T-Mobile US, Inc.
Form S-8 POS
January 22, 2018

As filed with the Securities and Exchange Commission on January 22, 2018

Registration No. 333-189095

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

T-MOBILE US, INC.

(Exact name of registrant as specified in its charter)

Delaware	**20-0836269**
	(I.R.S. Employer

(State or other jurisdiction of incorporation or organization) **Identification Number)**

12920 SE 38th Street

Bellevue, Washington 98006

(425) 378-4000

(Address of principal executive offices, including zip code)

LAYER3 TV, INC. 2013 STOCK PLAN

STOCK RESTRICTION AGREEMENTS BETWEEN LAYER3 TV, INC. AND CERTAIN EMPLOYEES

T-MOBILE US, INC. 2013 OMNIBUS INCENTIVE PLAN

(Full title of the plan)

J. Braxton Carter

12920 SE 38th Street

Bellevue, Washington 98006

(425) 378-4000

(Name, address and telephone number, including area code, of agent for service)

Copies to:

Joel H. Trotter

Latham & Watkins LLP

555 Eleventh Street, NW, Suite 1000

Washington, D.C. 20004

(202) 637-2200

Keith L. Halverstam

Latham & Watkins LLP

885 Third Avenue

New York, NY 10022

(212) 906-1200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated

filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-189095) (the Registration Statement) of T-Mobile US, Inc. (the Registrant), which was filed with the Securities and Exchange Commission on June 4, 2013. The Registration Statement registered 63,275,000 shares of the Registrant s Common Stock, $0.00001 par value per share, to be offered pursuant to the T-Mobile US, Inc. 2013 Omnibus Incentive Plan.

On November 9, 2017, a wholly owned subsidiary of the Registrant entered into the Agreement and Plan of Merger, by and among the subsidiary of the Registrant, Layer3 TV, Inc. (Layer3) and certain other parties named therein (the Merger Agreement) pursuant to which Layer3 would become a wholly owned subsidiary of the Registrant.

The purpose of this Post-Effective Amendment No. 1 is to add to the Registration Statement the following additional plans: (i) the Layer3 TV, Inc. 2013 Stock Plan, and (ii) stock restriction agreements between Layer3 and certain employees establishing restricted shares, both of which the Registrant will assume pursuant to the Merger Agreement. No additional securities are being registered hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description of Document
3.1	Fourth Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant s Current Report on Form 8-K filed on May 2, 2013).
3.2	Fifth Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant s Current Report on Form 8-K filed on May 2, 2013).
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in its opinion filed as Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
99.1	Layer3 TV, Inc. 2013 Stock Plan.
99.2	Stock Restriction Agreement between Layer3 TV, Inc. and David M. Fellows.
99.3	Stock Restriction Agreement between Layer3 TV, Inc. and Jeffrey T. Binder.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington on January 22, 2018.

T-MOBILE US, INC.

By: /s/ J. Braxton Carter
Name: J. Braxton Carter
Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director (Principal Executive Officer)	January 22, 2018
John J. Legere		
/s/ J. Braxton Carter	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	January 22, 2018
J. Braxton Carter		
/s/ Peter Osvaldik	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	January 22, 2018
Peter Osvaldik		
*	Chairman of the Board of Directors	January 22, 2018
Timotheus Höttges		
*	Director	January 22, 2018
W. Michael Barnes		
	Director	January 22, 2018
Thomas Dannenfeldt		
*	Director	January 22, 2018
Srikant M. Datar		

*	Director	January 22, 2018
Lawrence H. Guffey		
	Director	January 22, 2018
Bruno Jacobfeuerborn		
*	Director	January 22, 2018
Raphael Kübler		
*	Director	January 22, 2018
Thorsten Langheim		

*	Director	January 22, 2018
Teresa A. Taylor		
*	Director	January 22, 2018
Kelvin R. Westbrook		

* By the following, as attorney-in-fact:

/s/ J. Braxton Carter
J. Braxton Carter, attorney-in-fact