

T-MOBILE PCS HOLDINGS LLC  
Form 424B5  
March 29, 2016  
Table of Contents

**Filed Pursuant to Rule 424(b)(5)  
Registration Number 333-192178**

**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are part of an effective registration statement filed with the Securities and Exchange Commission under the Securities Act of 1933. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.**

**Subject to Completion, dated March 29, 2016**

**PRELIMINARY PROSPECTUS SUPPLEMENT**

(To Prospectus Dated November 7, 2013)

**\$1,000,000,000**

**T-Mobile USA, Inc.**

**% Senior Notes due**

T-Mobile USA, Inc. (the Issuer) is offering \$1,000,000,000 aggregate principal amount of its % Senior Notes due (the notes). The Issuer intends to use the net proceeds from this offering for the purchase of 700 MHz A-block spectrum and other spectrum purchases. See Use of Proceeds.

The notes will bear interest at a rate of % per year and mature on , . The Issuer will pay interest on the notes on each and , commencing , 2016.

The notes will be redeemable, in whole or in part, at any time on or after , and at the redemption prices specified under Description of Notes Optional Redemption plus accrued and unpaid interest to, but not including, the redemption date. The Issuer may redeem up to 35% of the aggregate principal amount of the notes prior to , 2019 with the net cash proceeds from certain equity offerings. The Issuer also may redeem the notes prior to the date

specified under Description of Notes Optional Redemption at a specified make-whole redemption price plus accrued and unpaid interest to, but not including, the redemption date.

If the Issuer experiences certain change of control triggering events, the Issuer will be required to offer to repurchase the notes at a repurchase price equal to 101% of the principal amount, plus accrued and unpaid interest to, but not including, the repurchase date. See Description of Notes Repurchase at the Option of Holders Change of Control Triggering Event.

The Issuer's obligations under the notes will initially be guaranteed by the Issuer's corporate parent, T-Mobile US, Inc. (Parent), and all of the Issuer's wholly-owned domestic restricted subsidiaries (excluding certain designated special purpose entities, a certain reinsurance subsidiary and immaterial subsidiaries), all of the Issuer's restricted subsidiaries that guarantee certain of its indebtedness, and any future subsidiary of Parent that directly or indirectly owns any of the Issuer's equity interests.

The notes and the guarantees will be the Issuer's and the guarantors' unsubordinated unsecured obligations and will rank equally in right of payment with all of the Issuer's and the guarantors' existing and future indebtedness and other liabilities that are not by their terms subordinated in right of payment to the notes and the guarantees, including the Issuer's Existing Senior Notes (as defined herein) and the Term Loans (as defined under Description of Other Indebtedness and Certain Lease Obligations Term Loan Credit Agreement), and will rank senior in right of payment to any future indebtedness of the Issuer or any guarantor that provides by its terms that it is subordinated in right of payment to the notes and the guarantees. The notes and the guarantees will be effectively subordinated to all of the Issuer's and the guarantors' existing and future secured indebtedness, including the Term Loans, to the extent of the assets securing such indebtedness, and will be structurally subordinated to all of the liabilities and preferred stock of any of the Issuer's subsidiaries that do not guarantee the notes.

**Investing in the notes involves risks. See Risk Factors beginning on page S-12 of this prospectus supplement. You should also consider the risk factors described in the documents incorporated by reference into the accompanying prospectus.**

	Per note
Public Offering Price	%
Total	\$
Proceeds to T-Mobile USA, Inc. <sup>(1)</sup>	\$

(1) Before expenses. The underwriting discount is % of the principal amount thereof, resulting in total underwriting discounts of \$ for the notes.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

We do not intend to apply for the notes to be listed on any securities exchange or to arrange for the notes to be quoted on any quotation system. Currently, there is no public market for the notes.

The underwriters are offering the notes as set forth under Underwriting. Delivery of the notes is expected to be made in New York, New York on or about , 2016 through the facilities of The Depository Trust Company.

