

SUNCOM WIRELESS MANAGEMENT CO, INC.

Form 424B5

June 06, 2016

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Filed Pursuant to Rule 424(b)(5)

Registration No. 333-210920

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.00001 per share, of T-Mobile US, Inc.	1,000,000	\$42.445	\$42,445,000	\$4,275

- (1) Pursuant to Rule 416 under the Securities Act of 1933 (the Act), this Registration Statement registers such indeterminate number of additional shares of Common Stock as may be issued in connection with stock splits, stock dividends or similar transactions. This amount is estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended. In the event that the amount of shares to be registered under the Plan is in excess of this amount, T-Mobile US, Inc. will file an amendment to this prospectus supplement to reflect such increase and the amount of any additional registration fee.
- (2) Pursuant to Rule 457(c) under the Act, the maximum offering price per unit was calculated as the average of the high and low sales prices of shares of Common Stock as quoted on the Nasdaq Global Select Market on May 27, 2016.

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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-210920**

PROSPECTUS SUPPLEMENT

(to Prospectus Dated April 25, 2016)

T-Mobile US, Inc.

Stock Up Rewards Plan

T-Mobile US, Inc. (the Company) is pleased to offer the opportunity to participate in the T-Mobile Stock Up Rewards Plan described in this prospectus supplement (the Plan). T-Mobile has formed the Plan to provide T-Mobile customers who are individuals who meet certain eligibility standards the opportunity to receive shares (each a Share) of our common stock, par value \$0.00001 per share (our Common Stock) as a thank you for being customers, becoming customers or referring new customers. An eligible customer will be presented with an offer to receive an award of our Common Stock (each a Stock Up Reward). The offer presented to a customer will specify the eligibility criteria, the number of Shares subject to the award and any other terms or restrictions of the award if different from those specified in this prospectus supplement. Redemptions of Stock Up Rewards will be fulfilled through open market purchases of Shares by LOYAL3 Securities, Inc. (LOYAL3 Securities). Unless otherwise specified in an offer communication, the offers the Company plans to make under the Plan include:

A Stock Up Reward to receive one Share per eligible active postpaid consumer account with at least one line of voice service as of June 6, 2016, subject to the Applicable Restrictions described herein (the Initial Offer). The Share will be awarded at the account level, regardless of the number of individual lines of service under the account. In the case of accounts active prior to May 29, 2016, Stock Up Rewards issued in the Initial Offer must be redeemed during the period from and including June 7, 2016 to and including June 21, 2016. In the case of accounts activated between May 29, 2016 and June 6, 2016, Stock Up Rewards issued in the Initial Offer must be redeemed during the period from and including June 14, 2016 to and including June 28, 2016. The Stock Up Rewards issued in the Initial Offer will expire if not redeemed by the last redemption date specified. An eligible customer will find their specific offer communication in their account on the T-Mobile Tuesdays application (the T-Mobile Tuesdays App) or at www.t-mobiletuesdays.com.

A Stock Up Reward to receive one Share per eligible new active postpaid consumer account with at least one line of voice service opened during the period from and including June 7, 2016 to and including

December 31, 2016, subject to the Applicable Restrictions (the "New Customer Offer"). The Share will be awarded at the account level, regardless of the number of individual lines of service under the account. Stock Up Rewards issued in a New Customer Offer must be redeemed within 15 days after receipt of the Stock Up Reward. The Stock Up Rewards issued in a New Customer Offer will expire if not redeemed by such date. An eligible new customer will find their specific offer communication in their account on the T-Mobile Tuesdays App or on www.t-mobiletuesdays.com.

A Stock Up Reward to receive a specified number of Shares per eligible new active postpaid consumer account with at least one line of voice service opened during the period from and including June 7, 2016 to and including December 31, 2016 for which an eligible existing customer with active, postpaid customer account in good standing, with at least one line of voice service (a "Referrer") refers an eligible new customer (a "Referree") by designating the Referree's phone number at www.t-mobile.com/stockup as a result of which the Referree has opened a qualifying account, subject to the Applicable Restrictions and program rules available at www.t-mobile.com/stockup (the "Referral Offer"). The Share(s) will be awarded at the subscriber level based on Referrer account tenure (one Share for accounts with tenures of less than five years and two Shares for accounts with tenures of five or more years of continuous, qualifying postpaid service). Stock Up Rewards issued in the Referral Offer must be redeemed within 15 days after receipt of the Stock Up Reward. The Stock Up Rewards issued in the Referral Offer will expire if not redeemed by such date. Stock Up Rewards are limited to the number of Shares per qualifying new Referree account specified in the Referral Offer communication, subject to a maximum of 100 Shares per Referrer account per calendar year. An eligible Referrer will receive their specific offer communication, including the number of Shares they are eligible to receive for an eligible Referral, through their account at www.t-mobile.com/stockup.

We believe that the Plan presents a unique opportunity to thank our customers for their loyalty and to let our customers develop a greater proprietary interest in our wireless communications services.

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As described in more detail in this prospectus supplement, the following features are available to Plan participants (participants, you, or your) and Plan participants must agree to certain terms:

Simple Enrollment and Easy to Redeem Awards. Participants can enroll and redeem Stock Up Rewards in the Initial Offer or the New Customer Offer by downloading the T-Mobile Tuesdays App or registering at www.t-mobiletuesdays.com. Participants may also access these platforms through the T-Mobile Tuesdays App. Participants can enroll and redeem Stock Up Rewards in the Referral Offer through the link provided to them in their offer communication or through their account at www.t-mobile.com/stockup.

