

METROPCS NETWORKS CALIFORNIA, LLC

Form 424B3

October 08, 2013

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Filed pursuant to Rule 424(b)(3)
Registration No. 333-189425

This preliminary prospectus supplement and the accompanying prospectus relate to an effective registration statement under the Securities Act of 1933, as amended, but are not complete and may be changed. 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 jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED OCTOBER 8, 2013

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectus Dated June 18, 2013)

\$3,100,000,000

T-Mobile USA, Inc.

\$1,250,000,000 6.464% Senior Notes due 2019

\$1,250,000,000 6.633% Senior Notes due 2021

\$600,000,000 6.836% Senior Notes due 2023

The selling noteholder named in this prospectus supplement is offering up to \$3,100,000,000 in aggregate principal amount of Senior Notes of T-Mobile USA, Inc. (T-Mobile USA or the Issuer), including \$1,250,000,000 of 6.464% Senior Notes due 2019, \$1,250,000,000 6.633% Senior Notes due 2021, and \$600,000,000 of 6.836% Senior Notes due 2023 (the notes). We will not receive any proceeds from the sale of the notes by the selling noteholder.

On April 28, 2013, the Issuer issued the notes to the selling noteholder named herein in a private placement in connection with the consummation of the transactions contemplated by the Business Combination Agreement dated October 3, 2012, as amended (the Business Combination Agreement), among Deutsche Telekom AG (Deutsche Telekom), T-Mobile Global Zwischenholding GmbH, a direct wholly-owned subsidiary of Deutsche Telekom (Global), T-Mobile Global Holding GmbH, a direct wholly-owned subsidiary of Global (Holding), T-Mobile USA, formerly a direct wholly-owned subsidiary of Holding, and T-Mobile US, Inc. (Parent). We refer to the transactions contemplated by the Business Combination Agreement as the Business Combination Transaction . This prospectus supplement relates to the resale by the selling noteholder of the notes.

The 2019 Notes bear interest at a rate of 6.464% per annum, the 2021 Notes bear interest at a rate of 6.633% per annum and the 2023 Notes bear interest at a rate of 6.836% per annum. Interest on the notes is payable semi-annually, in cash in arrears. Interest on each series of notes is paid on January 28 and July 28 of each year.

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The notes are senior unsecured obligations of the Issuer and rank equally with all of the other senior unsecured debt and future senior unsecured debt of the Issuer. The notes are unconditionally guaranteed on a senior unsecured basis by Parent and certain subsidiary guarantors.

The notes are redeemable, in whole or in part, at any time on or after the dates and at the redemption prices specified under **Description of the Notes Optional Redemption** in the accompanying prospectus 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 each series of notes before the dates specified under **Description of the Notes Optional Redemption** in the accompanying prospectus with the net cash proceeds from certain equity offerings, subject to certain conditions. The Issuer also may redeem each series of notes prior to the dates specified under **Description of the Notes Optional Redemption** in the accompanying prospectus at a specified redemption price plus a **make-whole premium**, 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 purchase each series of 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 Option of Holders Change of Control Triggering Event** in the accompanying prospectus.

	Price to public(1)	Total	Underwriting discounts and commissions	Proceeds to the selling noteholder(2)
Per 6.464% Senior Note				
Per 6.633% Senior Note				
Per 6.836% Senior Note				
Total				

(1) Plus accrued interest, if any, from July 28, 2013.

(2) Before expenses.

The notes are expected to be ready for delivery in book-entry form only through the facilities of The Depository Trust Company on or about _____, 2013. Currently, there is no existing public market for the notes. We do not intend to list the notes on any securities exchange or quotation system.

Investing in these notes involves a high degree of risk. See Risk Factors beginning on page S-17 of this prospectus supplement.

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 supplement. Any representation to the contrary is a criminal offense.

Joint Book-Running Managers

**Deutsche Bank Securities
Citigroup**

Credit Suisse

Goldman, Sachs & Co.

J.P. Morgan

Morgan Stanley

The date of this prospectus supplement is _____, 2013.

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Prospectus

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Neither we, nor the selling noteholder, 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. The selling noteholder is offering to sell and is 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.

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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 this prospectus supplement 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 invest. These documents contain important information you should consider when making your investment decision. This prospectus supplement contains information about the notes offered in this offering and may add, update or change information in the accompanying prospectus.

Unless stated otherwise or the context indicates otherwise, references to T-Mobile, our company, the Company, we, our, ours and us refer to T-Mobile US, Inc. and its direct and indirect domestic restricted subsidiaries, including T-Mobile USA, Inc. References to the Issuer and T-Mobile USA refer to T-Mobile USA, Inc. only. The term selling noteholder refers to Deutsche Telekom AG. The Issuer's corporate parent is T-Mobile US, Inc., a Delaware corporation, which we refer to in this prospectus supplement as T-Mobile US or Parent. Parent 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-17, is presented for Parent on a consolidated basis.

Market data and other statistical information used throughout this prospectus supplement, 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 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 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, any related free writing prospectus, the documents incorporated by reference or 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 possible or assumed future results of operations, are forward-looking statements. These forward-looking statements are generally identified by the words anticipates, believes, estimates, expects, or similar expressions.

Forward-looking statements are based on current expectations and assumptions which are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. The following important factors, among others, along with the factors identified under Risk Factors and the risk factors incorporated by reference herein, could affect future results and could 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;

the ability to complete and realize expected synergies and other benefits of acquisitions;

the inability to implement our business strategies or ability to fund our wireless operations, including payment for additional spectrum, network upgrades, and technological advancements;

the ability to renew our spectrum licenses on attractive terms;

the ability to manage growth in wireless data services including network quality and acquisition of adequate spectrum licenses at reasonable costs and terms;

material changes in available technology;

the timing, scope and financial impact of our deployment of 4G Long-Term Evolution (LTE) technology;

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

breaches of network or information technology security, natural disasters or terrorist attacks or existing or future litigation and any resulting financial impact not covered by insurance;

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

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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;

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 Parent's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013 and in the documents incorporated therein by reference.

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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. You should not place undue reliance on these forward-looking statements. We do not intend to, and do not undertake an obligation to, update these forward-looking statements in the future to reflect future events or circumstances, except as required by applicable securities laws and regulations. For more information, see the section entitled "Where You Can Find Additional 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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PROSPECTUS SUPPLEMENT SUMMARY

This summary contains basic information about us and this offering. It does not contain all of the information that you should consider before investing in the notes. You should carefully read this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein for a more complete understanding of our business. Additionally, you should read the Risk Factors section of this prospectus supplement and in documents incorporated by reference into this prospectus supplement before making an investment decision.

Our Company

T-Mobile is a national provider of mobile communications services capable of reaching over 280 million Americans. Our objective is to be the simpler choice for a better mobile experience. Our intent is to bring this proposition to life across all our brands, including T-Mobile, MetroPCS, and GoSmart, and across our major customer base of retail consumers and business-to-business (B2B).

We generate revenue by offering affordable postpaid and prepaid wireless voice, messaging and data services, as well as mobile broadband and wholesale wireless services. We provided service to approximately 44 million customers through our nationwide network as of June 30, 2013. We also generate revenues by offering a wide selection of wireless handsets and accessories, including smartphones, wireless-enabled computers such as notebooks and tablets, and data cards which are manufactured by various suppliers. Our most significant expenses are related to acquiring and retaining customers, maintaining and expanding our network, and compensating employees.

Business Combination with MetroPCS

On April 30, 2013, the business combination (the Business Combination Transaction) of T-Mobile USA and MetroPCS Communications, Inc. (MetroPCS) was completed. Under the terms of the business combination agreement, Deutsche Telekom AG (Deutsche Telekom) received approximately 74% of the fully-diluted shares of common stock of the combined company in exchange for its transfer of all of T-Mobile USA s common stock. This transaction was consummated to provide us with expanded scale, spectrum, and financial resources to compete aggressively with other, larger U.S. wireless carriers. The business combination was accounted for as a reverse acquisition with the Issuer as the accounting acquirer. Accordingly, T-Mobile USA s historical financial statements became the historical financial statements of the combined company.

Competitive Strengths

We believe the following strengths foster our ability to compete against our principal wireless competitors:

Value leadership in wireless. We are a leading value-oriented wireless carrier in the United States and the third largest provider of prepaid service plans as measured by subscribers.

Spectrum assets. As of June 30, 2013, we hold licenses for wireless spectrum suitable for wireless broadband mobile services (including both HSPA+ and LTE) covering a population of approximately 280 million people in the United States. As of June 30,

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2013, we have an average of approximately 74 MHz of spectrum in the top 100 major metropolitan areas and have an average of approximately 76 MHz of spectrum in the top 25 major metropolitan areas. Our aggregate spectrum position is expected to enable contiguous 20x20 MHz channels for LTE deployment in many major metropolitan areas, which is expected to improve capacity to support our product offerings by increasing the data speeds available to our customers.

Advanced nationwide high-speed network. By the end of 2013, we intend to cover a population of approximately 200 million people in the United States with our LTE network. We believe the combination of our spectrum position and advanced network technology will provide us with a high-capacity, high-speed network. Upon completion of the migration of the MetroPCS customer base, we expect to have approximately 55,000 equivalent cell sites, including approximately 1,500 MetroPCS macro sites and certain DAS network nodes retained from the MetroPCS network. Approximately 35,000 sites are planned to be enhanced over three years with multi-mode radios, tower-top electronics, and new antennas. This will allow for more robust coverage in buildings and at the edge of coverage areas and will allow for greater data capacity, which we believe will enhance the customer experience for our subscriber base.

