

T-Mobile US, Inc.
Form 4
March 24, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Keys Thomas Christopher

(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)
03/23/2017

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)

Pres., T-Mobile Ind. Channels

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 | Price | |
| Common Stock | 03/23/2017 | | M ⁽¹⁾ | | 18,600 | A \$ 55.43 | 372,718 D |
| Common Stock | 03/23/2017 | | S ⁽¹⁾ | | 18,600 | D \$ 63.5181 | 354,118 D |
| Common Stock | 03/24/2017 | | M ⁽¹⁾ | | 81,400 | A \$ 55.43 | 435,518 D |
| Common Stock | 03/24/2017 | | S ⁽¹⁾ | | 81,400 | D \$ 64.3223 | 354,118 D |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 55.43 | 03/23/2017 | | M ⁽¹⁾ | 18,600 | ⁽³⁾ 08/08/2017 | Common Stock | 18,600 |
| Stock Option (Right to Buy) | \$ 55.43 | 03/24/2017 | | M ⁽¹⁾ | 81,400 | ⁽³⁾ 08/08/2017 | Common Stock | 81,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Keys Thomas Christopher C/O T-MOBILE US, INC. 12920 SE 38TH STREET BELLEVUE, WA 98006 | | | Pres., T-Mobile Ind. Channels | |

Signatures

/s/ Sarah E. Mock,
Attorney-in-Fact

03/24/2017

**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 transactions reported here were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 13, 2015.

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- The price shown is a weighted average sales price. The shares were sold at prices ranging from \$63.50 to \$63.595 per share. The
- (2) reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- The option was granted on August 8, 2007. To the extent not already vested as of April 30, 2013, the vesting of this option was accelerated in connection with the closing of the transactions contemplated by the Business Combination Agreement, dated as of October
- (3) 3, 2012 and amended as of April 14, 2013, among Deutsche Telekom AG, T-Mobile Global Zwischenholding GmbH, T-Mobile Global Holding GmbH, T-Mobile USA Inc. and MetroPCS Communications, Inc. pursuant to the terms of an equity plan of MetroPCS Communications, Inc.

- The price shown is a weighted average sales price. The shares were sold at prices ranging from \$64.15 to \$64.74 per share. The reporting
- (4) person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.