*Joint Book-Running Managers*

**Deutsche Bank Securities  
Barclays**

**Citigroup**

**J.P. Morgan  
Goldman, Sachs & Co.**

*Co-Managers*

**Credit Suisse**

**Morgan Stanley**

**RBC Capital Markets**

**The date of this prospectus supplement is March , 2016.**

**Table of Contents****TABLE OF CONTENTS****Prospectus supplement**

<u>About this Prospectus Supplement</u>	S-ii
<u>Cautionary Note Regarding Forward-Looking Statements</u>	S-iii
<u>Summary</u>	S-1
<u>Risk Factors</u>	S-12
<u>Use of Proceeds</u>	S-19
<u>Capitalization</u>	S-20
<u>Ratio of Earnings to Fixed Charges</u>	S-21
<u>Selected Historical Consolidated Financial Data</u>	S-22
<u>Description of Other Indebtedness and Certain Lease Obligations</u>	S-24
<u>Description of Notes</u>	S-30
<u>Certain U.S. Federal Income Tax Considerations</u>	S-82
<u>Underwriting</u>	S-86
<u>Legal Matters</u>	S-89
<u>Experts</u>	S-89
<u>Where You Can Find More Information</u>	S-89
<u>Information Incorporated by Reference</u>	S-89

**Prospectus**

<u>About this Prospectus</u>	1
<u>About Us</u>	2
<u>Risk Factors</u>	4
<u>Where You Can Find More Information</u>	5
<u>Information Incorporated by Reference</u>	5
<u>Cautionary Note Regarding Forward-Looking Statements</u>	6
<u>Use of Proceeds</u>	8
<u>Ratio of Earnings to Fixed Charges</u>	9
<u>Description of Debt Securities and Guarantees of Debt Securities</u>	10
<u>Description of Capital Stock</u>	12
<u>Selling Securityholders</u>	19
<u>Plan of Distribution</u>	20
<u>Legal Matters</u>	22
<u>Experts</u>	22

Neither we nor the underwriters have authorized any other person to provide you with information different from that contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus or in any free writing prospectus that we may provide to you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give. We are offering to sell and are seeking offers to buy the notes only in jurisdictions where offers and sales are permitted. The information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus is accurate only as of the date such information is presented regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or any sale of the notes. Our business, financial condition, results of operations and prospects may have

changed since such date.

S-i

**Table of Contents**

**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of the notes and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. To the extent there is a conflict between the information contained in the accompanying prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement; provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying prospectus or this prospectus supplement the statement in the document having the later date modifies or supersedes the earlier statement.

As permitted by the rules and regulations of the Securities and Exchange Commission (the SEC), the registration statement of which the accompanying prospectus forms a part includes additional information not contained in this prospectus supplement. You may read the registration statement and the other reports we file with the SEC at the SEC's website or at the SEC's offices described below under the heading Where You Can Find More Information.

You should read this prospectus supplement along with the accompanying prospectus and the documents incorporated by reference carefully before you decide whether to invest. These documents contain important information you should consider when making your investment decision. This prospectus supplement contains information about the securities offered in this offering and may add, update or change information in the accompanying prospectus.

In this prospectus supplement, unless stated otherwise or the context indicates otherwise, references to T-Mobile, the Company, our Company, we, our, ours and us refer to T-Mobile US, Inc. together with its direct and indirect restricted subsidiaries, including T-Mobile USA, Inc. References to the Issuer and T-Mobile USA refer to T-Mobile USA, Inc. only. The Issuer's corporate parent is T-Mobile US, Inc., which we refer to in this prospectus supplement as T-Mobile US or Parent. T-Mobile US, Inc. has no operations separate from its investment in the Issuer. Accordingly, unless otherwise noted, all of the business and financial information in this prospectus supplement, including the factors identified under Risk Factors beginning on page S-12 is presented on a consolidated basis for T-Mobile.

Market data and other statistical information used in this prospectus supplement or the accompanying prospectus or incorporated by reference into this prospectus supplement are based on independent industry publications, government publications, reports by market research firms and other published independent sources. Some data is also based on our good faith estimates, which we derive from our review of internal surveys and independent sources. Although we believe these sources are reliable, we have not independently verified the information. We neither guarantee its accuracy nor undertake a duty to provide or update such data in the future.