Seasoned executive leadership. We have a seasoned executive leadership team with significant industry expertise, led by John Legere, our President and Chief Executive Officer. Mr. Legere has over 32 years of experience in the U.S. and global telecommunications and technology industries. J. Braxton Carter, formerly MetroPCS Vice Chairman and Chief Financial Officer, serves as our Chief Financial Officer. Our board of directors includes current and former executives of AT&T, Dell, Rockwell International Corporation and Madison Dearborn Partners, LLC, and brings extensive experience in operations, finance, governance and corporate strategy.

Business Strategy

We continue to aggressively pursue our strategy developed to reposition T-Mobile and return the Company to growth. In the first half of 2013, we introduced Simple Choice plan options as part of our Un-carrier value proposition. Our strategy focuses on the following elements:

Un-carrier Value Proposition. We plan to extend our position as the leader in delivering distinctive value for consumers in all customer segments. Our Simple Choice plans have brought flexibility and value to customers by providing the option to pay for handsets over an installment period or to bring their own device. Simple Choice plans also eliminate annual service contracts and provide customers with a single, affordable rate plan without the complexity of data caps and overage charges. Customers on Simple Choice plans can purchase the most popular smartphones, if qualified, in affordable, interest-free monthly installments and upgrade any time they like without restrictive annual service contract cycles. Modernization of the network and introduction of the Apple iPhone in the second quarter of 2013 further repositioned T-Mobile as a provider of dependable high-speed service with a range of desirable handsets and devices. Customers are able to purchase or, if qualified, finance handsets from a competitive device lineup including popular Samsung smartphones and Apple iPhone devices. In July 2013, T-Mobile announced JUMP!, which enables participating subscribers to upgrade their wireless device twice a year upon completion of an initial six-month enrollment. Additionally, the MetroPCS brand has been a value leader among customers choosing prepaid wireless service plans and we expect to accelerate its growth by

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expanding the brand into new geographic regions taking advantage of the existing T-Mobile network, beginning in the second half of 2013 through 2014. To date we have expanded sales of the MetroPCS brand to 15 new metropolitan areas.

Network Modernization. We are currently in the process of upgrading our network with a \$4 billion investment designed to modernize the 4G network, improve coverage, align spectrum bands with other key players in the U.S. market and deploy nationwide 4G LTE services in 2013. The timing for the launch of 4G LTE allows us to take advantage of the latest and most advanced 4G LTE technology infrastructure, improving the overall capacity and performance of our 4G network, while optimizing spectrum resources. We remain on target to deliver nationwide 4G LTE network coverage by the end of 2013, reaching 200 million people in more than 200 metropolitan areas. The migration of MetroPCS customers onto T-Mobile's 4G HSPA+ and LTE network is ahead of schedule, providing faster network performance for MetroPCS customers with compatible handsets. We expect the migration of MetroPCS's customers to our 4G HSPA+ and LTE network to be complete by the end of 2015.

Multi-segment Focus. T-Mobile plans to continue to offer multiple types of wireless service plans to accelerate growth. The combination of T-Mobile USA and MetroPCS added another flagship brand to the T-Mobile portfolio and increased our ability to serve the full breadth of the wireless market. In B2B, T-Mobile has made significant investments in software and systems. Additionally, T-Mobile expects to continue to expand its wholesale business through Mobile Virtual Network Operators (MVNOs) and other wholesale relationships where its spectrum depth, available network capacity and the Global System for Mobile Communications (GSM) technology base help secure profitable wholesale customers.

Aligned Cost Structure. We continue to pursue a low-cost business operating model to drive cost savings, which can be reinvested in the business. These cost programs are on-going as we continue to work to simplify our business and drive operational efficiencies in areas such as network optimization, customer roaming, improved customer collection rates and better management of customer acquisition and retention costs. A portion of savings have been, and will continue to be, reinvested into customer acquisition programs.

Recent Developments

On August 21, 2013, we consummated the sale of \$500 million principal amount of 5.25% Senior Notes due 2018 (the 5.25% senior notes). The 5.25% senior notes are unsecured obligations of the Issuer and are guaranteed by Parent and by all of the Issuer's subsidiaries that guarantee the notes offered hereby. The notes offered hereby are different series of notes issued under a different indenture from those under which our 5.25% senior notes were issued.

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Ownership and Corporate Information

The diagram below illustrates our current ownership and corporate structure:

- (1) Intermediate holding companies not shown.
- (2) See Description of Certain Indebtedness and Certain Lease Obligations and Description of the Notes Offered Hereby. Amounts are principal amounts. The notes offered hereby represent \$3,100 million of the Deutsche Telekom Notes.
- (3) Certain subsidiaries of the Issuer are not guarantors of the notes. See Description of the Notes Brief Description of the Notes and the Note Guarantees The Note Guarantees in the accompanying prospectus. As of June 30, 2013, the Issuer's subsidiaries that do not guarantee the notes had approximately \$1.2 billion of total assets (excluding receivables due from the Issuer and its guarantor subsidiaries) and \$2.3 billion in indebtedness, other liabilities and preferred stock.

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.

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You may read and copy any materials our Parent files with the SEC at the SEC's public reference room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0300. The SEC also maintains an electronic Internet site that contains our Parent's reports, proxy and information statements, and other information at www.sec.gov.

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THE OFFERING

Issuer	T-Mobile USA, Inc.
Notes Offered	<p>\$1,250,000,000 6.464% Senior Notes due 2019</p> <p>\$1,250,000,000 6.633% Senior Notes due 2021</p> <p>\$600,000,000 6.836% Senior Notes due 2023</p> <p>The notes offered hereby constitute a portion of the Deutsche Telekom Notes, as defined in Description of the Notes Offered Hereby.</p>
Maturity	<p>6.464% Senior Notes due 2019 April 28, 2019</p> <p>6.633% Senior Notes due 2021 April 28, 2021</p> <p>6.836% Senior Notes due 2023 April 28, 2023</p>
Interest Payment Dates for Notes	January 28 and July 28 of each year. The next interest payment date is January 28, 2014.
Optional Redemption	<p>The notes are redeemable, in whole or in part, at any time on or after the dates and at the redemption prices specified under Description of the Notes Optional Redemption in the accompanying prospectus 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 each series of notes before the dates specified under Description of the Notes Optional Redemption in the accompanying prospectus with the net cash proceeds from certain equity offerings, subject to certain conditions. The Issuer also may redeem each series of notes prior to the dates specified under Description of the Notes Optional Redemption in the accompanying prospectus at a specified redemption price plus a make-whole premium, plus accrued and unpaid interest to, but not including, the redemption date.</p>
Ranking	<p>The notes are the Issuer's general unsecured, unsubordinated obligations. Accordingly, they rank:</p> <p>senior in right of payment to any future subordinated indebtedness of Issuer to the extent that such indebtedness provides by its terms that it is subordinated to the notes;</p>

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pari passu 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 limitation, \$17.2 billion aggregate principal amount of outstanding 7⁷/₈% Senior Notes due 2018, 6⁵/₈% Senior Notes due 2020, 6.250% Senior Notes due 2021, 6.625% Senior Notes due 2023, 5.25% Senior Notes due 2018 and the other Deutsche Telekom Notes that are not being offered hereby (collectively, together with the notes offered hereby, the Existing Senior Notes) and any amounts outstanding under our Working Capital Facility (as defined in Description of Certain Indebtedness and Certain Lease Obligations Working Capital Facility) from time to time;

effectively subordinated to the Issuer's existing and future secured indebtedness, 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.

Note Guarantees

The notes are 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 the Notes The Note Guarantees in the accompanying prospectus. Each guarantee of the notes is a unsecured, unsubordinated obligation of that guarantor and ranks:

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;

pari passu 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 our Existing Senior Notes;

effectively subordinated to that guarantor's existing and future secured indebtedness, to the extent of the value of the assets of such guarantor constituting collateral securing that indebtedness; and

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

As of June 30, 2013, the Issuer's subsidiaries that are not guarantors of the notes had approximately \$1.2 billion of total assets (excluding receivables due from the Issuer and its guarantor subsidiaries) and \$2.3 billion in indebtedness, other liabilities and preferred stock.

Certain Covenants

The indenture governing the notes contains covenants that, among other things, limit the ability of 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 are subject to a number of important limitations and exceptions that are described in the accompanying prospectus under the caption "Description of the Notes—Certain Covenants" in the accompanying prospectus. 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 the Notes—Certain Covenants—Changes in Covenants When Notes Rated Investment Grade" in the accompanying prospectus.

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 under credit facilities or secured by assets sold within a certain period of time after

such sale; otherwise the Issuer, subject to certain conditions, must make an offer to purchase a

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principal amount of the notes and other pari passu indebtedness equal to the excess net cash proceeds. The purchase price of the notes of each series would be 100% of their principal amount, plus accrued and unpaid interest, to, but not including, the repurchase date. See **Description of the Notes Repurchase at the Option of Holders Asset Sales** in the accompanying prospectus.

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 of each series 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 the Notes Repurchase at the Option of Holders Change of Control Triggering Event** in the accompanying prospectus.