No Fees to Enroll and Redeem Stock Up Rewards. A participant will be able to redeem a Stock Up Reward offer at no cost to the participant.

No Fees to Sell Stock Up Rewards For at least 12 months following receipt of the Share. The Plan also offers participants a convenient way to sell Shares acquired upon redemption of Stock Up Rewards. A participant can sell Shares acquired pursuant to Stock Up Reward(s) without paying any fees or commissions for 12 months following receipt of their last Stock Up Reward. LOYAL3 may elect to charge sales fees after such 12 month period, as described in this prospectus supplement. Participants may withdraw proceeds from sale of any Share by electronic transfer to their checking account.

Fully Electronic Stockholder Communications. To participate in the Plan, participants must agree, subject to applicable law, to receive all stockholder communications from T-Mobile through LOYAL3[®] electronically.

Review Positions Online. Participants can access positions and history and engage in Plan transactions through <https://rewards.loyal3.com/r/t-mobile> using the LOYAL3 technology platform.

No Control over Exact Timing of Transactions. Plan participants will not have complete control over the exact timing of transactions or the price of Shares at the time of any redemption of a Stock Up Reward or sale of Shares, as Plan transaction orders are executed on a batched basis.

Direct Stock Purchases. T-Mobile may in the future permit participants to make direct stock purchases of our Common Stock through the Plan.

Shares offered under the Plan are offered through LOYAL3 Securities, a U.S. registered broker-dealer. LOYAL3 Securities will act as your broker and agent in all Plan transactions and you must open a new brokerage account with LOYAL3 Securities (LOYAL3 Account). You do not have to be a current stockholder of T-Mobile to participate in the Plan.

Enrolling participants must consent to electronic delivery of this prospectus supplement, the accompanying prospectus, all prospectus amendments and supplements, confirmations and other information relating to this offering. This consent may not be revoked. Upon enrollment, you must also consent to electronic delivery of

annual reports, proxy statements, communications and other materials provided generally to our stockholders from time to time.

The Plan and redemptions of Stock Up Rewards may be suspended, modified, terminated or extended at any time. The terms and conditions of the Plan may be changed, limited, modified or eliminated at any time.

Our Common Stock is listed on the NASDAQ Global Select Market and trades under the ticker symbol TMUS. On June 3, 2016, the closing price of our Common Stock was \$43.63 per Share. Please read this prospectus supplement carefully and keep it for future reference.

Owning our Common Stock involves risks. See Risk Factors beginning on page S-2 of this prospectus supplement. You should also consider the risk factors described in the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. You should review the disclosure under the heading Certain U.S. Federal Income Tax Considerations and consult your tax advisor prior to redeeming any Stock Up Rewards.

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.

The date of this prospectus supplement is June 6, 2016.

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Prospectus

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We have not 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. 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 award or redemption of Stock Up Rewards. Our business, financial condition, results of operations and prospects may have changed since such date. This document may only be used where it is legal to sell these securities. We are not making an offer of these securities in any state where the offer is not permitted and are only making this offer available to eligible customers in the United States and Puerto Rico.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus is part of a registration statement on Form S-3 under the Securities Act of 1933, as amended (the Securities Act), that we filed with the Securities and Exchange Commission (the SEC) using the shelf registration process. 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 and Information Incorporated by Reference.

You should read this prospectus supplement along with the accompanying prospectus and the documents incorporated by reference carefully before you decide whether to participate in the Plan. 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 the context indicates otherwise, references to T-Mobile, the Company, our Company, we, our, ours and us refer to T-Mobile US, Inc. and its wholly owned subsidiary T-Mobile USA, Inc. Accordingly, unless otherwise noted, all of the financial information incorporated by reference in this prospectus supplement is presented on a consolidated basis of 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.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this prospectus supplement, the accompanying prospectus or 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.

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Forward-looking statements in this prospectus supplement, the accompanying prospectus or 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.

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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 65.5 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 rate 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.

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 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).

THE STOCK UP REWARDS PLAN

In support of its Un-Carrier proposition, T-Mobile is rewriting the rules of rewards programs too. Instead of making customers earn their rewards, we offer our customers thank you rewards every week, just for being customers. The Stock Up program is just one of the ways we are giving thanks to our customers. Through the Stock Up program, we are offering our customers the chance to be owners with the Initial Offer or the New Customer Offer, and allowing them to increase their ownership stake by doing what they are already doing, referring their friends and family to T-Mobile through the Referral Offer.

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RISK FACTORS

An investment in our securities involves a high degree of risk. Prior to making a decision about enrolling in our Stock Up Rewards Plan, you should carefully consider the following risks and uncertainties, as well as those discussed under the caption Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015, and subsequent reports we file on Forms 10-Q and 8-K, which are incorporated by reference into this prospectus supplement or the accompanying prospectus. If any of the risks described in this prospectus supplement or the accompanying prospectus, or the risks described in any documents incorporated by reference in this prospectus supplement or the accompanying prospectus, actually occur, our business, prospects, financial condition or operating results could be harmed. In such case, the trading price of our Common Stock could decline, and you may lose all or part of your investment.

Additional Risks Relating to Participation in the Plan

You will not have control over the exact timing of transactions and you will not know the price of the Shares you are obtaining upon redemption of a Stock Up Reward or purchasing or selling under the Plan at the time you authorize the transaction.