This prospectus supplement, the accompanying prospectus or the documents incorporated by reference into this prospectus supplement or the accompanying prospectus may include trademarks, service marks and trade names owned by us or other companies. All trademarks, service marks and trade names included or incorporated by reference in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference into this prospectus supplement or the accompanying prospectus are the property of their respective owners.

**Table of Contents**

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this prospectus supplement, the accompanying prospectus, any related free writing prospectus, the documents incorporated by reference and our other public statements include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, including information concerning our future results of operations, are forward-looking statements. These forward-looking statements are generally identified by the words anticipate, believe, estimate, expect, may, could or similar expressions. Forward-looking statements are based on current expectations and assumptions, which are subject to risks and uncertainties and may cause actual results to differ materially from the forward-looking statements. The following important factors, along with the factors identified under Risk Factors and the risk factors incorporated by reference herein, could affect future results and cause those results to differ materially from those expressed in the forward-looking statements:

adverse conditions in the U.S. and international economies or disruptions to the credit and financial markets;

competition in the wireless services market;

challenges in implementing our business strategies or funding our wireless operations, including payment for additional spectrum, network upgrades and technological advancements;

the possibility that we may be unable to renew our spectrum licenses on attractive terms or acquire new spectrum licenses at reasonable costs and terms;

difficulties in managing growth in wireless data services, including network quality;

material changes in available technology;

the timing, scope and financial impact of our deployment of advanced network and business technologies;

the impact on our networks and business from major technology equipment failures;

breaches of our and/or our third party vendors' networks, information technology and data security;

natural disasters, terrorist attacks or similar incidents;

existing or future litigation;

any changes in the regulatory environments in which we operate, including any increase in restrictions on the ability to operate our networks;

any disruption of our key suppliers provisioning of products or services;

material adverse changes in labor matters, including labor negotiations or additional organizing activity, and any resulting financial and/or operational impact;

the ability to make payments on our debt or to repay our existing indebtedness when due;

adverse change in the ratings of our debt securities by nationally accredited rating organizations or adverse conditions in the credit markets affecting the cost, including interest rates, and/or availability of further financing;

changes in accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings; and,

changes in tax laws, regulations and existing standards and the resolution of disputes with any taxing jurisdictions.

Additional information concerning these and other risk factors is contained in the section titled "Risk Factors" in this prospectus supplement.



**Table of Contents**

Forward-looking statements in this prospectus supplement, the accompanying prospectus, any related free writing prospectus or the documents incorporated by reference speak only as of the date of this prospectus supplement or the applicable document referred to or incorporated by reference (or such earlier date as may be specified in the applicable document), as applicable, are based on assumptions and expectations as of such dates, and involve risks, uncertainties and assumptions, many of which are beyond our ability to control or predict, including the factors above. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. For more information, see the section entitled **Where You Can Find More Information**. The results presented for any period may not be reflective of results for any subsequent period.

You should carefully read and consider the cautionary statements contained or referred to in this section in connection with any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our behalf, and all future written and oral forward-looking statements attributable to us are expressly qualified in their entirety by the foregoing cautionary statements.

S-iv

**Table of Contents****SUMMARY**

*The following summary highlights selected information about us contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information you should consider before deciding whether to invest in the notes. You should review this entire prospectus supplement and the accompanying prospectus carefully, including the risks of investing in the notes described under the heading *Risk Factors* beginning on page S-12 in this prospectus supplement, as well as our consolidated financial statements and notes thereto and other information incorporated by reference in this prospectus supplement and the accompanying prospectus.*

**Our Company**

We are the Un-carrier . Un-satisfied with the status quo. Un-afraid to innovate. T-Mobile is the fastest growing wireless company in the U.S. based on customer growth in 2015. T-Mobile provides wireless communications services, including voice, messaging and data, to over 63 million customers in the postpaid, prepaid and wholesale markets. The Un-carrier proposition is an approach that seeks to listen to the customer, address their pain points, bring innovation to the industry and improve the wireless experience for all. In practice, this means offering our customers a great service on a nationwide 4G Long-Term Evolution ( LTE ) network, offering devices when and how our customers want them, and providing plans that are simple, affordable and without unnecessary restrictions. Going forward, we will continue to listen and respond to our customers, refine and improve the Un-carrier proposition and deliver the best value experience in the industry.

