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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): September 15, 2022

T-MOBILE US, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-33409
(Commission
File Number)

20-0836269
(IRS Employer
Identification No.)

**12920 SE 38th Street
Bellevue, Washington**
(Address of principal executive offices)

98006-1350
(Zip Code)

Registrant's telephone number, including area code: (425) 378-4000

(Former Name or Former Address, if Changed Since Last Report):

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.00001 per share	TMUS	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.

On September 15, 2022, T-Mobile USA, Inc. (“T-Mobile USA”), a direct, wholly-owned subsidiary of T-Mobile US, Inc. (the “Company”), closed an underwritten public offering of \$1.25 billion in aggregate principal amount of its 5.200% Senior Notes due 2033 (the “2033 Notes”), \$1.00 billion in aggregate principal amount of its 5.650% Senior Notes due 2053 (the “2053 Notes”) and \$750 million in aggregate principal amount of its 5.800% Senior Notes due 2062 (the “2062 Notes” and, together with the 2033 Notes and the 2053 Notes, the “Notes”) pursuant to an underwriting agreement, dated as of September 12, 2022 (the “Underwriting Agreement”), with the several underwriters named therein, for which Barclays Capital Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC acted as representatives. The Notes were issued pursuant to an Indenture (the “Base Indenture”), dated as of September 15, 2022, among T-Mobile USA, the Company and Deutsche Bank Trust Company Americas, as trustee (the “Trustee”), as amended and supplemented by (i) a First Supplemental Indenture, dated as of September 15, 2022 (the “First Supplemental Indenture”), among T-Mobile USA, the Company, the other guarantors party thereto and the Trustee, with respect to the 2033 Notes, (ii) a Second Supplemental Indenture, dated as of September 15, 2022 (the “Second Supplemental Indenture”), among T-Mobile USA, the Company, the other guarantors party thereto and the Trustee, with respect to the 2053 Notes and (iii) a Third Supplemental Indenture, dated as of September 15, 2022 (the “Third Supplemental Indenture”), among T-Mobile USA, the Company, the other guarantors party thereto and the Trustee, with respect to the 2062 Notes (the Base Indenture, as amended and supplemented by each of the First Supplemental Indenture, the Second Supplemental Indenture and the Third Supplemental Indenture, each an “Indenture” and, collectively, the “Indentures”). The offering of the Notes was registered pursuant to an automatic shelf registration statement on Form S-3 that the Company, T-Mobile USA and certain guarantors filed with the SEC on September 28, 2020, as amended (File No. 333-249079).

T-Mobile USA’s obligations under the Notes will be guaranteed on a senior unsecured basis initially by the Company and certain wholly-owned subsidiaries, subject to release under the conditions provided in the Indenture.

The above description of the Underwriting Agreement and the Indentures is a summary only and is subject to, and qualified entirely by, the Underwriting Agreement, the Base Indenture, the First Supplemental Indenture, the Second Supplemental Indenture and the Third Supplemental Indenture, which are filed as Exhibits 1.1, 4.1, 4.2, 4.3 and 4.4, respectively, to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

The following exhibits are provided as part of this Current Report on Form 8-K:

(d) Exhibits:

Exhibit No.	Description
1.1	<u>Underwriting Agreement, dated September 12, 2022, among T-Mobile USA, Inc., T-Mobile US, Inc., the other guarantors party thereto and the several underwriters named in Schedule 1 thereto for which Barclays Capital Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC acted as representatives.</u>
4.1	<u>Indenture, dated as of September 15, 2022 by and among T-Mobile USA, Inc., the Company and Deutsche Bank Trust Company Americas, as trustee.</u>
4.2	<u>First Supplemental Indenture, dated as of September 15, 2022, by and among T-Mobile USA, Inc., the Guarantors (as defined therein) and Deutsche Bank Trust Company Americas, as trustee, including the Form of 5.200% Senior Note due 2033.</u>
4.3	<u>Second Supplemental Indenture, dated as of September 15, 2022, by and among T-Mobile USA, Inc., the Guarantors (as defined therein) and Deutsche Bank Trust Company Americas, as trustee, including the Form of 5.650% Senior Note due 2053.</u>
4.4	<u>Third Supplemental Indenture, dated as of September 15, 2022, by and among T-Mobile USA, Inc., the Guarantors (as defined therein) and Deutsche Bank Trust Company Americas, as trustee, including the Form of 5.800% Senior Note due 2062.</u>
5.1	<u>Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP.</u>
5.2	<u>Opinion of Polsinelli PC.</u>
5.3	<u>Opinion of McLane Middleton Professional Association</u>
23.1	<u>Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1).</u>
23.2	<u>Consent of Polsinelli PC (included in Exhibit 5.2).</u>
23.3	<u>Consent of McLane Middleton Professional Association (included in Exhibit 5.3)</u>
99.1	<u>Press release entitled “T-Mobile Announces Proposed Public Offering of Senior Notes.”</u>
99.2	<u>Press release entitled “T-Mobile Agrees to Sell \$3.0 Billion of Senior Notes.”</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

T-MOBILE US, INC.

September 15, 2022

/s/ Peter Osvaldik

Name: Peter Osvaldik
Title: Executive Vice President and
Chief Financial Officer