You will not have complete control over the exact timing of transactions or the price of Shares at the time you redeem a Stock Up Reward or purchase or sell Shares, as Plan transaction orders are executed on a batched basis meaning that your order will be batched or combined with orders from other participants. Unlike a market order placed in an ordinary brokerage account, there may be a substantial delay between the time you enter your redemption, purchase or sale order and the time it is executed. The time between the placement of a redemption or purchase order and the execution of that order could be four or more business days (particularly in the case of an initial redemption and account opening) or possibly longer. Order processing may be further delayed by market events such as trading halts, whether due to external causes, such as exchange halts (which would apply to all securities transactions) or suspension of Plan trading activity initiated by LOYAL3 or by the Company (at LOYAL3's or the Company's sole discretion). In the event of a trading halt or Plan activity suspension, redemption, purchase and sale orders will be executed according to LOYAL3's batch trading policies on the first available day after the trading halt or Plan activity suspension is lifted.

As a result of the batch method of transactions, the price of Shares of our Common Stock may fluctuate, perhaps significantly, between the time you decide to redeem a Stock Up Reward or purchase or sell your Shares under the Plan and the time of actual execution of such transaction, potentially causing you to suffer a greater loss on your investment. During this time period, you may become aware of additional information that might affect your investment decision, but you will not be able to change or cancel your redemption authorization.

We may limit, add to, suspend, modify, terminate or extend the Plan, or redemptions of Stock Up Rewards, at any time.

At any time and in our sole discretion, we may limit, add to, suspend, modify terminate or extend the Plan, or redemptions of Stock Up Rewards under the Plan, or any of its terms and conditions, which could result in the realization of substantially fewer benefits to participants than what you may expect. We have no prior experience with the implementation of a program such as the Plan. We may find that it is substantially more expensive to implement and maintain than what we currently expect, or it may result in substantially fewer benefits than what we anticipate. We have reserved the right to change the terms and conditions of the program or Stock Up Rewards or to modify, suspend, or cancel the program in its entirety or to modify, suspend or cancel any Stock Up Rewards at any time. Any of these actions could keep you from realizing any meaningful benefit from the Plan or any Stock Up Reward, and

you could realize substantially fewer benefits of participation than what you may expect.

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All communications with Plan participants and all voting with respect to Shares held through the Plan will be electronic, meaning that you will not be provided with paper communications and must rely on having access to the Internet.

Subject to applicable laws and rules, all stockholder communications will be made electronically, either via email, email notification to access online information, or as otherwise contemplated herein. As a result, you should not expect to receive stockholder communications through the mail. Electronic communications will include, among others, confirmations of transactions, account statements, annual reports, proxy materials and stockholder communications, notices of modifications of LOYAL3's privacy policies as well as other basic communications, including information about your LOYAL3 Account. Generally, the only way to get paper copies of these communications is to print them from a computer. Regular and continuous Internet access is required to access all communications relating to your Shares in the Plan and your LOYAL3 Account. You should not hold Shares through the Plan if you do not have regular and continuous Internet access.

When you redeem your Stock Up Reward, you become a T-Mobile stockholder. As a stockholder, you gain all the voting rights and privileges associated with ownership. You will have the right to vote your Shares, but all voting will be done through LOYAL3 through electronic communication. When you communicate with LOYAL3 how you would like to vote your Shares, LOYAL3 will collect that information, aggregate it with all other voting instructions submitted with respect to Shares held through the Plan and communicate those instructions on an aggregated basis to T-Mobile. None of your Shares will be voted in any way unless authorized by you.

Should you revoke your consent to electronic delivery to receive paper copies of these communications, your revocation will constitute a request to liquidate your Shares held in your LOYAL3 Account on your behalf, unless you provide instructions for a transfer of your Shares from LOYAL3 Securities to another U.S. financial institution that makes those communications available through non-electronic means. Any such revocation will be deemed effective as of the date of the liquidation or transfer and will not affect any such communications previously delivered by LOYAL3 Securities, or pertaining to transactions or matters occurring prior to the transfer. It is likely that you will only be able to transfer your whole Shares and will have to receive cash in lieu of your fractional Shares. There can be no assurance that you will be able to effect the transfer requested and communication in paper form in a timely manner.

Any Stock Up Rewards you receive as a result of the Plan could have adverse tax consequences to you.

There is some uncertainty about the appropriate treatment of these Stock Up Rewards for income purposes. You may be subject to tax on the value of your Stock Up Rewards, or the deductibility of amounts you pay for your mobile phone service may be reduced by the value of your Stock Up Rewards for the Initial Offer or New Customer Offer. If you receive Shares under the Referral Offer, upon receipt you will generally realize taxable income equal to the fair market value of the Shares. Your participation in the Plan may increase the complexity of your tax filings and may cause you to be ineligible to file Internal Revenue Service Form 1040-EZ, if you would otherwise be eligible to file such form. See Certain U.S. Federal Income Tax Considerations, below.

The administration and operation of the Plan is significantly dependent on information technology.

The Plan utilizes a novel technology platform, posing increased operational risk associated with the use of new technologies. Because all redemptions under the Plan will be placed through e-commerce Web sites, participants must rely on LOYAL3 to securely collect, transmit, and store electronic information in connection with its administration of the Plan. Despite any security measures that LOYAL3 may put in place, its and its service providers' information technology systems may be susceptible to damage, disruptions, or shutdowns due to hardware failures, computer

viruses, hacker attacks, telecommunication failures, user errors, catastrophic events, or other factors. Any damage or disruption to, or shutdown suffered by, information technology systems used in connection with the Plan could interrupt Plan administration and expose participants (current and past) to the risk that others may obtain unauthorized access to their confidential information, including personal information and credit card and other financial data.

