

SPRINT CORP  
Form S-4/A  
April 29, 2005  
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As filed with the Securities and Exchange Commission on April 28, 2005

Registration No. 333-123333

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## AMENDMENT NO. 1

TO

## FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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## SPRINT CORPORATION

(Exact name of registrant as specified in its charter)

**Kansas**  
(State or Other Jurisdiction of Incorporation or  
Organization)

**4813**  
(Primary Standard Industrial Classification  
Code Number)

**48-0457967**  
(I.R.S. Employer  
Identification No.)

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P.O. Box 7997

Shawnee Mission, Kansas 66207-0997

(800) 829-0965

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Claudia S. Toussaint, Esq.

Vice President, Corporate Governance and

Ethics, and Corporate Secretary

Sprint Corporation

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P.O. Box 7997

Shawnee Mission, Kansas 66207-0997

(913) 794-1513

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

*Copies to:*

<b>E. William Bates, II, Esq.</b> <b>King &amp; Spalding LLP</b> 1185 Avenue of the Americas New York, New York 10036 (212) 556-2100	<b>Robert I. Townsend, III, Esq.</b> <b>Cravath, Swaine &amp; Moore LLP</b> 825 Eighth Avenue Worldwide Plaza New York, New York 10019 (212) 474-1000	<b>Leonard J. Kennedy, Esq.</b> <b>Senior Vice President and General Counsel</b> Nextel Communications, Inc. 2001 Edmund Halley Drive Reston, Virginia 20191 (703) 433-4000	<b>Robert A. Profusek, Esq.</b> <b>Jones Day</b> 222 East 41st Street New York, New York 10017 (212) 326-3939	<b>Toby S. Myerson, Esq.</b> <b>Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP</b> 1285 Avenue of the Americas New York, New York 10019 (212) 373-3000
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**Approximate date of commencement of proposed sale to the public:** At the effective time of the merger referred to herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price<sup>(4)</sup></b>	<b>Amount of registration fee<sup>(5)</sup></b>
FON common stock, series 1, par value \$2.00 per share, including the associated preferred stock purchase rights	1,469,111,101 <sup>(1)</sup>	N/A	\$ 32,693,372,416	\$ 3,848,010
Non-voting common stock, par value \$0.01, including the associated preferred stock purchase rights	38,558,000 <sup>(2)</sup>	N/A	\$ 249,064,694	\$ 29,315
Ninth series zero coupon convertible preferred stock due 2013, no par value	245,245 <sup>(3)</sup>	N/A	\$ 107,687,815	\$ 12,675
Total registration fee				\$ 3,890,000

(1) Based on the estimated number of shares of FON common stock issuable to holders of class A common stock, par value \$0.001 per share, of Nextel. Upon completion of the merger this stock will be issued as series 1 common stock, par value \$2.00, of Sprint Nextel Corporation.

(2) Based upon the product of (i) 29,660,000, the outstanding number of shares of Nextel class B common stock, par value \$0.001, and (ii) 1.30.

(3) Based upon the outstanding number of shares of the zero coupon convertible preferred stock due 2013, par value \$0.01, of Nextel.

(4) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act, and calculated pursuant to Rules 457(f)(1), 457(f)(2) and 457(f)(3) under the Securities Act.

(5) Previously paid prior to the filing of the registration statement on March 15, 2005.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**



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**The information in this joint proxy statement/prospectus is not complete and may be changed. Sprint Corporation may not sell these securities until the registration statement filed with the Securities and Exchange Commission, of which this joint proxy statement/prospectus is a part, is declared effective. This joint proxy statement/prospectus is not an offer to sell these securities and Sprint is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**Subject to Completion, dated April 28, 2005**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

As we previously announced, the boards of directors of Sprint Corporation and Nextel Communications, Inc. have each unanimously approved a strategic merger, combining Sprint and Nextel in what we intend to be a merger of equals. When the merger is completed, Sprint will change its name to Sprint Nextel Corporation and the Sprint Nextel common stock will be quoted on the New York Stock Exchange, which we refer to as the NYSE. Existing shares of Sprint capital stock will remain outstanding. Each share of Nextel class A common stock and Nextel class B common stock will be converted into shares of Sprint Nextel common stock and Sprint Nextel non-voting common stock, respectively, and a small per share amount of cash, with a total value per share expected to equal 1.3 shares of Sprint Nextel common stock. The aggregate amount of cash that will be paid to Nextel stockholders is limited to \$2.8 billion. This limit could result in the total value per share of the consideration received by holders of Nextel common stock being less than the value of 1.3 shares of Sprint Nextel common stock. Nextel preferred stock will be converted into Sprint Nextel preferred stock.

