Rule 14a-8(e) and Staff Legal Bulletin No. 14D, we are submitting by electronic mail (i) this letter, which sets forth our reasons for excluding the Proposal; and (ii) the Proponent's correspondence submitting the Proposal.

Pursuant to Rule 14a-8(j), we are submitting this letter less than 80 days before the Company intends to file its Proxy Materials because the Company did not receive the Proposal until 27 days after the Company filed its Proxy Materials.

## **I. Background.**

The Proponent attempted to send the Proposal to the Company via email on February 14, 2018 (attached hereto as Exhibit A). However, the Proponent did not follow the instructions for submission of stockholder proposals set forth in the Company's 2017 proxy statement, which requires that proposals be submitted to the Corporate Secretary of the Company at the physical address specified in the 2017 proxy statement, nor did he follow the guidance issued by the Staff in Staff Legal Bulletin No. 14 and Staff Legal Bulletin No. 14C, which urges a proponent to ensure that she or he has obtained the correct facsimile number prior to submission. The Proponent did not send a facsimile or a hard copy of the Proposal to the Company. Instead, he sent the Proposal to an email address for an employee who has not worked for the Company for approximately four years and a copy to another email address of a person at the Company who does not handle shareholder matters and is not a lawyer. As a result, the Proposal was not timely received by the Company at its principal executive offices. It was not delivered to the Corporate Secretary until July 19, 2018, 150 days after the February 19, 2018 deadline for submission of stockholder proposals.

More specifically, on February 14, 2018, the Proponent sent the Proposal to the email address for Aisha Reynolds (Aisha.Reynolds@sprint.com), a former attorney with the Company. Ms. Reynolds has not worked at the Company for approximately four years. Anyone sending an email to Ms. Reynolds' email address would receive an automated reply informing the sender that the sender should contact another member of the legal department if the sender needed assistance. Emails sent to Ms. Reynolds' old email address are not forwarded to anyone.

Additionally, the other intended recipient of the Proposal, Jason Werth, is a non-lawyer staff member of the Company who supports the Company's International Business. Mr. Werth has confirmed that he never received the Proposal. On July 23, 2018, the Company located the email sent by the Proponent to Mr. Werth in the Company's spam filter. As Mr. Werth is a non-lawyer staff member who does not handle shareholder matters, Mr. Werth does not monitor incoming emails or his spam filter regularly for stockholder proposals. Because of the Proponent's failure to send the Proposal in an appropriate fashion, as instructed in the Company's 2017 proxy statement, the Proposal was not received by anyone in the Company's principal executive offices prior to the February 19, 2018 deadline.

The Company's Corporate Secretary, Stefan K. Schnopp, first learned about the Proposal on July 19, 2018 when the Proponent emailed Mr. Schnopp, informing him that the Proponent's Proposal was omitted from the Company's 2018 proxy statement (attached hereto as Exhibit B). The Proponent also included the previous email which was sent on February 14, 2018 to Ms. Reynolds and Mr. Werth, but not to Mr. Schnopp.

## **II. Basis for Exclusion.**

The Company respectfully requests that the Staff concur with its view that the Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(e) because the Company did not receive the Proposal at its principal executive offices before the deadline for submitting stockholder proposals to the Company.



**A. *The Proponent Failed to Follow Staff Guidance and Company Instructions for Submission of the Proposal.***

Staff Legal Bulletin No. 14 emphasizes that “[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline. . . .” The Staff has further stated that the proposal must be received at the company’s principal executive offices, explaining that “[s]hareholders can find this address in the company’s proxy statement. If a shareholder sends a proposal to any other location, even if it is to an agent of the company or to another company location, this would not satisfy the requirement.”

More recently, the Staff issued Staff Legal Bulletin No. 14C, which provides specific guidance for stockholders submitting proposals via facsimile. This guidance provides that if a stockholder intends to submit a proposal by facsimile, the proponent “should ensure that he or she has obtained the correct facsimile number for making such submissions.” The Staff encourages stockholders to contact the company to obtain the correct facsimile number for submitting proposals because if “the facsimile number is incorrect, the shareholder proponent’s proposal may be subject to exclusion on the basis that the shareholder proponent failed to submit the proposal or response in a timely manner.”