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Holding Shares in our Company with LOYAL3 through the LOYAL3 platform may pose increased risk and offer you fewer protections than investing with a larger broker-dealer or certain other plan administrators.

LOYAL3 will process the transactions through which participants acquire Shares in the Plan. LOYAL3 is relatively new to the role of administering a public offering (whether for us or another issuer) and may not be as well capitalized as traditional broker-dealers or certain other plan administrators. Accordingly, if you hold Shares in our Company through the Plan, you may have more limited recourse against LOYAL3 for its activities in connection with the Plan than you might if you invested through a traditional broker-dealer, underwriter, or other plan administrator.

We have never paid or declared any cash dividends on our common stock, and we do not intend to declare or pay any cash dividends on our common stock in the foreseeable future.

We have never paid or declared any cash dividends on our common stock, and we do not intend to declare or pay any cash dividends on our common stock in the foreseeable future. Our credit facilities and the indentures and supplemental indentures governing our long-term debt to affiliates and third parties contain covenants that, among other things, restrict our ability to declare or pay dividends on our common stock. In addition, no dividend may be declared or paid on our common stock, other than dividends payable solely in Shares of our common stock, unless all accrued dividends for all completed dividend periods have been declared and paid on our preferred stock. Other than to pay dividends on our preferred stock, we currently intend to retain future earnings, if any, to invest in our business.

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DESCRIPTION OF THE PLAN

Summary

We have formed the Stock Up Rewards Plan to thank our customers for their loyalty and to let our customers develop a greater proprietary interest in our wireless communications services.

Shares for the Plan will be purchased in the open market and will be held at the Depository Trust & Clearing Corporation (the "DTC"). Open market purchases will be effected by LOYAL3 Securities, with all Shares to be credited to the applicable participants' accounts. LOYAL3 has full discretion as to all matters relating to open market purchases, subject to the terms of our agreement with them, including the number of Shares, if any, to be purchased on any day or at any time of day, the price paid for such Shares, the markets on which Shares are purchased (including on any securities exchange, in the over-the-counter market or in negotiated transactions) and the persons (including brokers and dealers) from or through whom such purchases are made.

The Plan is not designed for short-term investors, as participants will not have complete control over the exact timing of transactions or the market value of our Common Stock redeemed pursuant to a Stock Up Reward or sold under the Plan. See "Timing of Purchases," and "Sale of Shares." The Plan is designed primarily for customers who have a long-term perspective and affinity for the Company and its values.

Simple Enrollment and Easy to Redeem Awards. An eligible customer will find their specific offer communication for the Initial Offer or New Customer Offer in, and participants can enroll and redeem Stock Up Awards for the Initial Offer or New Customer Offer through, their account on the T-Mobile Tuesdays App or at www.t-mobiletuesdays.com. An eligible Referror will find their specific Referral Offer communication in, and participants can enroll and redeem Stock Up Awards for the Referral Offer through, their account at www.t-mobile.com/stockup.

No Fees to Enroll and Redeem Stock Up Rewards. A participant will be able to redeem a Stock Up Reward offer at no cost to the participant.

No Fees to Sell Stock Up Rewards For at least 12 months following receipt of the Share. A participant can sell Shares acquired pursuant to Stock Up Reward(s) without paying any fees or commissions for 12 months following receipt of the participant's last receipt of a Stock Reward. After such 12 month period, LOYAL3 may impose sales fees of up to \$5.00 per transaction. See "Cost to Participants" below. Participants may withdraw proceeds from the sale of Shares by electronic transfer to their checking account.

Fully Electronic Stockholder Communications. To participate in the Plan, participants must agree, subject to applicable law, to receive all stockholder communications from T-Mobile through LOYAL3 electronically.

Review Positions Online. Participants can access positions and history and engage in Plan transactions through <https://rewards.loyal3.com/r/t-mobile> using the LOYAL3® technology platform.

No Control over Exact Timing of Transactions. Plan participants will not have complete control over the exact timing of transactions or the price of Shares at the time of any redemption of a Stock Up Reward or sale of Shares, as Plan transaction orders are executed on a batched basis.

Direct Stock Purchases. T-Mobile may in the future permit participants to make direct stock purchases of our Common Stock through the Plan.

Right to Suspend. The Plan, and redemptions of Stock Up Rewards issued thereunder, may be suspended, modified, terminated or extended at any time.

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The Offers

An eligible customer will be presented with an offer to receive a Stock Up Reward. The offer presented to a customer will specify the eligibility criteria, the amount of Common Stock subject to the award and any other terms or restrictions of the award if different from those specified in this prospectus supplement. Unless otherwise specified in an applicable offer communication, the offers the Company plans to make under the Plan include:

Initial Offer: We will offer a Stock Up Reward to receive one Share per eligible active postpaid consumer account with at least one line of voice service as of June 6, 2016, subject to the Applicable Restrictions described herein (the Initial Offer). The Share will be awarded at the account level, regardless of the number of individual lines of service under the account. In the case of accounts active prior to May 29, 2016, Stock Up Rewards issued in the Initial Offer must be redeemed during the period from and including June 7, 2016 to and including June 21, 2016. In the case of accounts activated between May 29, 2016 and June 6, 2016, Stock Up Rewards issued in the Initial Offer must be redeemed during the period from and including June 14, 2016 to and including June 28, 2016. The Stock Up Rewards issued in the Initial Offer will expire if not redeemed by the last redemption date specified. An eligible customer will find their specific offer communication in their account on the T-Mobile Tuesdays application (the T-Mobile Tuesdays App) or at www.t-mobiletuesdays.com.