We generate revenue by offering affordable wireless communication services to our postpaid, prepaid and wholesale customers, as well as a wide selection of wireless devices and accessories. Our most significant expenses are related to acquiring and retaining high-quality customers, providing a full range of devices, compensating employees, and operating and expanding our network. We provide service, devices and accessories across our flagship brands, T-Mobile and MetroPCS, through our owned and operated retail stores, third party distributors and our websites.

**Recent Developments**

On March 6, 2016, the Issuer entered into a purchase agreement with Deutsche Telekom AG ( Deutsche Telekom ) pursuant to which the Issuer has agreed to issue and sell to Deutsche Telekom \$2.0 billion aggregate principal amount of its 5.300% Senior Notes due 2021 (the 5.300% senior notes ) for an aggregate purchase price of \$2.0 billion. Subject to certain limited and customary closing conditions (which closing conditions do not include the absence of a material adverse change), the closing of the issuance and sale of the 5.300% senior notes is scheduled to occur on a date determined by the Issuer that may not be later than December 7, 2016. The Issuer may elect not to issue the 5.300% senior notes and can terminate the commitment under the purchase agreement at any time on or prior to November 30, 2016 subject to the Issuer reimbursing Deutsche Telekom for the cost of its hedging arrangements (if any) related to the transaction. Pursuant to the purchase agreement, we are required to use the proceeds from the sale of the 5.300% senior notes (i) for acquisitions of low-band spectrum, (ii) if the proceeds are not needed for acquisitions of low-band spectrum, for refinancing of debt (other than certain of the Issuer s debt held by Deutsche Telekom) and (iii) if the proceeds are not needed for acquisitions of low-band spectrum or refinancing of debt, for general corporate purposes. The 5.300% senior notes, if issued, will bear interest at a rate of 5.300% per year, will pay interest on a semiannual basis, will mature on March 15, 2021, will have the benefit of guarantees from the same entities that are guarantors of the Issuer s Existing Senior Notes and, other than interest rate, maturity date, and optional redemption pricing, will have substantially the same terms as the Issuer s Existing Senior Notes. See Description of Other Indebtedness and Certain Lease Obligations Deutsche Telekom Commitment to Purchase Additional Notes.

S-1

**Table of Contents**

**Corporate Information**

Our corporate headquarters and principal executive offices are located at 12920 SE 38th Street, Bellevue, Washington 98006. Our telephone number is (425) 378-4000. We maintain a website at [www.T-Mobile.com](http://www.T-Mobile.com) where our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports are available without charge, as soon as reasonably practicable following the time they are filed with or furnished to the SEC. The information on or accessible through our website is not incorporated into or part of this prospectus supplement (except as set forth under Information Incorporated by Reference ).

This prospectus supplement and the accompanying prospectus may include trademarks, service marks and trade names owned by us or other companies. All trademarks, service marks and trade names included in this prospectus supplement and the accompanying prospectus are the property of their respective owners.

**Ownership and Corporate Structure**

The diagram below illustrates our current ownership and corporate structure:

- (1) Intermediate holding companies not shown.
- (2) See Description of Other Indebtedness and Certain Lease Obligations.
- (3) In addition to the Issuer's Existing Senior Notes, the Issuer has agreed to issue and sell to Deutsche Telekom \$2.0 billion aggregate principal amount of its 5.300% senior notes. Subject to certain limited and customary closing conditions (which closing conditions do not include the absence of a material adverse change), the closing of the issuance and sale of the 5.300% senior notes is scheduled to occur on a date determined by the

**Table of Contents**

- Issuer that may not be later than December 7, 2016. The 5.300% senior notes, if issued, will have the benefit of guarantees from the same entities that are guarantors of the Issuer's Existing Senior Notes and, other than interest rate, maturity date, and optional redemption pricing, will have substantially the same terms as the Issuer's Existing Senior Notes. See Description of Other Indebtedness and Certain Lease Obligations Deutsche Telekom Commitment to Purchase Additional Notes.
- (4) Certain subsidiaries of the Issuer will not guarantee the notes. See Description of Notes Brief Description of the Notes and the Note Guarantees The Note Guarantees. As of December 31, 2015, the Issuer's subsidiaries that will not guarantee the notes had approximately \$1.4 billion of total assets (excluding receivables due from the Issuer and its guarantor subsidiaries) and \$2.6 billion in indebtedness, other liabilities and preferred stock (excluding payables due to the Issuer and its guarantor subsidiaries).