Use of Proceeds

We will not receive any of the proceeds from the sale of the notes by the selling noteholder.

Absence of Public Market for the Notes

There is currently no established trading market for the notes. 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.

Delivery

We will deposit the global securities representing the notes with The Depository Trust Company (**DTC**) in New York. You may hold an interest in the notes through **DTC**.

Form

The notes will be represented by one or more global securities registered in the name of Cede & Co., as nominee for **DTC**. Beneficial interests in the notes will be evidenced by, and transfers thereof will be effected only through, records maintained by participants in **DTC**.

Risk Factors

You should consider carefully all of the information set forth in this prospectus supplement and the accompanying prospectus and, in particular, you should carefully evaluate the specific factors under **Risk Factors** beginning on page S-17 of this prospectus supplement and those risk factors incorporated by reference herein.

For a description of the notes offered hereby, see **Description of the Notes Offered Hereby** below and the **Description of the Notes** beginning on page 15 of the accompanying prospectus.

Table of Contents**Summary Pro Forma Financial Information and Operating Data**

The following unaudited pro forma condensed combined financial information presents the unaudited pro forma condensed combined statements of operations based upon the combined historical financial statements of T-Mobile and MetroPCS, after giving effect to the Business Combination Transaction between T-Mobile USA and MetroPCS as of January 1, 2012, the beginning of the earliest period presented, and necessary adjustments. In accordance with Article 11 of Regulation S-X, a pro forma balance sheet is not required as the transaction has already been reflected in the unaudited June 30, 2013 balance sheet of the Company. For further information see the section entitled T-Mobile US, Inc. Unaudited Pro Forma Condensed Combined Financial Information.

The unaudited pro forma condensed combined financial information that follows is provided for informational purposes only and is not intended to represent or be indicative of the combined results of operations that would have occurred if the Business Combination Transaction had been completed as of the date set forth above, nor is it indicative of the future results of the combined company. In connection with the pro forma financial information, the Company allocated the preliminary purchase price using its best estimates of fair value. The pro forma acquisition price adjustments are preliminary and subject to further adjustments as additional information becomes available and as additional analyses are performed. The unaudited pro forma condensed combined financial information also does not give effect to the potential impact of current financial conditions, any anticipated synergies, operating efficiencies or cost savings that may result from the Business Combination Transaction or any integration costs. Furthermore, the unaudited pro forma condensed combined statements of operations do not include certain nonrecurring charges and the related tax effects which may result directly from the transaction.

	For the six months ended June 30, 2013	For the twelve months ended December 31, 2012 (In millions)
Statement of Operations Data		
Revenues:		
Total revenues	\$ 12,642	\$ 24,941
Operating expenses:		
Network costs	2,901	5,978
Cost of equipment sales	3,347	4,855
Selling, general and administrative	3,627	7,734
Depreciation and amortization	1,885	3,996
Impairment charges on goodwill and spectrum licenses		8,134
Other, net	92	(90)
Total operating expenses	11,852	30,607
Operating income (loss)	790	(5,666)
Other (expense) income:		
Other expense, net	(597)	(1,052)
Total other expense, net	(597)	(1,052)
Income (loss) before income taxes	193	(6,718)
Income tax expense	(113)	(436)
Net income (loss)	\$ 80	\$ (7,154)

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

The following table sets forth selected consolidated financial data for the Company. The data should be read in conjunction with our audited consolidated financial statements and related notes for the three years ended December 31, 2012, 2011 and 2010, filed as Exhibit 99.1 to Parent's Current Report on Form 8-K filed on June 18, 2013, and our condensed consolidated financial statements and related notes for the six months ended June 30, 2013 and 2012 contained in Parent's Quarterly Report on Form 10-Q filed on August 8, 2013. The information set forth below also should be read in conjunction with the complete historical financial statements and related notes of Parent, which are incorporated by reference in this prospectus supplement, as well as the Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Parent's Form 10-K for the year ended December 31, 2012, Parent's subsequent Forms 10-Q, Exhibit 99.1 to Parent's Form 8-K filed on May 8, 2013 and Exhibit 99.1 to Parent's Form 8-K/A filed on May 8, 2013, each of which is incorporated by reference into this prospectus supplement.

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

	Six months ended		Year ended December 31,		
	2013	June 30, 2012	2012	2011	2010
	(In millions)				
Revenues:					
Service revenues	\$ 8,762	\$ 8,825	\$ 17,213	\$ 18,481	\$ 18,733
Equipment sales	1,984	970	2,242	1,901	2,404
Other revenues	159	122	264	236	210
Total revenues	10,905	9,917	19,719	20,618	21,347
Operating expenses:					
Network costs	2,436	2,374	4,661	4,952	4,895
Cost of equipment sales	2,822	1,590	3,437	3,646	4,237
Customer acquisition	1,765	1,500	3,286	3,185	3,205
General and administrative	1,588	1,841	3,510	3,543	3,535
Depreciation and amortization	1,643	1,566	3,187	2,982	2,773
Impairment charges			8,134	6,420	
MetroPCS transaction-related costs	39				
Restructuring costs	54	54	85		
Other, net	(2)	43	(184)	169	(3)
Total operating expenses	10,345	8,968	26,116	24,897	18,642
Operating (loss) income	560	949	(6,397)	(4,279)	2,705
Other (expense) income					
Interest expense to affiliates	(403)	(322)	(661)	(670)	(556)
Interest expense	(160)				
Interest income	75	32	77	25	14
Other (expense) income, net	112	8	(5)	(10)	16
Total other expense, net	(376)	(282)	(589)	(655)	(526)
(Loss) income before income taxes	184	667	(6,986)	(4,934)	2,179
Income tax (expense) benefit	(93)	(260)	(350)	216	(822)
Net (loss) income including non-controlling interests	91	407	(7,336)	(4,718)	1,357
Net income attributable to non-controlling interest					(3)
Net (loss) income	\$ 91	\$ 407	\$ (7,336)	\$ (4,718)	\$ 1,354

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	Six months ended		Year ended December 31,		
	2013	2012	2012	2011	2010
	(Dollars in millions, customers in thousands)				
Other Financial Data:					
Net cash provided by operating activities	\$ 1,715	\$ 1,909	\$ 3,862	\$ 4,980	\$ 4,905
Net cash provided by (used in) investing activities	262	(1,877)	(3,915)	(4,699)	(5,126)
Net cash provided by (used in) financing activities	(9)	1	57		123

Consolidated Operating Data:					
Customers (at period end)	44,016	33,168	33,389	33,185	33,734
Adjusted EBITDA(1)	2,302	2,612	4,886	5,310	5,478
Adjusted EBITDA as a percentage of service revenues(2)	26%	30%	28%	29%	29%
Capital Expenditures(3)	\$ 2,126	\$ 1,286	\$ 2,901	\$ 2,729	\$ 2,819

	Six months ended		Year ended December 31,		
	2013	2012	2012	2011	2010
Average monthly churn (Branded)(4)	3.0%	3.0%	3.2%	3.3%	3.2%
Average monthly churn (Branded Postpaid)(4)	1.8	2.3	2.4	2.7	2.4
Average monthly churn (Branded Prepaid)(4)	6.0	6.2	6.4	6.7	7.6
Average revenue per user (Branded ARPU)(5)	\$ 47.34	\$ 51.61	\$ 50.81	\$ 52.22	\$ 49.90
Average revenue per user (Branded Postpaid ARPU)(5)	53.83	57.51	56.79	57.56	54.78
Average revenue per user (Branded Prepaid ARPU)(5)	32.61	26.11	26.85	24.27	24.18
Branded cost per gross addition (Branded CPGA)(6)	332	391	394	424	409
Branded cost per user (Branded CPU)(7)	26	29	28	28	26

	Six months ended		
	June 30, 2013	Year ended December 31, 2012	2011
	(In millions)		
Balance Sheet Data:			
Current assets	\$ 7,313	\$ 5,541	\$ 6,602
Property and equipment, net	15,185	12,807	12,703
Goodwill, spectrum licenses and other intangible assets, net	21,488	14,629	21,009
Other assets	748	645	295
Total assets	44,734	33,622	40,609
Current liabilities	5,398	5,592	4,504
Long-term payables to affiliates	11,200	13,655	15,049
Long-term debt	6,276		
Long-term financial obligation	2,479	2,461	
Other long-term liabilities	7,022	5,799	5,271
Stockholders' equity	12,359	6,115	15,785

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- (1) Adjusted EBITDA is a non-GAAP financial measure utilized by our management to monitor the financial performance of our operations. This measurement, together with GAAP measures such as revenue and operating income, assists management in its decision-making process related to the operation of the business. We use Adjusted EBITDA internally as a metric to evaluate and compensate our personnel and management for their performance, and as a benchmark to evaluate our operating performance in comparison to our competitors. Management also uses Adjusted EBITDA to measure, from period-to-period, our ability to provide cash flows to meet future debt services, capital expenditures and working capital requirements and fund future growth.

We believe that analysts and investors use Adjusted EBITDA as a supplemental measure to evaluate our overall operating performance and that this metric facilitates comparisons with other wireless communications companies. Adjusted EBITDA has limitations as an analytical tool and should not be considered in isolation or as a substitute for income from operations, net income, or any other measure of financial performance reported in accordance with GAAP. Adjusted EBITDA is calculated by adding back interest expense (net of interest income), taxes, depreciation and amortization expense, impairment charges, restructuring costs, other income and (expense), net, and other transactions that are not reflective of our ongoing operating performance to net income.