New Customer Offer. We will offer a Stock Up Reward to receive one Share per eligible new active postpaid consumer account with at least one line of voice service opened during the period from and including June 7, 2016 to and including December 31, 2016, subject to the Applicable Restrictions (the New Customer Offer). The Share will be awarded at the account level, regardless of the number of individual lines of service under the account. Stock Up Rewards issued in a New Customer Offer must be redeemed within 15 days after receipt of the Stock Up Reward. The Stock Up Rewards issued in a New Customer Offer will expire if not redeemed by such date. An eligible new customer will find their specific offer communication in their account on the T-Mobile Tuesdays App or on www.t-mobiletuesdays.com.

Referral Offer: We will offer a Stock Up Reward to receive a specified number of Shares per eligible new active postpaid consumer account in good standing with at least one line of voice service opened during the period from and including June 7, 2016 to and including December 31, 2016 for which an eligible existing customer with active, postpaid customer account in good standing, with at least one line of voice service (a Referror) refers an eligible new customer (a Referree) by designating the Referree 's phone number at www.t-mobile.com/stockup as a result of which the Referree has opened a qualifying account, subject to the Applicable Restrictions and Program Rules (the Referral Offer). The Share(s) will be awarded at the subscriber level based on Referror account tenure (one Share for accounts with tenures of less than five years and two Shares for accounts with tenures of five or more years of continuous, qualifying postpaid service). Stock Up Rewards issued in the Referral Offer must be redeemed within 15 days after receipt of the Stock Up Reward. The Stock Up Rewards issued in the Referral Offer will expire if not redeemed by such date. Stock Up Rewards are limited to the number of Shares per qualifying new Referree account specified in the Referral Offer communication, subject to a maximum of 100 Shares per Referror account per calendar year. An eligible Referror will receive their specific offer communication, including the number of Shares they are eligible to receive for an eligible Referral, through their account at www.t-mobile.com/stockup.

LOYAL3

LOYAL3 Securities, Inc. (LOYAL3 Securities), a U.S. registered broker-dealer, will act as your broker and agent in all Plan transactions and you must open a brokerage account (LOYAL3 Account) with LOYAL3 Securities. LOYAL3 Labs, Inc. (LOYAL3 Labs) designs the technology platform and provides additional services for the Company. Together they are referred to as LOYAL3 in this prospectus supplement. We will be paying LOYAL3 for brokerage,

technology, and other services. All brokerage services will be provided by LOYAL3 Securities. We expect to pay LOYAL3 a customary fee per redemption of Stock Up Rewards.

Any questions regarding the Plan should be referred to our toll-free customer care line at 1-800-937-8897.

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Eligibility

You are eligible to participate in the applicable offer under the Plan if you meet the requirements outlined below. Enrollment for the Initial Offer and the New Customer Offer is available at any time through the T-Mobile Tuesdays App or www.t-mobiletuesdays.com. You must register on the T-Mobile Tuesdays App or the www.t-mobiletuesdays.com website. Enrollment for the Referral Offer is available at www.t-mobile.com/stockup. You will be required to open a brokerage account with LOYAL3 in order to redeem a Stock Up Reward from any of the Offer s under the Plan.

Initial Offer Eligibility. You must be the primary account holder or, if no primary account holder is identified, the billing responsible party, of a T-Mobile branded postpaid consumer account for wireless communications services with at least one voice line as of June 6, 2016 in good standing as of the date of the redemption of the Stock Up Reward, a U.S. resident of majority age and have received a valid Initial Offer Stock Up Reward communication from us. You must also meet the Applicable Restrictions.

New Customer Offer Eligibility. In order for you to receive a Stock Up Reward for being a new customer, you may not have had an active T-Mobile wireless communications services account within the 90 days prior to the date you sign up, you must activate a T-Mobile branded postpaid consumer account for wireless communications services with at least one voice line and the account must be active for a minimum of 10 days and remain in good standing as of the date the Stock Up Reward is redeemed. You must port in your existing phone number from another postpaid U.S. wireless carrier. You must be a U.S. resident of majority age for the state in which you reside and have received a valid New Customer Stock Up Reward communication from us and you must meet the Applicable Restrictions. Communication of New Customer Offers will be made within approximately three weeks after activation of a qualifying new account.

Referral Offer Eligibility. In order for you to receive a Stock Up Reward for the referral of a new customer account, the Referee may not have had an active T-Mobile wireless communications services account within the 90 days prior to the referral, such Referee must activate a T-Mobile branded postpaid consumer account for T-Mobile wireless communications services with at least one voice line and port the phone number from another postpaid U.S. wireless carrier provided by the Referrer into that T-Mobile account. The account must be active for a minimum of 15 days and remain in good standing as of the date the Stock Up Reward is redeemed. Your account must meet the customer eligibility criteria for an existing customer set forth above for a minimum of 30 days. You must be a U.S. resident of majority age and have received a valid Referral Offer Stock Up Reward communication from us and you must meet the Applicable Restrictions and the Program Rules. Communication of Referral Offers will be made within approximately three weeks after activation of a qualifying new Referee account.