In the merger, Sprint expects to issue up to approximately 1.5 billion shares of Sprint Nextel series 1 common stock, up to approximately 38.5 million shares of Sprint Nextel non-voting common stock (convertible under certain circumstances into the same number of shares of Sprint Nextel series 1 common stock) and 245,245 shares of Sprint Nextel ninth series preferred stock (convertible into approximately 6 million shares of Sprint Nextel series 1 common stock).

Sprint and Nextel expect to spin off Sprint's local telecommunications business after the merger is completed. In order to facilitate the spin-off on a tax-free basis, the exact allocation of cash and shares of Sprint Nextel common stock that Nextel common stockholders will receive will be adjusted as of the time the merger is completed to ensure that former Nextel stockholders will own slightly less than 50% of Sprint Nextel. Among other things, additional issuances of stock by Nextel that are not offset by issuances of stock by Sprint would lead to adjustments in this allocation of cash and shares. As a result, Sprint and Nextel stockholders will not know at the time of their respective annual meetings the number of shares and amount of cash that the Nextel stockholders will receive in the merger.

On \_\_\_\_\_, 2005, the closing sales price of Sprint's FON common stock, series 1, which trades on the NYSE under the symbol FON, was \$ \_\_\_\_\_ per share, and the last reported sales price of Nextel's class A common stock, which trades on the Nasdaq National Market under the symbol NXTL, was \$ \_\_\_\_\_ per share.

**For a discussion of the risks relating to the merger, see Risk Factors beginning on page 27.**

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Annual meetings of Sprint's and Nextel's stockholders are being held to approve the transactions contemplated by the merger agreement. Each company's stockholders will also elect directors and act on other matters normally considered at each company's annual meeting. Information about these meetings and the merger is contained in this joint proxy statement/prospectus. We encourage you to read this entire joint proxy statement/prospectus carefully, as well as the annexes and information incorporated by reference.

The Sprint board of directors unanimously recommends that the Sprint stockholders vote *for* the proposals to amend and restate Sprint's articles of incorporation and to approve the issuance of Sprint series 1 common stock, non-voting common stock and ninth series preferred stock, all of which are necessary to effect the merger. The Nextel board of directors unanimously recommends that the Nextel stockholders vote *for* the proposal to adopt the merger agreement.

Gary D. Forsee  
Chairman and Chief Executive Officer  
Sprint Corporation

Timothy M. Donahue  
President and Chief Executive Officer  
Nextel Communications, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger described in this joint proxy statement/prospectus or the securities to be issued pursuant to the merger or determined that this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated \_\_\_\_\_, 2005 and, together with the accompanying proxy card and annual report for the applicable company, is first being mailed to Sprint and Nextel stockholders on or about \_\_\_\_\_, 2005.

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**SPRINT CORPORATION**

**6200 Sprint Parkway**

**Overland Park, Kansas 66251**

*www.sprint.com*

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**Notice of Annual Meeting of Stockholders**

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***Time:***

9:00 a.m. (Central Daylight Time) on \_\_\_\_\_, 2005

***Place:***

[To Come]

A map showing the location of the meeting is printed on Annex K to this joint proxy statement/prospectus.

***Purpose:***

To adopt the amendment to Sprint's articles of incorporation to increase the number of authorized shares of Sprint series 1 common stock in connection with the merger;

To adopt the Sprint Nextel amended and restated articles of incorporation to create a class of non-voting common stock and the ninth series preferred stock, change the name of the FON common stock, series 1 and series 2 to series 1 common stock and series 2 common stock, respectively, delete references to the PCS common stock, change Sprint's name to Sprint Nextel Corporation and make other clarifying changes reflected in the Sprint Nextel amended and restated articles of incorporation, which are attached as Annex G to this joint proxy statement/prospectus, in connection with the merger;

To approve the issuance of Sprint Nextel series 1 common stock, non-voting common stock and ninth series preferred stock pursuant to the Agreement and Plan of Merger, dated as of December 15, 2004, among Sprint, Nextel and a wholly owned subsidiary of Sprint, a copy of which is attached as Annex A to this joint proxy statement/prospectus, pursuant to which Nextel will become a wholly owned subsidiary of Sprint;

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To approve any motion to adjourn the Sprint annual meeting to another time or place, if necessary, to solicit additional proxies if there are insufficient votes at the time of the Sprint annual meeting to approve the proposals related to the merger;

To elect eight directors to serve for a term of one year;

To ratify the appointment of KPMG LLP as Sprint's independent registered public accounting firm for 2005;

To vote on one stockholder proposal if presented at the meeting; and

To conduct any other business that properly comes before the meeting and any adjournment or postponement of the meeting.