The Proponent did not follow the Staff guidance set forth above. The proponent also did not follow the Company’s instructions for submitting stockholder proposals set forth in the 2017 proxy statement. Finally, notwithstanding the fact that the Proxy Materials and the Company’s investor relations page of its website contain contact information where investors can direct questions, the Proponent did not contact the Company to inquire about the proper email address or facsimile number for the submission of proposals outside of the instructions provided in the 2017 proxy statement. In fact, the Proponent did not even contact the Company to inquire about the Proposal until 27 days after the Proxy Materials were filed on June 26, 2018. Because of the Proponent’s failure to follow any of this guidance, the proposal was not timely submitted and may properly be excluded from the Proxy Materials.

First, the Proponent’s email submission attaching the Proposal was sent to the email address of a former attorney of the Company, who has not been employed with the Company for approximately four years. The Proponent copied on that same email Mr. Werth, a non-lawyer staff member who works with the International Business unit of the Company. However, the non-lawyer staff member never actually received the email as the email was captured by the Company’s spam filter, which the Company confirmed upon inspection on July 23, 2018. Further, Mr. Werth does not monitor incoming emails or his spam filter for stockholder proposals because he does not work with or handle stockholder proposals or related matters as part of his job.

Consistent with the guidance in Staff Legal Bulletin 14C, the Proponent should have contacted the Company to obtain the appropriate email address prior to submission of the Proposal. Even if the Proponent did not do so in advance, he should have done so after receiving an automated response from Ms. Reynolds’ former email address, indicating that Ms. Reynolds no longer works for the Company. Further, the Proponent has emailed Mr. Schnopp previously regarding shareholder matters and did not attempt to email Mr. Schnopp until July 19, 2018. At a minimum, the Proponent should have attempted to follow up with the Company at some point

during the more than four months that elapsed between his misdirected February 14, 2018 email and the Company's filing of the Proxy Materials on June 26, 2018, but he did not.

Second, the Proponent failed to follow the Company's instructions for submitting stockholder proposals set forth in the 2017 proxy statement. The Company's 2017 proxy statement clearly provides that stockholder proposals for the 2018 annual meeting "must be received by [the Company's] Corporate Secretary at 6200 Sprint Parkway, Overland Park, KS 66251, KSOPHF0302-3B679." The Company's 2017 proxy statement clearly states that "[t]he deadline for submitting stockholder proposals to be included in the proxy statement for our 2018 annual meeting of stockholders is February 19, 2018." Yet, to the knowledge of the Company, the Proponent never attempted to submit the Proposal to the Corporate Secretary in accordance with the instructions in the 2017 proxy statement. In addition, except for the email which was sent to a non-lawyer staff member and captured by the Company's spam filter, the Company has no record of ever receiving any proposal via facsimile or email or in writing prior to July 19, 2018.

Finally, the Proponent did not abide by the Company's bylaws, which state in Section 2.14 that the notice of any stockholder proposal is required to be received by the Corporate Secretary at the principal executive offices of the Company. To the Company's knowledge, no such notice was received by the Corporate Secretary at the required address.

The Company had no reason to believe that stockholder proposals would be sent to either Ms. Reynolds' former email address or the email address of a non-lawyer staff member who supports the Company's International Business group. The 2017 proxy statement and the Company's bylaws clearly provide that stockholder proposals should be submitted to the Company's Corporate Secretary. Furthermore, Ms. Reynolds has not been with the Company for approximately four years and her emails are not monitored. As a result, neither the Corporate Secretary nor anyone in the Company's Corporate Secretary's office was aware of the Proponent's email submitting the Proposal until July 19, 2018. Thus, the Proposal was not received at the Company's principal executive offices until July 19, 2018, well after the February 19, 2018 deadline set forth in the 2017 proxy statement, making its submission untimely.

***B. The Staff has Previously Concurred in the Exclusion of a Shareholder Proposal when the Proposal was Submitted to the Incorrect Email Address.***

In *Ellie Mae, Inc.*, the Staff granted no-action under Rule 14a-8(e)(2) where a proponent submitted a proposal via email to the company's former corporate secretary, who resigned six months prior to the email being sent, to the company's general investor relations email address and via facsimile to the company's general fax number, and because the company did not monitor any of these accounts regularly for shareholder proposals, the company did not receive the shareholder proposal until after the deadline. *Ellie Mae, Inc.* (avail. March 12, 2015). In *Alcoa, Inc.*, the Staff granted no-action under Rule 14a-8(e)(2) where the company's Secretary did not receive the proposal until after the deadline for submitting proposals because the proponent submitted a stockholder proposal by email to the company's investor relations department and by facsimile to a number that was not in the company's principal executive offices. *Alcoa, Inc.* (avail. Jan. 12, 2009). Similarly, in *AT&T, Inc.* the Staff concurred with the exclusion of a shareholder proposal pursuant to Rule 14a-8(e)(2) where the proposal was submitted via facsimile to a company location other than the company's principal executive offices prior to the deadline and was then sent by