**Table of Contents**

**THE OFFERING**

<b>Issuer</b>	T-Mobile USA, Inc.
<b>Securities</b>	\$1,000,000,000 aggregate principal amount of % Senior Notes due .
<b>Maturity</b>	The notes will mature on , .
<b>Interest Payment Dates</b>	and of each year, beginning on , 2016.
<b>Optional Redemption</b>	<p>The Issuer may, at its option, redeem some or all of the notes at any time on or after , at the fixed redemption prices described in the section Description of Notes Optional Redemption, plus accrued and unpaid interest, if any, to, but not including, the redemption date.</p> <p>Prior to , the Issuer may, at its option, redeem some or all of the notes at a make-whole price, plus accrued and unpaid interest, to, but not including, the redemption date.</p> <p>In addition, prior to , 2019, the Issuer may, at its option, redeem up to 35% of the aggregate principal amount of the notes with the net cash proceeds of certain sales of equity securities or certain contributions to its equity at the redemption prices described in the section Description of Notes Optional Redemption, plus accrued and unpaid interest, if any, to, but not including, the redemption date.</p>
<b>Ranking</b>	<p>The notes will be the Issuer's general unsecured, unsubordinated obligations. Accordingly, they will rank:</p> <p>senior in right of payment to any future subordinated indebtedness of the Issuer to the extent that such indebtedness provides by its terms that it is subordinated to the notes;</p> <p>equally in right of payment with any of the Issuer's existing and future indebtedness and other liabilities that are not by their terms subordinated in right of payment to the notes, including, without</p>

limitation, the Term Loans under the Term Loan Credit Agreement, \$23.2 billion aggregate principal amount of outstanding 5.250% Senior Notes due 2018, 6.464% Senior Notes due 2019, Senior Reset Notes due 2019, 6 <sup>5</sup>/<sub>8</sub>% Senior Notes due 2020, 6.542% Senior Notes due 2020, Senior Reset Notes due 2020, 6.250% Senior Notes due 2021, 6.633% Senior Notes due 2021, Senior Reset Notes due 2021, 6.125% Senior Notes Due 2022, 6.731% Senior Notes due 2022, Senior Reset Notes due 2022, 6.625% Senior Notes due 2023, 6.836% Senior Notes due 2023, Senior Reset Notes due 2023 (which have an interest rate of 5.950% that is scheduled to reset in April 2016), 6.000% Senior Notes due 2023, 6.500% Senior Notes due 2024, 6.375% Senior Notes due 2025 and 6.500% Senior Notes due 2026 (collectively, the Existing Senior Notes ) and, if issued, the 5.300% senior notes;

S-4

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**Table of Contents**

effectively subordinated to the Issuer's existing and future secured indebtedness, including the Term Loans under the Term Loan Credit Agreement to the extent of the value of the Issuer's assets constituting collateral securing that indebtedness; and

structurally subordinated to any existing and future indebtedness and other liabilities and preferred stock of the Issuer's non-guarantor subsidiaries.

Assuming that on December 31, 2015, we had completed the offering of the notes, we would have had approximately \$29.9 billion of outstanding indebtedness, including \$24.2 billion of outstanding indebtedness under the Issuer's Existing Senior Notes and the notes offered hereby, \$2.0 billion of outstanding secured indebtedness under the Term Loan Credit Agreement and approximately \$2.7 billion in tower obligations relating to the Tower Transactions (as defined under Description of Other Indebtedness and Certain Lease Obligations Tower Transactions). The notes would be effectively subordinated to this secured debt to the extent of the value of the assets constituting collateral securing this secured debt. In addition to the Issuer's Existing Senior Notes, the Issuer has agreed to issue and sell to Deutsche Telekom \$2.0 billion aggregate principal amount of its 5.300% senior notes. Subject to certain limited and customary closing conditions (which closing conditions do not include the absence of a material adverse change), the closing of the issuance and sale of the 5.300% senior notes is scheduled to occur on a date determined by the Issuer that may not be later than December 7, 2016.