Applicable Restrictions

Certain types of customer accounts are excluded from eligibility to receive or redeem a Stock Up Reward, including, but not limited to, government accounts, business accounts, T-Mobile employee accounts, other accounts designated by T-Mobile as special accounts, including without limitation, VIP accounts, dealer accounts and partner brand accounts. Any account acquired other than as a result of an individual activating a T-Mobile branded postpaid consumer voice account through a T-Mobile store or dealer, and any account with any special discount not available to the public generally, may be a special account and may not be eligible for the Plan. To determine if your account is

eligible, customers should check their account at the T-Mobile Tuesdays App or at www.t-mobiletuesdays.com, or contact T-Mobile customer care at 1-800-937-8897. Prepaid and mobile internet plans are not eligible.

The Plan is currently available only to U.S. residents (including residents of Puerto Rico), and you may only enroll if you are of the age of majority for the state in which you reside. We may later allow foreign residents to join the Plan, which may depend upon your country of residence and other factors as we determine in our discretion. No person may redeem more than one Stock Up Reward under the Initial Offer or New Customer Offer. Stock Up Rewards under the Referral Offer are limited to 100 Shares per calendar year.

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T-Mobile reserves the right to determine that any customer is not eligible to receive or redeem a Stock Up Reward. Accounts must be active and in good standing at the time of redeeming any offer under the Plan.

Participants must sign up for a LOYAL3 brokerage account in order to redeem a Stock Up Award. Such Participants must pass LOYAL3's eligibility criteria, including verification of your identity, minimum age and U.S. residence. Participants who fail to meet such criteria will not be eligible to redeem any Stock Up Reward.

Stock Up Rewards are not transferable. Shares acquired upon redemption of a Stock Up Reward are freely transferable by the holder thereof.

Referral Offer Program Rules

Referral Offers are subject to the Refer-A-Friend Program Rules (the "Program Rules"), which are available at <https://referral.t-mobile.com/terms>.

Additional Investments

We are not currently offering the opportunity for additional investments. We may offer that opportunity in the future. In the event that we do offer that opportunity, you will be able to make purchases of Shares of our Common Stock through the LOYAL3 platform. In order to purchase Shares, you will need to provide a link to your checking account and authorize the funds to be debited via an ACH bank debit. Funds for purchases will not be returned once they have been withdrawn from your checking account and you have submitted an order to purchase Shares.

Source of the Shares

Shares of our Common Stock needed to meet Plan requirements will be purchased in the open market and will be held through the DTC. Open market purchases will be effected by LOYAL3 Securities, with all Shares to be credited to the applicable participants' accounts.

Timing of Receipt of Shares upon Redemption of Stock Up Rewards

Once an eligible customer that has received a Stock Up Reward has enrolled in the Plan and redeemed a Stock Up Reward, LOYAL3 will generally deposit the Shares in such participant's account within 10 trading days, provided that no suspension of activity or trading halt as described below.

Timing of Purchases

Open Market. Share purchases in the open market for the Initial Offer will generally occur on a daily basis on the first regular trading day following approval of the account by LOYAL3 (or on the next trading day if the market is not open), which normally takes four or more business days after your order is entered, but may be longer. You will receive an electronic redemption confirmation upon deposit of the Share into your LOYAL3 account.

Trade Halts and Black-Out Periods. Please note that the timing of any redemptions may be affected by market events such as trading halts, whether due to external causes, such as exchange halts (which would apply to all securities transactions) or suspension of Plan trading activity initiated by LOYAL3 or by the Company (at LOYAL3's or the Company's sole discretion). In the event of a trading halt or Plan activity suspension, redemptions and sale orders will be executed according to LOYAL3's batch trading policies on the first available day after the trading halt or Plan activity suspension is lifted.

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Price of Shares

In the event that we permit purchases of Shares pursuant to the Plan, the share price for Shares purchased in the open market will be the average share price of the batch or batches in which your order is included.

Sale of Shares

You may sell all of your Share(s) held in the Plan at any time after you have received a confirmation that the Share(s) acquired upon redemption of your Stock Up Reward are in your account. You may do so by entering sale instructions online. Sale orders received by 2:00 p.m. Eastern Time will typically be batched for execution the same trading day by LOYAL3. The Share sale price will be the average share price of the batch or batches in which your sale order is included. The timing of any sale order processing may be affected by market events such as trade halts or suspension of Plan trading activity initiated by LOYAL3 or by the Company (at LOYAL3's or the Company's sole discretion). In the event of a trading halt or Plan activity suspension, redemption and sale orders will be executed according to LOYAL3's batch trading policies on the first available day after the trading halt is lifted.

You will not pay any transaction fees for sale of any Share received upon redemption of a Stock Up Reward within the first 12 months following receipt of your last Stock Up Reward. After such 12 month period, LOYAL3 may impose sales fees of up to \$5.00 per transaction.

In order to transfer proceeds from the sale of Shares held in the Plan, you must have a current checking account entered into your Plan profile. When a request to transfer funds to your checking account is submitted, the funds will be sent electronically to your specified account and are typically credited to your checking account one to three business days after you submit your transfer request. You will not be able to receive the proceeds by check.

Subject to certain restrictions, if you would like to transfer your account, you may do so by instructing your new broker to initiate the transfer. LOYAL3 Securities will not charge a fee for any transfers made through December 31, 2016. After that, LOYAL3 Securities may charge a \$25.00 fee for the transfer. You will be able to transfer all of your whole Shares held in the Plan. Upon transfer of your account, LOYAL3 will liquidate any fractional shares and deposit the proceeds in your LOYAL3 account.

Electronic Book-Entry of Shares

Shares in the Plan will be maintained in your name in book-entry form. Physical certificates are not available.