that location to the company's principal executive offices. *AT&T, Inc.* (avail Dec. 20, 2007). Additionally, in *Xerox*, the Staff granted no-action under Rule 14a-8(e)(2) where a proponent submitted a proposal via facsimile to the company's treasury department, rather than the company's corporate secretary's office, and because no one was monitoring the fax machine in the treasury department for stockholder proposals, the proposal was lost and never made it to the corporate secretary's office. *Xerox Corp.* (avail. May 2, 2005).

The facts in this instance are analogous to the precedent discussed above: the Proponent submitted the Proposal to email addresses that were not monitored for stockholder proposals. The Company had no reason to have someone monitor those email addresses for stockholder proposals, and thus the Corporate Secretary of the Company was not aware of the Proposal until July 19, 2018, 150 days after the February 19, 2018 deadline as set forth in the Company's 2017 proxy statement and 27 days after the Company filed the proxy statement for the 2018 annual meeting of stockholders. Further and similar to the precedent cited above, the Company's 2017 proxy statement clearly stated that all proposals should be submitted to the Corporate Secretary's office. As a result of the Proponent's failure to follow the instructions for the submission of stockholder proposals included in the Company's 2017 proxy statement and the Staff's guidance for submission of proposals by other means, the Proposal is excludable because it was received at the Company's principal executive offices after the deadline for submitting stockholder proposals.

*C. The Staff has Strictly Construed the Rule 14a-8 Deadline.*

Under Rule 14a-8(e)(1), a stockholder proposal submitted with respect to a company's regularly scheduled annual meeting must be received at the company's principal executive offices by the deadline set forth in the prior year's proxy statement. Pursuant to Rule 14a-8(e)(2), the deadline is calculated as not less than 120 calendar days before the date of the company's proxy statement released to stockholders in connection with the previous year's annual meeting.

The deadline for submission of stockholder proposals for the Company's 2018 annual meeting of stockholders pursuant to Rule 14a-8 was set forth on page 69 of the Company's 2017 proxy statement (attached hereto as Exhibit C), filed with the SEC and mailed to stockholders on June 19, 2017. As shown on page 69, the proxy statement clearly stated that "[t]he deadline for submitting stockholder proposals to be included in the proxy statement for our 2018 annual meeting of stockholders is February 19, 2018. If you intend to submit a proposal, it must be received by our Corporate Secretary at 6200 Sprint Parkway, Overland Park, KS 66251, KSOPHF0302-3B679, no later than that date."

The February 19, 2018 deadline was calculated in accordance with Rule 14a-8(e)(2), as it is 120 days before June 19, 2018, the anniversary of the release date of the Company's proxy statement in connection with the 2017 annual meeting of stockholders. Rule 14a-8(e)(2) provides that the 120 calendar day deadline does not apply if the current year's annual meeting has been changed by more than 30 days from the date of the prior year's meeting. That is not applicable here, as the Company intends to hold its 2018 annual meeting of stockholders on August 7, 2018, which is within 30 days of August 3, 2018, the anniversary of the 2017 annual meeting of stockholders.



Rule 14a-8(f) permits a company to exclude a stockholder proposal that does not comply with the rule's procedural requirements, including if a proponent "fail[s] to submit a proposal by the company's properly determined deadline." The Company received the Proposal at its principal executive offices on July 19, 2018, 150 days after the February 19, 2018 deadline. Accordingly, the Proposal was not timely submitted.

The Staff has on numerous occasions strictly construed the Rule 14a-8 deadline, permitting companies to exclude from proxy materials those stockholder proposals received at companies' principal executive offices after the submission deadline. *See, e.g., Applied Materials, Inc.* (avail. Nov. 20, 2014) (concurring with the exclusion of a proposal received one day after the submission deadline); *BioMarin Pharmaceutical Inc.* (avail. Mar. 14, 2014) (concurring with the exclusion of a proposal received five days after the submission deadline); *PepsiCo, Inc.* (avail. Jan. 3, 2014) (concurring with the exclusion of a proposal received three days after the submission deadline); *General Electric Company* (avail. Jan. 24, 2013) (concurring with the exclusion of a proposal received one day after the submission deadline).