**Note Guarantees**

The notes will be guaranteed by Parent, the Issuer's wholly-owned domestic restricted subsidiaries (other than certain designated special purpose entities, a certain reinsurance subsidiary and immaterial subsidiaries), all of the Issuer's restricted subsidiaries that guarantee certain of its indebtedness, and any future subsidiary of Parent that directly or indirectly owns any equity interests of the Issuer. See Description of Notes Brief Description of the Notes and the Note Guarantees The Note Guarantees. Each guarantee of the notes will be an unsecured, unsubordinated obligation of that guarantor and will rank:

senior in right of payment to any future subordinated indebtedness of that guarantor to the extent that such indebtedness provides by its terms that it is subordinated in right of payment to such guarantor's guarantee of the notes;



equally in right of payment with any existing and future indebtedness and other liabilities of that guarantor that are not by their terms subordinated to the notes, including, without limitation, any guarantees of the Term Loans under the Term Loan Credit Agreement, the Issuer's Existing Senior Notes and, if issued, the 5.300% senior notes;

S-5

**Table of Contents**

effectively subordinated to that guarantor's existing and future secured indebtedness, including its guarantee of the Term Loans under the Term Loan Credit Agreement to the extent of the value of the assets of such guarantor constituting collateral securing that indebtedness; and

structurally subordinated to all of the liabilities and preferred stock of any subsidiaries of such guarantor that do not guarantee the notes.

As of December 31, 2015, the Issuer's subsidiaries that will not guarantee the notes had approximately \$1.4 billion of total assets (excluding receivables due from the Issuer and its guarantor subsidiaries) and \$2.6 billion in indebtedness, other liabilities and preferred stock (excluding payables due to the Issuer and its guarantor subsidiaries).

**Certain Covenants**

The indenture governing the notes will contain covenants that, among other things, limit the ability of the Issuer and its restricted subsidiaries to:

incur more debt;

pay dividends and make distributions;

make certain investments;

repurchase stock;

create liens or other encumbrances;

enter into transactions with affiliates;

enter into agreements that restrict dividends or distributions from subsidiaries; and

merge, consolidate or sell, or otherwise dispose of, substantially all of their assets.

These covenants will be subject to a number of important limitations and exceptions that are described later in this prospectus supplement under the caption Description of Notes Certain Covenants. If the notes are assigned an investment grade rating by at least two of Standard & Poor's Rating Services (Standard & Poor's), Moody's Investors Service, Inc. (Moody's) and Fitch Ratings, Inc. (Fitch) and no default has occurred or is continuing, certain covenants will cease to apply and will not be later reinstated even if the rating of the notes should subsequently decline. See Description of Notes Certain Covenants Changes in Covenants When Notes Rated Investment Grade.

**Asset Sale Proceeds**

If the Issuer or its restricted subsidiaries engage in certain types of asset sales, the Issuer generally must use the net cash proceeds from the sale either to make investments in its business (through capital expenditures, acquisitions or otherwise) or to repay permanently debt

**Table of Contents**

under credit facilities, including the Term Loan Credit Agreement, or secured by assets sold within a certain period of time after such sale; otherwise the Issuer must make an offer to purchase, on a pro rata basis, a principal amount of the notes and other *pari passu* indebtedness equal to the excess net cash proceeds. The purchase price of the notes would be 100% of their principal amount, plus accrued and unpaid interest, to, but not including, the repurchase date. See Description of Notes Repurchase at the Option of Holders Asset Sales.

**Change of Control Triggering Event**

If the Issuer experiences certain change of control triggering events, the Issuer must make an offer to each holder to repurchase the notes at a price in cash equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to, but not including, the purchase date. See Description of Notes Repurchase at the Option of Holders Change of Control Triggering Event.

**Use of Proceeds**

We expect to use the net proceeds from this offering for the purchase of 700 MHz A-block spectrum and other spectrum purchases. See Use of Proceeds.