The following table reconciles Adjusted EBITDA to net (loss) income which we consider to be the most directly comparable GAAP financial measure to Adjusted EBITDA.

	Six months ended		Year ended December 31,		
	2013	2012	2012	2011	2010
			(in millions)		
Calculation of Adjusted EBITDA:					
Net income (loss)	\$ 91	\$ 407	\$ (7,336)	\$ (4,718)	\$ 1,357
Adjustments:					
Interest expense to affiliates	403	322	661	670	556
Interest expense	160				
Interest income	(75)	(32)	(77)	(25)	(14)
Other (income) expense, net	(112)	(8)	5	10	(16)
Income tax expense (benefit)	93	260	350	(216)	822
Operating (loss) income	560	949	(6,397)	(4,279)	2,705
Depreciation and amortization	1,643	1,566	3,187	2,982	2,773
Impairment charges			8,134	6,420	
MetroPCS transaction-related costs	39				
Restructuring costs	54	54	85		
Stock-based compensation	6				
Other, net(a)		43	(123)	187	
Adjusted EBITDA	\$ 2,302	\$ 2,612	\$ 4,886	\$ 5,310	\$ 5,478

- (a) Other, net of \$43 million for the six months ended June 30, 2012 primarily related to employee retention costs associated with the terminated AT&T acquisition of T-Mobile USA. Other, net transactions may not agree in total to the other, net classification in the Consolidated Statements of Comprehensive Income due to certain routine operating activities, such as insignificant routine spectrum license exchanges that would be expected to reoccur, and are therefore not excluded from the calculation of Adjusted EBITDA. Other, net for the year ended December 31, 2012 represents a net gain on an advanced wireless services (AWS) spectrum license purchase and exchange, transaction-related costs incurred for the terminated AT&T acquisition of T-Mobile USA, and transaction-related costs incurred from the business combination with MetroPCS Communications. Other, net for the year ended December 31, 2011 represents AT&T transaction-related costs incurred from the terminated AT&T acquisition of T-Mobile USA. Other, net transactions may not agree in total to the other, net classification in the Consolidated Statements of Operations and Comprehensive Income (Loss) due to certain routine operating activities, such as insignificant routine spectrum license exchanges that would be expected to reoccur, and are therefore not excluded from Adjusted EBITDA.
- (2) Adjusted EBITDA as a percentage of service revenues is calculated by dividing Adjusted EBITDA by total service revenues.
- (3) Capital expenditures consist of amounts paid for construction and purchase of property and equipment.

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- (4) Branded churn is defined as the number of branded customers whose service was discontinued, expressed as a rounded monthly percentage of the average number of branded customers during the specified period. T-Mobile believes that churn, which is a measure of customer retention and loyalty, provides relevant and useful information and is used by management to evaluate the operating performance of our business.

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- (5) ARPU represents the average monthly service revenue earned from customers. Branded ARPU is calculated by dividing service revenues from branded customers for the specified period by the average branded customers during the period, and further dividing by the number of months in the period. Branded postpaid ARPU is calculated by dividing branded postpaid service revenues for the specified period by the average branded postpaid customers during the period, and further dividing by the number of months in the period. Branded prepaid ARPU is calculated by dividing branded prepaid service revenues for the specified period by the average branded prepaid customers during the period, and further dividing by the number of months in the period. T-Mobile believes ARPU provides management with useful information to evaluate the service revenues generated from our customer base. The following tables illustrate the calculation of ARPU and reconcile ARPU to related service revenues, which we consider to be the most directly comparable GAAP financial measure to ARPU.

	Six months ended June 30,		Year ended December 31,		
	2013	2012	2012	2011	2010
Calculation of Average Revenue Per Branded Customer (Branded ARPU):					
Branded service revenues (in millions)	\$ 8,292	\$ 8,325	\$ 16,236	\$ 17,537	\$ 17,922
Divided by: Average number of branded customers (in thousands) and number of months in period	29,190	26,886	26,631	27,984	29,929
Branded ARPU	\$ 47.34	\$ 51.61	\$ 50.81	\$ 52.22	\$ 49.90

	Six months ended June 30,		Year ended December 31,		
	2013	2012	2012	2011	2010
Calculation of Average Revenue Per Branded Postpaid Customer (Branded Postpaid ARPU):					
Branded postpaid service revenues (in millions)	\$ 6,547	\$ 7,534	\$ 14,521	\$ 16,230	\$ 16,538
Divided by: Average number of branded postpaid customers (in thousands) and number of months in period	20,271	21,832	21,306	23,496	25,159
Branded Postpaid ARPU	\$ 53.83	\$ 57.51	\$ 56.79	\$ 57.56	\$ 54.78

	Six months ended June 30,		Year ended December 31,		
	2013	2012	2012	2011	2010
Calculation of Average Revenue Per Branded Prepaid Customer (Branded Prepaid ARPU):					
Branded prepaid service revenues (in millions)	\$ 1,745	\$ 791	\$ 1,715	\$ 1,307	\$ 1,384
Divided by: Average number of branded prepaid customers (in thousands) and number of months in period	8,919	5,054	5,325	4,488	4,770
Branded Prepaid ARPU	\$ 32.61	\$ 26.11	\$ 26.85	\$ 24.27	\$ 24.18

- (6) Branded Cost Per Gross Addition (Branded CPGA) is determined by dividing the costs of acquiring new customers, consisting of customer acquisition expenses plus the subsidy loss related to acquiring new customers for the specified period, by gross branded customer additions during the period. The subsidy loss related to acquiring new customers consists primarily of the excess of handset and accessory costs over related revenues incurred to acquire new customers. Additionally, the equipment subsidy loss associated with retaining existing customers, is excluded from this measure as Branded CPGA is intended to reflect only the acquisition costs to acquire new customers.

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T-Mobile utilizes Branded CPGA to assess the initial capital invested in customers and determine the number of months to recover customer acquisition costs. This measure also allows T-Mobile to compare average acquisition costs per new customer to those of other wireless telecommunications providers, although other providers may calculate this measure differently. Equipment sales related to new customers are deducted from customer acquisition expenses in this calculation as they represent amounts paid by customers at the time their service is activated that reduce the acquisition cost of those customers. Additionally, equipment costs associated with retaining existing customers are excluded as this measure is intended to reflect only the acquisition costs related to new customers. The following table reconciles total costs used in the calculation of Branded CPGA to customer acquisition expenses, which T-Mobile considers to be the most directly comparable GAAP financial measure to Branded CPGA.

	Six months ended June 30,		Year ended December 31,		
	2013	2012	2012	2011	2010
Calculation of Branded Cost Per Gross Addition (Branded CPGA):					
Customer acquisition expenses	\$ 1,765	\$ 1,500	\$ 3,286	\$ 3,185	\$ 3,205
Plus: Subsidy loss					
Equipment sales	(1,984)	(970)	(2,242)	(1,901)	(2,404)
Cost of equipment sales	2,822	1,590	3,437	3,646	4,237
Total subsidy loss	838	620	1,195	1,745	1,833
Less: Subsidy loss unrelated to customer acquisition	(610)	(430)	(903)	(1,014)	(926)
Subsidy loss related to customer acquisition	228	190	292	731	907
Costs of acquiring new branded customers	1,993	1,690	3,578	3,916	4,112
Divided by: Gross branded customer additions (in thousands)	6,001	4,319	9,083	9,234	10,057
Branded CPGA	\$ 332	\$ 391	\$ 394	\$ 424	\$ 409

- (7) Branded Cost Per User (Branded CPU) is determined by dividing network costs and general and administrative expenses plus the subsidy loss unrelated to customer acquisition, by the sum of the average monthly number of branded customers during such period. Additionally, the cost of serving customers includes the costs of providing handset insurance services.

T-Mobile utilizes Branded CPU as a tool to evaluate the non-acquisition related cash expenses associated with ongoing business operations on a per customer basis, to track changes in these non-acquisition related cash costs over time, and to help evaluate how changes in business operations affect non-acquisition related cash costs per customer. In addition, Branded CPU provides management with a useful measure to compare non-acquisition related cash costs per customer with those of other wireless telecommunications providers. The following table reconciles total costs used in the calculation of Branded CPU to network costs, which T-Mobile considers to be the most directly comparable GAAP financial measure to Branded CPU.

	Six months ended June 30,		Year ended December 31,		
	2013	2012	2012	2011	2010
Calculation of Branded Cost Per Customer (Branded CPU):					
Network costs	\$ 2,436	\$ 2,374	\$ 4,661	\$ 4,952	\$ 4,895
Plus: General and administrative expense	1,588	1,841	3,510	3,543	3,535
Plus: Subsidy loss unrelated to customer acquisition	610	430	903	1,014	926
Total cost of serving customers	4,634	4,645	9,074	9,509	9,356
Divided by: Average number of branded customers (in thousands)	29,190	26,886	26,631	27,984	29,929
Branded CPU	\$ 26	\$ 29	\$ 28	\$ 28	\$ 26

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Non-GAAP Financial Measures

In managing our business and assessing financial performance, we supplement the information provided by financial statement measures prepared in accordance with generally accepted accounting principles (GAAP) in the United States of America (GAAP measures), such as operating income (loss), with non-GAAP measures, including Adjusted EBITDA, Branded Cost Per Gross Addition (Branded CPGA) and Branded Cost Per User (Branded CPU), which measure the financial performance of operations, and several customer focused performance metrics that are widely used in the wireless communications industry. Branded CPGA, Branded CPU and Adjusted EBITDA are utilized by our management to evaluate our operating performance, and in the case of Adjusted EBITDA, our ability to meet liquidity requirements. In addition to metrics involving the numbers of customers, these metrics also include measures related to Average Revenue Per User (ARPU), which measures service revenue per customer, and churn, which measures turnover in our customer base.

