
**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 8, 2023



T-MOBILE US, INC.
(Exact name of registrant as specified in its 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

Not Applicable
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 6, 2023, T-Mobile US, Inc. (the “Company”) entered into a letter agreement (the “Ewens Letter Agreement”) with Peter Ewens, the Company’s Executive Vice President, Corporate Strategy & Development, setting forth certain benefits Mr. Ewens will be entitled to receive from the Company upon his retirement on February 1, 2024. When Mr. Ewens retires, he will be entitled to receive the following (subject to his timely execution and non-revocation of a release of claims in favor of the Company and continued compliance with certain restrictive covenants):

- a prorated portion of his annual short-term incentive award for the 2024 calendar year, based on target performance and prorated based on the number of days he is employed by the Company during such calendar year;
- his outstanding and unvested time-based restricted stock units (“RSUs”) shall remain outstanding and shall continue to vest and be paid in accordance with the terms of the applicable award agreements;
- his outstanding and unvested performance-based RSUs (“PRSUs”) shall remain outstanding and shall continue to vest and be paid in accordance with the terms of the applicable award agreements, with the number of PRSUs earned based on the lesser of (i) actual performance during the full performance period or (ii) actual performance during the portion of the performance period ending on the retirement date;
- Company-paid group medical and dental benefits for up to 18 months following retirement; and
- continued eligibility for the Company’s employee mobile service discount program.

Upon Mr. Ewens’ death or disability following his retirement, but prior to the last date on which any RSUs or PRSUs become vested in accordance with the Ewens Letter Agreement, his then-outstanding and unvested RSUs and PRSUs will vest in full (without pro-ration) as of the date of his death or disability, with the number of PRSUs earned based on target performance.

In addition, pursuant to the Ewens Letter Agreement, no additional RSUs or PRSUs will be granted to Mr. Ewens following the date of the Ewens Letter Agreement.

The Ewens Letter Agreement provides that Mr. Ewens must continue to comply with certain restrictive covenants for 12 months following his retirement date (or, if later, the last date on which any RSUs or PRSUs vest in accordance with the terms of the Ewens Letter Agreement).

The foregoing description of the Ewens Letter Agreement is qualified in its entirety by the full text of the Ewens Letter Agreement, a copy of which will be subsequently filed with the U.S. Securities and Exchange Commission.

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.

September 8, 2023

T-MOBILE US, INC.

/s/ Peter Osvaldik

Peter Osvaldik

Executive Vice President and Chief Financial Officer