**Absence of Public Market for the Notes**

The notes will be a new class of security and there is currently no established trading market for the notes. The underwriters have advised us that certain underwriters intend to make a market in the notes. However, they are not obligated to do so and they may discontinue any market making at any time in their sole discretion. As a result, a liquid market for the notes may not be available if you wish to sell your notes. We do not intend to apply for a listing or quotation of the notes on any securities exchange or any automated dealer quotation system.

**Risk Factors**

You should consider carefully all of the information set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and, in particular, you should carefully evaluate the specific factors under Risk Factors beginning on page S-12 of this prospectus supplement and those risk factors incorporated by reference herein.

**Table of Contents****Summary Historical Financial and Operating Data**

The following table sets forth selected consolidated financial and operating data for the Company. The summary consolidated financial data has been derived from our audited consolidated financial statements and related notes for the three years ended December 31, 2015, 2014 and 2013 contained in Parent's Annual Report on Form 10-K filed on February 17, 2016. The summary financial data should be read in conjunction with the consolidated financial statements described above and the related notes. The summary operating data is not derived from the audited or unaudited consolidated financial statements.

Our historical financial data may not be indicative of the results of operations or financial position to be expected in the future.

	<b>Year ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(in millions)</b>		
<b>Revenues:</b>			
Service revenues	\$ 24,821	\$ 22,375	\$ 19,068
Equipment revenues	6,718	6,789	5,033
Other revenues	514	400	319
<b>Total revenues</b>	<b>32,053</b>	<b>29,564</b>	<b>24,420</b>
<b>Operating expenses:</b>			
Cost of services, exclusive of depreciation and amortization shown separately below	5,554	5,788	5,279
Cost of equipment sales	9,344	9,621	6,976
Selling, general and administrative	10,189	8,863	7,382
Depreciation and amortization	4,688	4,412	3,627
Cost of MetroPCS business combination	376	299	108
Gains on disposal of spectrum licenses	(163)	(840)	(2)
Other, net		5	54
<b>Total operating expenses</b>	<b>29,988</b>	<b>28,148</b>	<b>23,424</b>
<b>Operating income</b>	<b>2,065</b>	<b>1,416</b>	<b>996</b>
<b>Other income (expense):</b>			
Interest expense	(1,085)	(1,073)	(545)
Interest expense to affiliates	(411)	(278)	(678)
Interest income	420	359	189
Other income (expense), net	(11)	(11)	89
<b>Total other expense, net</b>	<b>(1,087)</b>	<b>(1,003)</b>	<b>(945)</b>
Income before income taxes	978	413	51
Income tax expense	245	166	16

Net income	733	247	35
Dividends on preferred stock	(55)		
Net income attributable to common stockholders	\$ 678	\$ 247	\$ 35

S-8

**Table of Contents**

	<b>Year ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(dollars in millions, customers in thousands)</b>		
<b>Other Financial Data:</b>			
Net cash provided by operating activities	\$ 5,414	\$ 4,146	\$ 3,545
Net cash used in investing activities	(9,560)	(7,246)	(2,092)
Net cash provided by financing activities	3,413	2,524	4,044
<b>Consolidated Operating Data:</b>			
Customers (at period end)	63,282	55,018	46,684
Adjusted EBITDA <sup>(1)</sup>	\$ 7,393	\$ 5,636	\$ 4,885
Adjusted EBITDA as a percentage of service revenues <sup>(2)</sup>	30%	25%	26%
Cash capital expenditures <sup>(3)</sup>	\$ 4,724	\$ 4,317	\$ 4,025

	<b>Year ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Branded Postpaid Phone Churn <sup>(4)</sup>	1.39%	1.58%	1.69%
Branded Prepaid Churn <sup>(4)</sup>	4.45%	4.76%	5.37%
Branded Postpaid Phone ARPU <sup>(5)</sup>	\$ 47.68	\$ 49.44	\$ 53.03
Branded Postpaid ABPU <sup>(5)</sup>	62.77	60.73	58.48
Branded Prepaid ARPU <sup>(5)</sup>	37.68	37.10	34.59

**As of December 31,**  
**2015      2014**