A non-GAAP financial measure is defined as a numerical measure of a company s financial performance that (i) excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the comparable measure calculated and presented in accordance with GAAP in the statement of income or statement of cash flows, or (ii) includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the comparable measure so calculated and presented.

We believe these measures are important in understanding the performance of operations from period to period, and that these measures, which are common in the wireless industry, facilitate key operating performance comparisons with other companies in the wireless industry. However, we caution investors that our presentations of these measures may not be comparable to similar measures as disclosed by other issuers, because other companies in the wireless industry may calculate these measures differently. Because of these limitations, investors should consider these non-GAAP measures alongside other performance measures and liquidity measures, including our GAAP measures, as well as the reconciliations of the impact of the components adjusted for in the non-GAAP financial measures.

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RISK FACTORS

An investment in the notes involves a high degree of risk. This prospectus supplement does not describe all of those risks. Prior to making a decision about investing in the notes, you should carefully consider the specific risk factors set forth below as well as the risks and other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, including the Risk Factors in Parent's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013, which are incorporated by reference herein. The risks and uncertainties we have described are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may affect our business, financial condition and operating results. If any of these risks actually occurs, our business, financial condition and operating results could suffer, and you could lose all or part of your investment.

Risks Related to the Notes

Our substantial indebtedness could adversely affect our business, financial condition and operating results, and senior creditors would have a secured claim to any collateral securing the debt owed to them.

We have, and we expect that we will continue to have, a significant amount of debt. As of June 30, 2013, on an as adjusted basis for the offering of our 5.25% senior notes, we would have had approximately \$20.7 billion of outstanding indebtedness, including \$17.2 billion of outstanding indebtedness under our senior notes, approximately \$0.4 billion of capital leases (and approximately \$2.48 billion in long term financial obligation relating to the Tower Transaction (as defined under Unaudited Pro Forma Condensed Combined Financial Information)), and \$500 million available for borrowing under the Working Capital Facility (as defined under Description of Certain Indebtedness and Certain Lease Obligations Working Capital Facility).

Our ability to make payments on debt, to repay existing indebtedness when due and to fund operations and significant planned capital expenditures will depend on our ability to generate cash in the future. Our ability to produce cash from operations is subject to a number of risks, including:

introduction of new products and services by us or our competitors, changes in service plans or pricing by us or our competitors, or promotional offers;

customers' acceptance of our service offerings;

our ability to maintain our current cost structure; and

our ability to continue to grow our customer base and maintain projected levels of churn.

Our substantial debt service obligations could have important material consequences to you, including the following:

limiting our ability to borrow money or sell stock to fund working capital, capital expenditures, debt service requirements, acquisitions, technological initiatives and other general corporate purposes;

making it more difficult for us to make payments on indebtedness and satisfy obligations under the notes;

increasing our vulnerability to general economic downturns and industry conditions and limiting our ability to withstand competitive pressure;

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limiting our flexibility in planning for, or reacting to, changes in our business or the communications industry;

limiting our ability to increase our capital expenditures to roll out new services or to upgrade our networks to new technologies, such as LTE;

limiting our ability to purchase additional spectrum, expand existing service areas or develop new metropolitan areas in the future;

reducing the amount of cash available for working capital needs, capital expenditures for existing and new markets and other corporate purposes by requiring us to dedicate a substantial portion of cash flow from operations to the payment of principal of, and interest on, indebtedness; and

placing us at a competitive disadvantage to our competitors who are less leveraged than we are.

Any of these risks could impair our ability to fund our operations or limit our ability to obtain additional spectrum, or limit our ability to expand our business as planned, which could have a material adverse effect on our business, financial condition, and operating results.

In addition, a substantial portion of our debt bears interest at fixed rates subject to a reset two, two and a half, or three years after the closing of the Business Combination Transaction or at a variable rate. The reset will cause the interest rate of the relevant debt securities to be recalculated according to a formula which depends in part upon designated indices (which are tied to market yields for certain securities) and other benchmark debt securities, only a portion of which is calculated based on the trading prices of our indebtedness. If market interest rates increase, variable-rate debt and debt at fixed rates subject to a reset, on the reset date and thereafter, will create higher debt service requirements, which could adversely affect our cash flow. While we may enter into agreements limiting our exposure to higher interest rates in the future, any such agreements may not offer complete protection from this risk, and any portion not subject to such agreements would have full exposure to higher interest rates. Interest rates for such benchmark indices and debt securities are highly sensitive to many factors, including domestic and international economic and political conditions, policies of governmental and regulatory agencies, developments affecting the financial or operating results or prospects of the issuer of the benchmark securities or of securities referenced in the benchmark indices, and other factors beyond our control. As a result, a significant increase in these interest rates at the time that the relevant debt securities are recalculated could have an adverse effect on our financial position and results of operations.

Even with our current levels of indebtedness, we may incur additional indebtedness. This could further exacerbate the risks associated with our leverage.

Although we have substantial indebtedness, we may still be able to incur significantly more debt as market conditions and contractual obligations permit, which could further reduce the cash available to invest in operations, as a result of increased debt service obligations. The terms of the agreements governing our long-term indebtedness allow for the incurrence of additional indebtedness by us and our subsidiaries, subject to specified limitations. The more leveraged we become, the more we, and in turn the holders of our securities, become exposed to the risks described above in the risk factor entitled Our substantial indebtedness could adversely affect our business, financial condition and operating results and senior creditors would have a secured claim to any collateral securing the debt owed to them.

There can be no assurance that sufficient funds will be available to us under our existing indebtedness or otherwise. Further, should we need to raise additional capital, the foreign

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ownership restrictions mandated by the Federal Communications Commission (FCC), and applicable to us, could limit our ability to attract additional equity financing outside the United States. If we were able to obtain funds, it may not be on terms and conditions acceptable to us, which could limit or preclude our ability to pursue new opportunities, expand our service, upgrade our networks, engage in acquisitions, or purchase additional spectrum, thus limiting our ability to expand our business which could have a material adverse effect on our business, financial condition and operating results.

The notes and the guarantees are unsecured and effectively subordinated to the Issuer's and the guarantors' existing and future secured indebtedness and structurally subordinated to the indebtedness and other liabilities of the Issuer's non-guarantor subsidiaries.

The notes and the guarantees are general unsecured, unsubordinated obligations ranking effectively junior in right of payment to all existing and future secured debt of the Issuer and of each guarantor to the extent of the value of the collateral securing such debt, and will be structurally subordinated to any existing or future indebtedness, preferred stock and other liabilities of the Issuer's non-guarantor subsidiaries. The notes also permit us to incur secured debt.

If the Issuer or a guarantor is declared bankrupt, becomes insolvent or is liquidated or reorganized, any secured debt of the Issuer or of that guarantor will be entitled to be paid in full from the Issuer's assets or the assets of the guarantor, as applicable, securing that debt before any payment may be made with respect to the notes or the guarantees. Holders of the notes will participate ratably in any remaining assets with all holders of the Issuer's unsecured indebtedness that is not by its terms subordinated to the notes, including all of the Issuer's other general creditors, based upon the respective amounts owed to each holder or creditor. In any of the foregoing events, there may not be sufficient assets to pay the indebtedness and other obligations owed to secured creditors and the amounts due on the notes. As a result, holders of the notes would likely receive less, ratably, than holders of secured indebtedness. It is possible that there will be no assets from which claims of holders of the notes can be satisfied.

In addition, creditors of current and future subsidiaries of the Issuer that do not guarantee the notes would have claims, with respect to the assets of those subsidiaries that rank structurally senior to the notes. As of June 30, 2013, the Issuer's subsidiaries that are not guarantors of the notes had approximately \$1.2 billion of total assets (excluding receivables due from the Issuer and its guarantor subsidiaries) and \$2.3 billion in indebtedness, other liabilities and preferred stock. In the event of any distribution or payment of assets of such subsidiaries in any dissolution, winding up, liquidation, reorganization, or other bankruptcy proceeding, the claims of those creditors must be satisfied prior to making any such distribution or payment to the Issuer in respect of direct or indirect equity interests in such subsidiaries. Certain subsidiaries of Issuer (such as special purpose entities, a reinsurance subsidiary and immaterial subsidiaries) will not guarantee the notes. See Description of the Notes Brief Description of the Notes and the Note Guarantees The Note Guarantees in the accompanying prospectus.

To service our debt, we will require a significant amount of cash, which may not be available to us.

