

PATTERSON ARTHUR C

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PATTERSON ARTHUR C

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
482 UNIVERSITY AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2013

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

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

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

PALO ALTO, CA 94301

(City) (State) (Zip)

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)
Common Stock				(A) or (D)	268,426 ⁽¹⁾ ₍₂₎	D	
Common Stock					1,201,780	I	Held directly by ACP Family Partnership L.P. ⁽³⁾ ⁽⁴⁾
Common Stock					842,627	I	Held directly by Ellmore C. Patterson Partners ⁽³⁾ ⁽⁵⁾
Common Stock					175,875	I	Held directly by ACP 1007

Common Stock	175,876	I	ACCEL-7 GRAT U/A/D 4/2/07 <u>(3)</u> <u>(6)</u>
			Held directly by ACP 2007 ACCEL-10 GRAT U/A/D 4/2/07 <u>(3)</u> <u>(7)</u>

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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.37 ⁽⁸⁾					⁽⁹⁾	10/31/2013	Common Stock	700 ⁽⁸⁾ ⁽⁹⁾
Stock Option (right to buy)	\$ 14.57 ⁽⁸⁾					⁽⁹⁾	10/31/2013	Common Stock	2,340 ⁽⁸⁾ ⁽⁹⁾
Stock Option (right to buy)	\$ 11.01 ⁽⁸⁾					⁽⁹⁾	10/31/2013	Common Stock	6,067 ⁽⁸⁾ ⁽⁹⁾
Stock Option (right to buy)	\$ 14.57 ⁽⁸⁾					⁽⁹⁾	10/31/2013	Common Stock	6,300 ⁽⁸⁾ ⁽⁹⁾

Stock Option (right to buy)	\$ 24.31 (8)	(9)	10/31/2013	Common Stock	8,400 (8) (9)
Stock Option (right to buy)	\$ 20.77 (8)	(9)	10/31/2013	Common Stock	8,400 (8) (9)
Stock Option (right to buy)	\$ 20.71 (8)	(9)	10/31/2013	Common Stock	8,400 (8) (9)
Stock Option (right to buy)	\$ 11.49 (8)	(9)	10/31/2013	Common Stock	8,400 (8) (9)
Stock Option (right to buy)	\$ 14.57 (8)	(9)	10/31/2013	Common Stock	9,360 (8) (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATTERSON ARTHUR C 482 UNIVERSITY AVENUE PALO ALTO, CA 94301			X	

Signatures

Catherine Noyes, as Attorney-in-Fact for Arthur C.
Patterson

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) The reporting person is affiliated with the following entities, and with such entities is deemed to be a member of a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended: ACP Family Partnership L.P., Ellmore C. Patterson Partners, ACP 2007

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ACCEL-7 GRAT U/AD 4/2/07 and ACP 2007 ACCEL-10 GRAT U/A/D 4/2/07. The reporting person disclaims beneficial ownership of the securities held by such entities except to the extent his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (4) These shares are held directly by ACP Family Partnership L.P. Members of the reporting person's immediate family are beneficial holders of ACP Family Partnership L.P., and the reporting person may be deemed to exercise voting and investment power over such shares.
- (5) These shares are held directly by Ellmore C. Patterson Partners, L.P. The reporting person is a director of the general partner of Ellmore C. Patterson Partners L.P.
- (6) These shares are held directly by ACP 2007 Accel-7 GRAT U/A/D 4/2/07 of which the reporting person is the trustee.
- (7) These shares are held directly by ACP 2007 Accel-7 GRAT U/A/D 4/2/07 of which the reporting person is the trustee.
- (8) 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.
- (9) 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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