Communications and Reports to Participants

By becoming a participant in the Plan, you agree, for so long as you continue as a participant or hold Shares through the Plan or remain a customer of LOYAL3, to receive all communications from the Company and LOYAL3 electronically either via email or email notification to access online information (except when the Company or LOYAL3 is required to provide the option for non-electronic communication or documentation by law or regulation upon your request). Electronic communication will include, but will not be limited to, confirmations of transactions, account statements, proxy materials and stockholder communications, notices of modifications of the privacy policies of LOYAL3 as well as other basic communications, including information from LOYAL3. Any communications electronically delivered by LOYAL3 to your password-protected area of the Plan participant site will be deemed to have been received by you at the time notice by email is sent to your email address, and any communications delivered by email when sent to your email address. You agree to advise LOYAL3 promptly of any change of your email and/or residential address. You also agree to notify LOYAL3 promptly of any errors or omissions in any

transaction or in the handling of your Plan participation.

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You will also consent to electronically receive U.S. tax reporting documents (such as an IRS Form 1099-B reflecting proceeds in the case of a sale of Shares held in the Plan) unless you affirmatively opt to receive them in paper form by writing to LOYAL3 Support Services, 150 California Street, San Francisco, CA 94111.

Termination of Plan Participation

You may discontinue participation in the Plan at any time by selling all of your Shares held in the Plan.

Cost to Participants

Applicable fees are as follows:

Plan Enrollment:	No charge
Redemption of Stock Up Reward:	No charge
Sale of Shares:	No charge for sales of Shares within 12 months after receipt. Beginning 12 months after you receive your last Stock Up Reward, LOYAL3 may impose a sales charge of up to \$5.00 per transaction
Purchase of Shares:	To be announced upon any initiation of any purchase plan
Transfer of Shares to another brokerage account:	No charge for transfers made through December 31, 2016. Beginning January 1, 2017, LOYAL3 may impose a transfer charge of up to \$25.00 per transfer

The fees specified above may be changed beginning 12 months after you receive your last Stock Up Reward. LOYAL3 will provide you with advance notice of the imposition of any sales charge and of any changes to the fees charged by LOYAL3 with respect to your LOYAL3 account.

Additional Information about the Plan

Voting. As a Plan participant, you enjoy all the voting rights and privileges associated with ownership for your Shares in the Plan. You will receive all stockholder communications electronically, including proxy materials and annual reports. You will be given the opportunity to vote your Shares in the Plan. You will have the right vote your Shares (including fractional shares), but all voting will be done through LOYAL3 through electronic communication. We reserve the right to specify a minimum share ownership threshold of one full Share or more in order to attend the annual meeting of shareholders. When you communicate with LOYAL3 how you would like to vote your Shares, LOYAL3 will collect that information, aggregate it with all other voting instructions submitted with respect to Shares held through the Plan and communicate those instructions on an aggregated basis to T-Mobile. Your voting instructions will be obtained through an electronic voting instruction form distributed to you through the LOYAL3 platform. None of your Shares held in the Plan will be voted in any way unless authorized by you.

Responsibilities. Neither the Company nor LOYAL3 can assure you a minimum guaranteed sales price on the Shares that you acquire under the Plan. Neither the Company nor LOYAL3 nor any of their affiliates will be liable for any act done in good faith, or as required by applicable law, or for any good faith omission to act. This includes, without limitation, any claims for liability relating to the prices at which Shares of our Common Stock are acquired or sold for

you, the dates of redemption or sales, or any change in the value of the Shares.

Your Plan participation represents an investment in our Common Stock, which may increase or decrease in value. You are responsible for the investment decisions regarding your Plan investments. Neither we nor

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LOYAL3 will provide any investment advice. **You must make independent investment decisions on the redemption of Stock Up Rewards and sale of Shares received pursuant to the Plan based upon your own judgment and research.**

You are responsible for all costs that you separately incur in connection with Plan participation, such as the cost of your Internet service provider or any fees that your bank may charge you for electronic funds transfer and delivery. You are responsible for providing notice of any change in your email address, or other personal or payment information on the LOYAL3 platform.

Plan Changes or Interpretations. This prospectus supplement (including any supplements or revisions that may be distributed in the future) sets forth the terms of the Plan. We reserve the right to add to, suspend, modify, or terminate the Plan or any Stock Up Rewards at any time. You will receive notice of any significant addition, suspension, modification, or termination. The Company and LOYAL3 also reserve the right to change any administrative procedures of the Plan without notice.

We or LOYAL3 will determine any question of interpretation arising under the Plan, and any such determination will be final. Any action taken by us or LOYAL3 to effectuate the Plan in the good faith exercise of our or its respective judgment will be binding on all parties.

Handling of Stock Splits and Other Distributions/Anti-dilution. The number of Shares of our Common Stock registered under the Registration Statement for the Plan (of which this prospectus supplement and the accompanying prospectus forms a part) as well as any calculation of Shares held by you and any calculations based on Shares (such as the purchase price) will reflect any increase or decrease in the number of issued Shares resulting from a subdivision or consolidation of Shares or other capital adjustment, or the payment of a stock dividend, or other increase or decrease in such Shares, if effected without receipt of consideration by us.

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USE OF PROCEEDS

The Company will not receive any proceeds from the redemption of Stock Up Rewards.