Rule 14a-8(f) provides that "[a] company need not provide [the proponent with] such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline." Because the failure to timely submit a stockholder proposal is a deficiency that cannot be remedied, the Company is not required to provide the Proponent with the 14-day notice and an opportunity to cure under Rule 14a-8(f) in order to exclude the Proposal under Rule 14a-8(e).

The Company therefore requests that the Staff concur that the Proposal may properly be excluded from the Proxy Materials because it was not properly submitted to the Company's principal executive offices within the timeframe required under Rule 14a-8(e).

### III. Conclusion.


Based upon the foregoing analysis, the Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission if the Proposal is excluded from the Company's Proxy Materials pursuant to Rule 14a-8(e) because the Proposal was received at the Company's principal executive offices after the deadline for submitting stockholder proposals.

\* \* \* \*

If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. In addition, the Company requests that the Proponent copy the undersigned on any response he may choose to make to the Staff, pursuant to Rule 14a-8(k).

Please contact the undersigned at (913) 794-1427 or Kimberly J. Pustulka of Jones Day at (216) 586-7002 to discuss any questions you may have regarding this matter.

Very truly yours,



Stefan K. Schnopp  
Vice President and Corporate Secretary

Enclosures

cc: Kenneth Steiner / \*\*\*  
John Chevedden / \*\*\*  
Kimberly J. Pustulka, Jones Day / [kjpustulka@jonesday.com](mailto:kjpustulka@jonesday.com)

Exhibit A

Proponent's Initial Email to Ms. Reynolds and Mr. Werth



Thursday, July 19, 2018 8:08 AM

**Subject:** Omitted Rule 14a-8 Proposal without No Action Request (S) v30  
**Date:** Thursday, July 19, 2018 at 8:08 AM  
**From:**  
**To:** Office of Chief Counsel <shareholderproposals@sec.gov>  
**Cc:** "Reynolds, Aisha [GOV]" <Aisha.Reynolds@sprint.com>, Jason Werth <Jason.Werth@sprint.com>

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission

Ladies and Gentlemen,  
The company omitted the attached rule 14a-8 proposal without submitting a no action request. It is respectfully requested that this rule 14a-8 proposal be included in a revised 2018 company proxy.

Sincerely,

  
John Chevedden

cc: Kenneth Steiner

2018 Proxy:

<https://www.sec.gov/Archives/edgar/data/101830/000119312518204093/d583110ddef14a.htm>

----- Forwarded Message

**From:** John Chevedden \*\*\*  
**Date:** Wed, 14 Feb 2018 10:49:45 -0700  
**To:** "Reynolds, Aisha [GOV]" <Aisha.Reynolds@sprint.com>  
**Cc:** Jason Werth <Jason.Werth@sprint.com>  
**Conversation:** Rule 14a-8 Proposal (S)  
**Subject:** Rule 14a-8 Proposal (S)

Dear Ms. Reynolds,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the large market capitalization of the company.

Sincerely,

John Chevedden

Kenneth Steiner

Mr. Stefan K. Schnopp  
Corporate Secretary  
Sprint Corporation (S)  
6200 Sprint Parkway  
Overland Park KS 66251  
PH: 617-928-9300

Dear Mr. Schnopp,

I purchased stock in our company because I believed our company had greater potential. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to

Sincerely,

  
Kenneth Steiner

10-6-17  
Date

cc: Aisha Reynolds <Aisha.Reynolds@sprint.com>  
Counsel  
PH: 913.315.1620  
FX: 913-523-8628  
Jason Werth <Jason.Werth@sprint.com>

[S - Rule 14a-8 Proposal, February 14, 2018]

[This line and any line above it is not for publication.]

**Proposal [4] – Special Shareholder Meeting Improvement**

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law). This proposal does not impact our board's current power to call a special meeting.

Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings. This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013.

This proposal topic, sponsored by William Steiner, also won 78% support at an earlier Sprint annual meeting with 1.7 Billion yes-votes.

Please vote to increase management accountability to shareholders:

**Special Shareholder Meeting Improvement – Proposal [4]**

[The line above is for publication.]

Kenneth Steiner,

\*\*\*

sponsors this proposal.

