

T-Mobile USA, Inc.  
Form FWP  
March 29, 2016

Issuer Free Writing Prospectus filed pursuant to Rule 433

supplementing the Preliminary Prospectus Supplement dated March 29, 2016

Registration No. 333-192178

March 29, 2016

## Pricing Term Sheet

### T-MOBILE USA, INC.

#### \$1,000,000,000 6.000% Senior Notes due 2024

Pricing Supplement, dated March 29, 2016, to Preliminary Prospectus Supplement, dated March 29, 2016, of T-Mobile USA, Inc. This Pricing Supplement is qualified in its entirety by reference to the Preliminary Prospectus Supplement. The information in this Pricing Supplement supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement only to the extent it is inconsistent with the information in the Preliminary Prospectus Supplement. Capitalized terms used in this Pricing Supplement but not defined herein have the meanings given them in the Preliminary Prospectus Supplement.

<b>Issuer</b>	T-Mobile USA, Inc.
<b>Title of Security</b>	6.000% Senior Notes due 2024 (the senior notes )
<b>Aggregate Principal Amount</b>	\$1,000,000,000
<b>Maturity</b>	April 15, 2024
<b>Coupon</b>	6.000%
<b>Public Offering Price</b>	100.000% of principal amount
<b>Yield to Maturity</b>	6.000%
<b>Spread to Treasury</b>	+ 434 bps
<b>Benchmark</b>	UST 2.750% due February 15, 2024
<b>Gross Proceeds Before Expenses</b>	\$1,000,000,000
<b>Net Proceeds Before Expenses</b>	\$998,750,000
<b>Optional Redemption:</b>	On or after the following dates at the following redemption prices plus accrued and unpaid interest, if any, to, but not including the date of, the redemption date:

<b>Year</b>	<b>Percentage</b>
April 15, 2019	104.500%
April 15, 2020	102.250%
April 15, 2021 and thereafter	100.000%

**Make-whole call**

Prior to April 15, 2019 at a discount rate of Treasury plus 50 bps

**Optional redemption with equity proceeds**

At any time prior to April 15, 2019, up to 35% of the senior notes may be redeemed at 106.000% plus accrued and unpaid interest, if any, to, but not including, the redemption date.

**Change of Control Triggering Event**

101%, plus accrued and unpaid interest, if any to, but not including, the date of payment.

**CUSIP/ISIN Numbers**

CUSIP: 87264A AQ8

ISIN: US87264AAQ85

<b>Interest Payment Dates</b>	April 15 and October 15. The first interest payment date will be October 15, 2016.
<b>Use of Proceeds</b>	The purchase of 700 MHz A-block spectrum and other spectrum purchases.
<b>Trade Date</b>	March 29, 2016
<b>Settlement Date</b>	T+3 (April 1, 2016)
<b>Denominations</b>	\$2,000 and integral multiples of \$1,000
<b>Form of Offering</b>	SEC Registered (Registration No. 333-192178)
<b>Joint Book-Running Managers</b>	Deutsche Bank Securities Inc.  Citigroup Global Markets Inc.  J.P. Morgan Securities LLC  Barclays Capital Inc.  Goldman, Sachs & Co
<b>Co-Managers</b>	Credit Suisse Securities (USA) LLC  Morgan Stanley & Co. LLC  RBC Capital Markets, LLC

Other information presented in the Preliminary Prospectus Supplement is deemed to have changed to the extent affected by the changes described herein.

The Issuer has filed a registration statement (Registration No. 333-192178) (including a Preliminary Prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the Preliminary Prospectus in that registration statement, the related Preliminary Prospectus Supplement and other documents the issuer has filed with the SEC, including those incorporated by reference into the Preliminary Prospectus and Preliminary Prospectus Supplement, for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, the underwriters or any dealer participating in the offering will arrange to send you the Preliminary Prospectus and related Preliminary Prospectus Supplement if you request it by contacting Deutsche Bank Securities Inc. at Deutsche Bank Securities Inc., Attention: Prospectus Group, 60 Wall Street, New York, New York 10005-2836, by telephone at +1 (800) 503-4611 or by email at [prospectus.cpdg@db.com](mailto:prospectus.cpdg@db.com).

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