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CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a general summary of certain U.S. federal income tax considerations that may be relevant to the Plan. Your participation in the Plan will have certain consequences from a U.S. federal income tax standpoint. This discussion is based upon the Internal Revenue Code of 1986, as amended (the Code), the U.S. Treasury regulations promulgated thereunder, administrative pronouncements and judicial decisions, all as of the date hereof and all of which are subject to change, possibly with retroactive effect. Because the Plan is unique, there are limited applicable legal precedents applicable to the income tax consequences of the Plan, and we are not able to describe all of the material tax consequences with certainty. The following discussion is for general purposes only, is limited to U.S. federal income tax consequences only, and may not be applicable depending on your particular situation. The discussion addressed only to individuals who are U.S. citizens or residents for U.S. tax purposes, and who hold their Shares as capital assets within meaning of the Code. You are urged to consult your own tax advisor with respect to the income and other tax consequences of the Plan, including the tax consequences under state, local, estate, foreign and other tax laws and tax treaties and the possible effects of changes in U.S. or other tax laws.

We intend to treat your receipt of Shares under the Initial Offer and the New Customer Offer as a discount or rebate on your mobile service, adjusting the amount you are treated as paying for our wireless communications services. The Internal Revenue Service (IRS) has viewed discounts or rebates in other contexts as adjustments to purchase price that do not result in taxable income to the recipient. Therefore, we expect to take the position that you will not recognize income upon your receipt of Shares under the Initial Offer and the New Customer Offer, that you paid for the Shares you receive an amount equal to the amount paid to acquire those Shares in the open market for delivery to you by LOYAL3 Securities (calculated using the method described under the heading Price of Shares in this prospectus supplement), and that you paid a lesser amount (equal to the amount treated as paid for the Shares you receive) for our services than originally charged. As a result, if all or a portion of the amount you pay for our services is deductible, the amount you are permitted to deduct may be reduced by the value of the Share that you received from us under the Initial Offer and the New Customer Offer. However, there are limited applicable legal precedents, and the IRS could view your receipt of Shares held in the Plan as a taxable benefit.

If you receive Shares under the Referral Offer, upon receipt you will generally realize taxable income equal to the fair market value (calculated using the method described under the heading Price of Shares in this prospectus supplement) of the Shares. We will report this amount to the IRS using Form 1099-MISC as applicable.

Also while not free from doubt, we intend to take the position that there will be no income tax consequences to you if your Stock Up Rewards expire without being redeemed.

Upon a sale or other taxable disposition of the Shares you receive pursuant to the Plan, you will realize a capital gain or loss equal to the difference between the amount you receive on such disposition and your adjusted tax basis in the Shares disposed of. That capital gain will be long-term capital gain if the holding period for the Shares exceeds one year at the time of disposition. Long-term capital gains of individuals general are presently taxed at lower rates than ordinary income, and the ability to deduct capital losses could be limited. We anticipate that your adjusted tax basis in your Shares will most likely equal the purchase price (calculated using the method described under the heading Price of Shares in this prospectus supplement) paid to acquire those Shares in the open market for delivery to you. You should consult your tax advisor regarding special rules that apply to identify the tax basis in Shares sold when you own Shares acquired at different times and having different tax bases.

There can be no assurance IRS will agree with the foregoing tax treatment, and it is possible that the federal income tax consequences of the Plan could differ from those described above.

Your participation in the Plan may also be subject to information reporting and tax withholding.

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Your participation in the Plan may increase the complexity of your tax filings and may cause you to be ineligible to file Internal Revenue Service Form 1040-EZ, if you would otherwise be eligible to file such form.

The U.S. federal income tax discussion set forth above is included for general information only and may not be applicable depending on your particular situation. You are urged to consult your own tax advisor with respect to the tax consequences of your participation in the Plan, including the tax consequences under state, local, estate, foreign and other tax laws and tax treaties and the possible effects of changes in U.S. or other tax laws.

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PLAN OF DISTRIBUTION

The Shares offered pursuant to the Plan are offered directly to Plan participants. There are no expenses charged to participants in connection with redemption of Stock Up Rewards under the Plan. All costs of administering the Plan will be paid by us. Our Common Stock may not be available under the Plan in all states or jurisdictions. We are not making an offer to sell our Common Stock in any jurisdiction where the offer or sale is not permitted.

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LEGAL MATTERS

Certain legal matters with respect to the validity of the Shares offered hereby will be passed upon for us by Gibson, Dunn & Crutcher LLP, San Francisco, California.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus supplement by reference to the Annual Report on Form 10-K for the year ended December 31, 2015 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus supplement is part of a registration statement on Form S-3 that we filed with the SEC, as amended. That registration statement contains more information than this prospectus supplement and the accompanying prospectus regarding us and our securities, including certain exhibits and schedules. You can obtain a copy of the registration statement from the SEC at the address listed below or from the SEC's website.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available over the Internet at the SEC's web site at www.sec.gov. You may also read and copy any document we file with the SEC at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>. Our filings with the SEC are also available on our website at www.T-Mobile.com. The information on our website is not incorporated by reference in this prospectus supplement and you should not consider it a part of this prospectus supplement or the accompanying prospectus.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and later information filed with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and all documents subsequently filed with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the termination of the offering under this prospectus supplement (other than information deemed furnished and not filed in accordance with SEC rules, including Items 2.02 and 7.01 of Form 8-K):

Parent's Annual Report on Form 10-K for the year ended December 31, 2015 (filed with the SEC on February 17, 2016);

Parent's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 (filed with the SEC on April 26, 2016);

Parent's Current Report on Form 8-K filed with the SEC on February 19, 2016, March 7, 2016, April 1, 2016, April 26, 2016, April 29, 2016 and May 3, 2016; and

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