**Notes:**

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

\*\*\*

**Exhibit B**

**Proponent's Email to Mr. Schnopp**

## Schnopp, Stefan K [GOV]

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**From:** \*\*\*  
**Sent:** Thursday, July 19, 2018 10:22 AM  
**To:** Schnopp, Stefan K [GOV]  
**Subject:** Omitted Rule 14a-8 Proposal without No Action Request (S) w30  
**Attachments:** CCE14022018\_2.pdf; CCE19072018.pdf

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

----- Forwarded Message

**From:** John Chevedden \*\*\*  
**Date:** Thu, 19 Jul 2018 08:10:46 -0700  
**To:** Office of Chief Counsel <[shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)>  
**Cc:** "Reynolds, Aisha [GOV]" <[Aisha.Reynolds@sprint.com](mailto:Aisha.Reynolds@sprint.com)>, Jason Werth <[Jason.Werth@sprint.com](mailto:Jason.Werth@sprint.com)>  
**Subject:** Omitted Rule 14a-8 Proposal without No Action Request (S) w30

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission

Ladies and Gentlemen,

The company omitted the attached rule 14a-8 proposal without submitting a no action request. It is respectfully requested that this rule 14a-8 proposal be included in a revised 2018 company proxy.

Sincerely,

John Chevedden

cc: Kenneth Steiner

2018 Proxy:

<https://www.sec.gov/Archives/edgar/data/101830/000119312518204093/d583110ddef14a.htm>

----- Forwarded Message

**From:** John Chevedden \*\*\*  
**Date:** Wed, 14 Feb 2018 10:49:45 -0700  
**To:** "Reynolds, Aisha [GOV]" <[Aisha.Reynolds@sprint.com](mailto:Aisha.Reynolds@sprint.com)>

Cc: Jason Werth <[Jason.Werth@sprint.com](mailto:Jason.Werth@sprint.com)>

Conversation: Rule 14a-8 Proposal (S)``

Subject: Rule 14a-8 Proposal (S)``

Dear Ms. Reynolds,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the large market capitalization of the company.

Sincerely,

John Chevedden





## General Information

### Internet Availability of the Proxy Materials

We are able to distribute the annual report and proxy statement to stockholders in a fast and efficient manner via the Internet. This reduces the amount of paper delivered to a stockholder's address, eliminates the cost of sending these documents by mail and reduces the environmental impact associated with our annual meeting. You may elect to view all future annual reports and proxy statements on the Internet instead of receiving them by mail. Alternatively, you may elect to receive all future annual reports and proxy statements by mail instead of viewing them via the Internet. To make an election, please log on to [www.proxyvote.com](http://www.proxyvote.com) and enter your control number.

If you have enrolled for electronic delivery, you will receive an email notice of stockholder meetings. The email will provide links to our annual report and our proxy statement. These documents are in PDF format so you will need Adobe Acrobat® Reader to view these documents online, which you can download for free by visiting [www.adobe.com](http://www.adobe.com). The email will also provide a link to a voting web site and a control number to use to vote via the Internet.

### Attending the Annual Meeting Online

We are having a completely virtual meeting of stockholders. Anyone can view the annual meeting live via the internet at [www.virtualshareholdmeeting.com/SprintCorp17](http://www.virtualshareholdmeeting.com/SprintCorp17).

We encourage you to access the meeting prior to the start time.

Webcast starts at 10:00 a.m. Central time.

Instructions on how to attend and participate via the Internet, including how to demonstrate proof of stock ownership, are posted on the meeting website. We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call 855-499-0991.

Stockholders may vote and submit questions while attending the meeting on the Internet.

The webcast will be available for replay until midnight on August 17, 2017.

### Proposals Submitted Pursuant to Rule 14a-8

You may submit proposals for consideration at future stockholder meetings. Such proposals also must comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. The deadline for submitting stockholder proposals to be included in the proxy statement for our 2018 annual meeting of stockholders is February 19, 2018. If you intend to submit a proposal, it must be received by our Corporate Secretary at 6200 Sprint Parkway, Overland Park, KS 66251, KSOPHF0302-3B679, no later than that date.

### Proposals or Nominations Not Submitted Pursuant to Rule 14a-8

For a stockholder proposal or nomination that is not intended to be included in our proxy statement for the 2018 annual meeting under Rule 14a-8, the stockholder must provide the information required by our bylaws and give timely notice to our Corporate Secretary in accordance with our bylaws, which, in general, require that the notice be received by our Corporate Secretary not earlier than the close of business on April 5, 2018; and no later than the close of business on May 7, 2018. If the date of the annual meeting is advanced or delayed by more than 30 days from the anniversary of this year's meeting, notice will be timely if received, no earlier than the close of