This joint proxy statement/prospectus, including the annexes, contains further information with respect to the business to be transacted at the Sprint annual meeting.

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***Record Date:***

Sprint stockholders of record on \_\_\_\_\_, 2005 may vote at the Sprint annual meeting.

**Your vote is important. Whether or not you plan to attend the annual meeting, please promptly complete and return your proxy card in the enclosed envelope, or authorize the individuals named on your proxy card to vote your shares by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card.**

By order of the Board of Directors,

Overland Park, Kansas  
, 2005

Claudia S. Toussaint  
Vice President,  
Corporate Governance and  
Ethics, and Corporate Secretary



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**Nextel Communications, Inc.**

**2001 Edmund Halley Drive**

**Reston, Virginia 20191**

*www.nextel.com*

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**Notice of Annual Meeting of Stockholders**

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***Time:***

10:00 a.m. local time on \_\_\_\_\_, 2005

***Place:***

[To Come]

A map showing the location of the meeting is printed on Annex L to this joint proxy statement/ prospectus.

***Purpose:***

To adopt the Agreement and Plan of Merger, dated as of December 15, 2004, among Sprint, Nextel and a wholly owned subsidiary of Sprint that was created to complete the merger of Nextel with the subsidiary, a copy of which is attached as Annex A to this joint proxy statement/prospectus;

To approve any motion to adjourn the Nextel annual meeting to another time or place, if necessary, to solicit additional proxies if there are insufficient votes at the time of the Nextel annual meeting to approve the merger proposal;

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To elect three directors, Timothy M. Donahue, Frank M. Drendel and William E. Kennard, each for a three-year term ending 2008;

To ratify the appointment of Deloitte & Touche LLP as Nextel's independent registered public accounting firm for 2005;

To adopt the Amended and Restated Incentive Equity Plan, a copy of which is attached as Annex J to this joint proxy statement/prospectus; and

To conduct any other business that properly comes before the annual meeting and any adjournment or postponement of the meeting.

### ***Record Date:***

Nextel stockholders of record as of \_\_\_\_\_, 2005 may vote at the Nextel annual meeting.

Nextel stockholders have the right to dissent from the merger and seek appraisal of their shares. In order to assert dissenters' rights, Nextel stockholders must comply with the requirements of Delaware law as described under "The Merger Appraisal Rights" beginning on page 76.

**Your vote is important. Whether or not you plan to attend the annual meeting, please promptly complete and return your proxy card in the enclosed envelope, or authorize the individuals named on your proxy card to vote your shares by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card.**

By order of the Board of Directors,

Reston, Virginia  
, 2005

William E. Conway  
Chairman of the Board of Directors

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**THIS JOINT PROXY STATEMENT/PROSPECTUS INCORPORATES**

**ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates important business and financial information about Sprint and Nextel from other documents filed with the Securities and Exchange Commission, which we refer to as the SEC, that are not included in or delivered with this joint proxy statement/prospectus. For a listing of the documents incorporated by reference into this joint proxy statement/prospectus, see *Where You Can Find More Information* beginning on page 225.

You may obtain documents incorporated by reference into this joint proxy statement/prospectus, without charge, by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Sprint Corporation  
6200 Sprint Parkway  
Overland Park, Kansas 66251  
Mailstop: KSOPHF0102-1B322  
Attn: Investor Relations  
Telephone: (800) 259-3755, Option 1

Nextel Communications, Inc.  
2001 Edmund Halley Drive  
Reston, Virginia 20191  
Attn: Investor Relations  
Telephone: (703) 433-4300

You may also obtain documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from D.F. King & Co., Inc., Sprint's proxy solicitor, or Georgeson Shareholder Communications, Inc., Nextel's proxy solicitor, at the following addresses and telephone numbers:

**D.F. King & Co., Inc.**

48 Wall Street  
New York, New York 10005  
Bankers and brokers call (212) 269-5550 (collect)  
Others call (800) 578-5378 (toll-free)

17 State Street  
New York, New York 10004  
(212) 440-9800 (collect)  
(877) 278-9673 (toll-free)

To receive timely delivery of the documents before your annual meeting, you must request them no later than \_\_\_\_\_, 2005 to receive them before the Sprint annual meeting and by \_\_\_\_\_, 2005 to receive them before the Nextel annual meeting.

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