Our ability to meet existing or future debt obligations and to reduce indebtedness will depend on future performance and the other cash requirements of our businesses. Our performance, to a certain extent, is subject to general economic conditions and financial, competitive, business, political, regulatory and other factors that are beyond our control. In addition, our ability to borrow funds in the future to make payments on debt will depend on the

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satisfaction of covenants in the indentures governing our Existing Senior Notes, including the notes offered hereby, other debt agreements and other agreements we may enter into in the future. Specifically, under the Working Capital Facility (so long as any amounts are outstanding thereunder), we will need to maintain certain financial ratios. We cannot assure you that we will continue to generate sufficient cash flow from operations or that future equity issuances or borrowings will be available to us in an amount sufficient to enable us to service debt or repay all indebtedness in a timely manner or on favorable or commercially reasonable terms, or at all. If we are unable to satisfy financial covenants under the Working Capital Facility or generate sufficient cash to timely repay debt, our lenders could accelerate the maturity of some or all of our outstanding indebtedness. As a result, we may need to refinance all or a portion of our remaining existing indebtedness prior to its maturity. Disruptions in the financial markets, the general amount of debt refinancings occurring at the same time, and our financial position and performance could make it more difficult to obtain debt or equity financing on reasonable terms or at all. In addition, instability in the global financial markets has from time to time resulted in periodic volatility in the capital markets. This volatility could limit our access to the credit markets, leading to higher borrowing costs or, in some cases, the inability to obtain financing on terms that are acceptable to us, or at all. Any such failure to obtain additional financing could jeopardize our ability to repay, refinance or reduce debt obligations.

Upon certain events including a change of control, we may be required to offer to repurchase all of the Existing Senior Notes and all of the notes offered hereby and we may not have the ability to finance such repurchase.

The indentures governing our Existing Senior Notes, including the notes offered hereby, provide that, upon the occurrence of certain change of control triggering events, which change of control triggering events include a change of control combined with certain ratings downgrades or withdrawals as described further under Description of the Notes Repurchase at the Option of Holders Change of Control Triggering Event in the accompanying prospectus, the Issuer will be required to offer to repurchase all outstanding Existing Senior Notes, including the notes offered hereby, at 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of repurchase. In addition, any change of control is expected to cause an event of default under the Working Capital Facility, entitling the lenders to declare all outstanding amounts thereunder to be immediately due and payable. We may not have sufficient access to funds at the time of the change of control triggering event to make the required repurchase of the Existing Senior Notes, including the notes offered hereby, and repay outstanding amounts under the Working Capital Facility or contractual restrictions may not allow such repurchases or repayments.

In addition, pursuant to a noteholder agreement entered into between us and Deutsche Telekom, upon the occurrence of certain events, Deutsche Telekom will have the right to require us to repurchase any Deutsche Telekom Notes held by Deutsche Telekom or any of its subsidiaries (other than Parent or any of its subsidiaries), even if a change of control triggering event has not occurred. If such an event were to occur, we may not have sufficient funds to pay the purchase price in any required repurchase offers and may be required to obtain third-party financing in order to do so. However, we may not be able to obtain such financing on commercially reasonable terms, or at all.

The failure to purchase the Existing Senior Notes, including the notes offered hereby, as required under the respective indentures, or the failure to purchase the Deutsche Telekom Notes as required under the noteholder agreement, would result in a default under such indentures or breach of such noteholder agreement, which could have material adverse consequences for us and the holders of the notes. Any such event of default would likely trigger an event of default on other outstanding or future indebtedness.

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The indentures governing our Existing Senior Notes, including the notes offered hereby, and our Working Capital Facility include restrictive covenants that limit our operating flexibility.

The indentures governing our Existing Senior Notes, including the notes offered hereby, as well as the Working Capital Facility, impose material restrictions on us. These restrictions, subject in certain cases to ordinary course of business and other exceptions, may limit our ability to engage in some transactions, including the following:

incurring additional debt;

paying dividends, redeeming capital stock or making other restricted payments or investments;

selling assets, properties or licenses;

developing assets, properties or licenses which we have or in the future may procure;

creating liens on assets;

participating in future FCC auctions of spectrum or private sales of spectrum;

merging, consolidating or disposing of substantially all assets;

entering into transactions with affiliates; and

placing restrictions on the ability of subsidiaries to pay dividends or make other payments.

Any future debt that we incur may, and the Working Capital Facility does, contain financial maintenance covenants. These restrictions could limit our ability to obtain debt financing, repurchase stock, refinance or pay principal on our outstanding debt, complete acquisitions for cash or debt or react to changes in our operating environment or the economy.

Any failure to comply with the restrictions of the indentures governing our Existing Senior Notes, including the notes offered hereby, or the Working Capital Facility or certain current and any subsequent financing agreements may result in an event of default under these agreements, which in turn may result in defaults or acceleration of obligations under these agreements and other agreements, giving our lenders and other debt holders the right to require us to repay all amounts then outstanding and to terminate any commitments they may have made to provide us with further funds.

The guarantees may not be enforceable because of fraudulent conveyance laws.

The guarantors' guarantees of the notes may be subject to review under federal bankruptcy law or relevant state fraudulent conveyance laws if we or any guarantor file a petition for bankruptcy or our creditors file an involuntary petition for bankruptcy against us or any guarantor. Under these laws, if a court were to find that, at the time a guarantor incurred debt (including debt represented by the guarantee), such guarantor:

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incurred this debt with the intent of hindering, delaying or defrauding current or future creditors; or

received less than reasonably equivalent value or fair consideration for incurring this debt, and the guarantor:

was insolvent or was rendered insolvent by reason of the related financing transactions;

was engaged in, or about to engage in, a business or transaction for which its remaining assets constituted unreasonably small capital to carry on its business; or

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intended to incur, or believed that it would incur, debts beyond its ability to pay these debts as they mature, as all of the foregoing terms are defined in or interpreted under the relevant fraudulent transfer or conveyance statutes; then the court could void the guarantee or subordinate the amounts owing under the guarantee to the guarantor's presently existing or future debt or take other actions detrimental to you.

The measure of insolvency for purposes of the foregoing considerations will vary depending upon the law of the jurisdiction that is being applied in any such proceeding. Generally, an entity would be considered insolvent if, at the time it incurred the debt or issued the guarantee:

it could not pay its debts or contingent liabilities as they become due;

the sum of its debts, including contingent liabilities, is greater than its assets, at a fair valuation; or

the present fair saleable value of its assets is less than the amount required to pay the probable liability on its total existing debts and liabilities, including contingent liabilities, as they become absolute and mature.

If a guarantee is voided as a fraudulent conveyance or found to be unenforceable for any other reason, you will not have a claim against that obligor and will only be our creditor or that of any guarantor whose obligation was not set aside or found to be unenforceable. In addition, the loss of a guarantee will constitute an event of default under the indentures relating to our Existing Senior Notes, including the notes offered hereby, and will constitute an event of default under the Working Capital Facility, which events of default would allow the relevant noteholders or lenders to accelerate the amounts due and payable thereunder, and we may not have the ability to pay any such amounts.

The indentures governing the notes contain a provision intended to limit each guarantor's liability to the maximum amount that it could incur without causing the incurrence of obligations under its guarantee to be a fraudulent transfer. This provision may not be effective to protect the guarantees from being voided under fraudulent transfer law, or may eliminate the guarantor's obligations or reduce the guarantor's obligations to an amount that effectively makes the guarantee worthless. In a recent Florida bankruptcy case, this kind of provision was found to be ineffective to protect the guarantees.

Many of the covenants in the indenture governing the notes will not apply if the notes are rated investment grade.

The indenture governing the notes provides that many of its covenants will cease to apply to us if the notes are rated investment grade by two or more of Moody's, Standard & Poor's and Fitch, provided at such time no default or event of default has occurred and is continuing. The indenture further provides that these covenants will not be later reinstated in the event that the ratings of the notes subsequently decline. These covenants restrict, among other things, our ability to pay dividends, to incur debt and to enter into certain other transactions. There can be no assurance that the notes will ever be rated investment grade. However, termination of these covenants would allow us to engage in certain transactions that would not be permitted while these covenants were in force. See "Description of the Notes—Certain Covenants—Changes in Covenants When Notes Rated Investment Grade" in the accompanying prospectus.

If we or our existing investors, including the selling noteholder named herein, sell our debt securities after this offering, the market price of the notes could decline.

The market price of the notes could decline as a result of sales of the Issuer's debt securities in the market after this offering, or the perception that such sales could occur. These sales, or

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the possibility that these sales may occur, also might make it more difficult for the Issuer to sell other debt securities in the future at a time and on terms that it deems appropriate.

There is no established trading market for the notes and no guarantee that a market will develop or that you will be able to sell your notes.

There is no established trading market for the notes and an active trading market may not develop for the notes. Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the notes. The market, if any, for the notes may not be free from similar disruptions, and any such disruptions may adversely affect the prices at which you may sell your notes if at all. We do not intend to apply for listing or quotation of the notes on any securities exchange or any automated dealer quotation system.

The trading prices for the notes will be directly affected by many factors, including our credit rating.

Credit rating agencies continually revise their ratings for companies they follow, including us. Any ratings downgrade could adversely affect the trading price of the notes, or the trading market for the notes, to the extent a trading market for the notes develops. The condition of the financial and credit markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future and any fluctuation may impact the trading price of the notes.

Risks Related to Our Business and the Wireless Industry

Increasing competition for wireless customers could adversely affect our operating results.

We have multiple wireless competitors in each of our service areas, some of which have greater resources than us, and compete for customers based principally on service/device offerings, price, call quality, data use experience, coverage area, and customer service. In addition, we are facing growing competition from providers offering services using alternative wireless technologies and IP-based networks, as well as traditional wireline networks. We expect market saturation to continue to cause the wireless industry's customer growth rate to be moderate in comparison with historical growth rates or possibly negative, leading to increased competition for customers. We also expect that our customers' growing demand for data services will place constraints on our network capacity. This competition and our capacity issues will continue to put pressure on pricing and margins as companies compete for potential customers. Our ability to respond will depend on, among other things, continued absolute and relative improvement in network quality and customer services, effective marketing and selling of products and services, attractive pricing, and cost management, all of which will involve significant expenses.

Consolidation in the wireless industry through mergers, acquisitions and joint ventures could create increased competition.

Joint ventures, mergers, acquisitions and strategic alliances in the wireless industry have resulted in and are expected to result in larger competitors competing for a limited number of customers. The two largest national wireless broadband mobile carriers currently serve a significant percentage of all wireless customers, and hold significant spectrum and other resources. Our largest competitors may be able to enter into exclusive handset or content arrangements, execute pervasive advertising and marketing campaigns, or otherwise improve their cost position relative to ours. In addition, the refusal of our large competitors to provide critical access to resources and inputs, such as roaming services on reasonable terms, may

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improve their position within the wireless broadband mobile services industry. These factors, together with the effects of the increasing aggregate penetration of wireless services in all metropolitan areas, and the ability of our larger competitors to use resources to build out their networks and to quickly deploy advanced technologies, which have made it more difficult for smaller carriers like us to attract and retain customers, may adversely affect our competitive position and ability to grow, which would have a material adverse effect on our business, financial condition, and operating results.

The failure to successfully integrate the T-Mobile and MetroPCS businesses in the expected time frame could adversely affect our future operating results. Many of the anticipated benefits of the combination may not be realized for a significant period of time, if at all.

Our success will depend, in large part, on our ability to realize the anticipated benefits, including projected synergies and cost savings, from combining the T-Mobile business with the MetroPCS business. This integration will be complex, time-consuming, require significant capital expenditures, and may divert management's time and attention from the business. The failure to successfully integrate and manage the challenges presented by the integration process may prevent us from achieving the anticipated benefits of the business combination of T-Mobile and MetroPCS and have a material adverse effect on our business, financial condition and operating results.

Potential difficulties in the integration process include, among others, the following:

unexpected costs incurred in integrating the T-Mobile and MetroPCS businesses or inability to achieve the cost savings anticipated to result from the business combination;

migrating customers from the legacy MetroPCS network to our global system for mobile communications, which we refer to as GSM, evolved high speed packet access, which we refer to as HSPA+, and LTE networks;

decommissioning the legacy MetroPCS network;

integrating existing back office and customer facing information and billing systems, cell sites and network infrastructure, customer service programs, and distributed antenna systems;

combining or coordinating product and service offerings, subscriber plans, customer services, and sales and marketing approaches;

addressing the effects of the business combination on our business and the previously established relationships between each of T-Mobile and MetroPCS and their employees, customers, suppliers, content providers, distributors, dealers, retailers, regulators, affiliates, joint venture partners, and the communities in which they operated; and

difficulties in consolidating and preparing the Company's financial statements, or having to restate the financial statements of the Company.

Many of the anticipated synergies are not expected to occur for a significant time period and will require substantial capital expenditures in the near term to be fully realized. Even if we are able to integrate the two businesses successfully, we may not realize the full anticipated benefits of the merger, including anticipated synergies expected from the integration, or achieve such benefits within the anticipated time frame or at all.

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If we are unable to attract and retain wireless subscribers our financial performance will be impaired.

Customer demand for our products and services is impacted by numerous factors including, but not limited to, our service offerings, pricing, network performance, customer perceptions, competitive offers, sales and distribution channels, economic conditions and customer service. Managing these factors, and customers' expectations of these factors, is essential in attracting and retaining customers.

We continuously incur capital expenditures and operating expenses in order to improve and enhance our products, services, applications, and content to remain competitive and to keep up with our customer demand. If we fail to improve and enhance our products and services or expand the capacity of, or make upgrades to, our network to remain competitive, or if we fail to keep up with customer demand, including by maintaining access to desired handsets, content and features, our ability to attract and retain customers would be adversely affected. In particular, our gross new subscriber activations may decrease and our subscriber churn may increase, leaving us unable to meet the assumptions of our business plan. Even if we effectively manage the factors listed above that are within our control, there can be no assurance that our existing customers will not switch to another wireless provider or that we will be able to attract new customers. There would be a material adverse impact on our business, financial condition, and operating results if we are unable to grow our customer base at the levels we project, or achieve the aggregate levels of customer penetration that we currently believe are possible with our business model.

We no longer require consumers to sign annual service contracts for post-paid services and offer consumers equipment financing, and this strategy may not succeed in the long term.

With the launch of our Simple Choice Plans, we no longer require consumers to sign annual service contracts to obtain post-paid service, while offering Equipment Installment Plans (EIPs) to permit customers to finance handsets which they purchase from us. While we anticipate that we will continue to employ similar Un-carrier tactics as part of our business strategy, our service plans and EIP offerings may not meet our customers' or potential customers' needs, expectations, or demands. In addition, with this reduction in long-term service contracts, our customers may have residual commitments to us for device financing, but can discontinue their service at any time without penalty or advance notice to us. We cannot assure you that our strategies to address customer churn will be successful. In addition, we may not be able to profitably replace customers who leave our service or replace them at all. We could experience reduced revenues and increased marketing costs to attract replacement customers if we experience a churn rate higher than we expect, which could reduce our profit margin and profitability. Our operational and financial performance may be adversely affected if we are unable to grow our customer base and achieve the customer penetration levels that we anticipate with this business model.

Certain retail customers have the option to pay for their devices in installments over a period of up to 24 months under our EIP. These EIP offerings subject us to increased risks relating to consumer credit issues, which could result in increases to our bad debt expense and potential write-offs of account balances under the EIPs. These arrangements may be particularly sensitive to changes in general economic conditions, as discussed below, and any declines in the credit quality of our customer base could have a material adverse effect on our operating results and financial condition.

We record EIP bad debt expense based on an estimate of the percentage of equipment revenue that will not be collected. This estimate is based on a number of factors including historical write-off experience, credit quality of the customer base, and other factors such as

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macro-economic conditions. We monitor the aging of our EIP receivables and write-off account balances if collection efforts are unsuccessful and future collection is unlikely based on customer credit ratings and the length of time from the original billing date. Equipment sales that are not reasonably assured to be collectible are recorded on a cash basis as payments are received.

If we are unable to take advantage of technological developments on a timely basis, then we may experience a decline in demand for our services or face challenges in implementing our business strategy.

In order to grow and remain competitive, we will need to adapt to future changes in technology, enhance our existing offerings, and introduce new offerings to address our current and potential customers' changing demands. For example, we are in the process of transforming and upgrading our network to be the first in the United States to deploy LTE Release 10 and the first to use multimode integrated radios that can handle GSM, HSPA+ and LTE. As part of the network upgrade, we will install new equipment in approximately 35,000 cell sites and refarm our Personal Communications Service in the personal communications services (PCS) 1900 MHz spectrum band from second generation GSM services to HSPA+. Modernizing the network is subject to risk from equipment changes, refarming of spectrum, and migration of customers from existing spectrum bands. Scheduling and supplier delays, unexpected or increased costs, technological constraints, regulatory permitting issues, subscriber dissatisfaction, and other risks could cause delays in launching the new network, which could result in significant costs, or reduce the anticipated benefits of the upgrades. In addition, we recently entered into an agreement with Apple, Inc. to carry the iPhone 5 and other Apple products. This new agreement may result in a decrease in free cash flow, and there is no assurance that the agreement will be economically advantageous for us in the long-term.

In general, the development of new services in the wireless telecommunications industry will require us to anticipate and respond to the continuously changing demands of our customers, which we may not be able to do accurately or timely. We could experience a material adverse effect on our business, operations, financial position, and operating results if our new services fail to retain or gain acceptance in the marketplace or if costs associated with these services are higher than anticipated.

The scarcity and cost of additional wireless spectrum, and regulations relating to spectrum use, may adversely affect our business strategy and financial planning.

Based on industry trends, we believe that the average data usage of our customers will continue to rise. Therefore, at some point in the future we will need to acquire additional spectrum in order to continue our customer growth, expand into new areas, maintain our quality of service, meet increasing customer demands, and deploy new technologies. We will be at a competitive disadvantage and possibly experience erosion in the quality of service in certain areas if we fail to gain access to necessary spectrum before reaching capacity, especially below 1 GHz low band spectrum.

The continued interest in, and aggregation of, spectrum by the largest national carriers may reduce our ability to acquire spectrum from other carriers or otherwise negatively impact our ability to gain access to spectrum through other means. As a result, we may need to acquire spectrum through government auctions and/or enter into spectrum sharing arrangements, which are subject to certain risks and uncertainties. For example, the FCC has encountered significant challenges in making additional spectrum available, which has created uncertainty about the timing and availability of spectrum through government auctions.

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In addition, the FCC may impose conditions on the use of new wireless broadband mobile spectrum, including new restrictions or rules governing the use or access to current or future spectrum. This could increase pressure on capacity. Additional conditions that may be imposed by the FCC include more stringent build-out requirements, limited renewal rights, clearing obligations, or open access or net neutrality requirements that may make it less attractive or less economical to acquire spectrum. The FCC has a pending notice of proposed rulemaking to examine whether the current spectrum screen used in acquisitions of spectrum should be changed or whether a spectrum cap should be imposed. In addition, rules may be established for future government spectrum auctions that may negatively impact our ability to obtain spectrum economically or in appropriate configurations or coverage areas.

If we cannot acquire needed spectrum from the government or otherwise, if new or existing competitors acquire spectrum that will allow them to provide services competitive with our services, or if we cannot deploy services on a timely basis without burdensome conditions, at adequate cost, and while maintaining network quality levels, then our ability to attract and retain customers and our associated financial performance could be materially adversely affected.

Economic and market conditions may adversely affect our business and financial performance, as well as our access to financing on favorable terms or at all.

Our business and financial performance are sensitive to changes in general economic conditions, including changes in interest rates, consumer credit conditions, consumer debt levels, consumer confidence, rates of inflation (or concerns about deflation), unemployment rates, energy costs and other macro-economic factors. Market and economic conditions have been unprecedented and challenging in recent years. Continued concerns about the systemic impact of a long-term downturn, high underemployment and unemployment, high energy costs, the availability and cost of credit and unstable housing and credit markets have contributed to increased market volatility and economic uncertainty.

Continued or renewed market turbulence and weak economic conditions may materially adversely affect our business and financial performance in a number of ways. Our services are available to a broad customer base, a significant segment of which may be more vulnerable to weak economic conditions. We may have greater difficulty in gaining new customers within this segment and existing customers may be more likely to terminate service due to an inability to pay. Competing for customers within this segment also puts pressure on our pricing structure and margins. In addition, the continued instability in the global financial markets has resulted in periodic volatility in the credit, equity, and fixed income markets. This volatility could limit our access to the credit markets, leading to higher borrowing costs or, in some cases, the inability to obtain financing on terms that are acceptable to us, or at all.

Continued weak economic conditions and tight credit conditions may also adversely impact our suppliers and dealers, some of which have filed for or may be considering bankruptcy, or may experience cash flow or liquidity problems or are unable to obtain or refinance credit such that they may no longer be able to operate. Any of these could adversely impact our ability to distribute, market, or sell our products and services. Sustained difficult, or worsening, general economic conditions could have a material adverse effect on our business, financial condition and results of operations.

Our reputation and financial condition could be materially adversely affected by system failures, security or data breaches, business disruptions, and unauthorized use or interference with our network and other systems.

To be successful, we must provide our customers with reliable, trustworthy service and protect the communications, location, and personal information shared or generated by our

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customers. We rely upon our systems and networks, and the systems and networks of other providers and suppliers, to provide and support our services and, in some cases, to protect our customers' and our information. Failure of our or others' systems, networks and infrastructure may prevent us from providing reliable service, or may allow for the unauthorized interception, destruction, use or dissemination of our customers' or our company's information. Examples of these risks include:

denial of service and other malicious or abusive attacks by third parties, including cyber-attacks or other breaches of network or information technology security;

human error;

physical damage, power surges or outages, or equipment failure, including those as a result of severe weather, natural disasters, terrorist attacks, and acts of war;

theft of customer/proprietary information: intrusion and theft of data offered for sale, competitive (dis)advantage, and/or corporate extortion;

unauthorized access to our information technology, billing, customer care and provisioning systems and networks, and those of our suppliers and other providers;

supplier failures or delays; and

other systems failures or outages.

Such failures could cause us to lose customers, lose revenue, incur expenses, suffer reputational and goodwill damages, and subject us to litigation or governmental investigation. Remediation costs could include liability for information loss, repairing infrastructure and systems, and/or incentives offered to customers. Our insurance may not cover, or be adequate to fully reimburse us for, costs and losses associated with such events.

We rely on third-parties to provide specialized products or services for the operation of our business, and a failure or inability by such parties to provide these products or services could adversely affect our business, results of operations, and financial condition.

We depend heavily on suppliers and other third parties in order for us to efficiently operate our business. Our business is complex, and it is not unusual for multiple vendors located in multiple locations to help us to develop, maintain, and troubleshoot products and services, such as network components, software development services, and billing and customer service support. Our suppliers often provide services outside of the United States, which carries associated additional regulatory and legal obligations. We generally rely upon the suppliers to provide contractual assurances and accurate information regarding risks associated with their provision of products or services in accordance with our expectations and standards, and they may fail to do so.

Generally, there are multiple sources for the types of products and services we purchase or use. However, we currently rely on one key supplier for billing services, a limited number of suppliers for voice and data communications transport services, network infrastructure, equipment, handsets, and other devices, and, and payment processing services, among other products and services we rely on. Disruptions with respect to such suppliers, or failure of such suppliers to adequately perform, could have a material adverse on our financial performance.

In the past, our suppliers, contractors and third-party retailers have not always performed at the levels we expect or at the levels required by their contracts. Our business could be severely disrupted if key suppliers, contractors, service providers, or third-party retailers fail to comply with their contracts or become unable to continue the supply due to patent or other intellectual

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property infringement actions, or other disruptions. Our business could also be disrupted if we experience delays or service degradation during any transition to a new outsourcing provider or other supplier, or we were required to replace the supplied products or services with those from another source, especially if the replacement became necessary on short notice. Any such disruptions could have a material adverse effect on our business, results of operations and financial condition.

Our financial performance will be impaired if we experience high fraud rates related to device financing, credit cards, dealers, or subscriptions.

Our operating costs could increase substantially as a result of fraud, including device financing, customer credit card, subscription or dealer fraud. If our fraud detection strategies and processes are not successful in detecting and controlling fraud, whether directly or by way of the systems, processes, and operations of third parties such as national retailers, dealers and others, the resulting loss of revenue or increased expenses could have a materially adverse impact on our financial condition and results of operations.

Our business and stock price may be adversely affected if our internal controls are not effective.

Section 404 of the Sarbanes-Oxley Act of 2002, as amended, and the SEC rules and regulations promulgated thereunder, require companies to conduct a comprehensive evaluation of their internal control over financial reporting. To comply with this statute, each year Parent is required to document and test its internal control over financial reporting; its management is required to assess and issue a report concerning its internal control over financial reporting; and its independent registered public accounting firm is required to report on the effectiveness of its internal control over financial reporting.

We cannot assure you that Parent will not discover material weaknesses in the future, including material weaknesses resulting from difficulties, errors, delays, or disruptions while we integrate the T-Mobile and MetroPCS businesses. The existence of one or more material weaknesses could result in errors in Parent's financial statements, and substantial costs and resources may be required to rectify these or other internal control deficiencies. If Parent is unable to comply with the requirements of Section 404 in a timely manner or assert that its internal control over financial reporting is effective, investors may lose confidence in the accuracy and completeness of its financial reports and the trading price of our common stock could be negatively affected, and we could become subject to investigations by the stock exchange on which our securities are listed, the SEC, or other regulatory authorities, which could require additional financial and management resources.

We have made significant changes to our corporate structure, strategy, and operations in effort to revitalize the business and effect change in our market position.

Over the last few years, our company has made significant corporate changes including: new executive leadership and changes in executive leadership responsibilities; new governance structures; call center consolidation; organizational restructuring, and changed methods of funding. Although these are designed to improve company performance, in some cases they insert additional business complexity, and thus are accompanied by associated risks to effective operations. For example, our management and other personnel may devote a substantial amount of time to these new initiatives, and such corporate changes may increase our legal and compliance costs and may make some activities more time-consuming and costly.

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We rely on highly-skilled personnel throughout all levels of our business. Our business could be harmed if we are unable to retain or motivate key personnel, hire qualified personnel, or maintain our corporate culture.

We believe that our future success depends in substantial part on our ability to recruit, hire, motivate, develop, and retain talented and highly-skilled personnel. Achieving this objective may be difficult due to many factors, including fluctuations in economic and industry conditions, competitors' hiring practices, employee tolerance for the significant amount of change within and demands on our company and our industry, and the effectiveness of our compensation programs. If we do not succeed in retaining and motivating our existing key employees and in attracting new key personnel, we may be unable to meet our business plan and, as a result, our revenue growth and profitability may be materially adversely affected.

Risk Related to Legal, Regulatory and Governance Matters

We operate throughout the United States, Puerto Rico, and the U.S. Virgin Islands, and as such are subject to regulatory and legislative action by applicable local, state and federal governmental entities, which may increase our costs of providing products or services, or require us to change our business operations, products, or services or subject us to material adverse impacts if we fail to comply with such regulations.

The FCC regulates the licensing, construction, modification, operation, ownership, sale, and interconnection of wireless communications systems, as do some state and local regulatory agencies. The FCC also reviews and in some cases restricts non-U.S. ownership of wireless communications systems. We cannot assure you that the FCC or any state or local agencies having jurisdiction over our business will not adopt regulations or take other enforcement or other actions that would adversely affect our business, impose new costs, or require changes in current or planned operations. We are subject to regulatory action by the FCC and other federal agencies, as well as judicial review and actions, on issues related to the wireless industry that include, but are not limited to: roaming, network outages, spectrum allocation and licensing, pole attachments, intercarrier compensation, Universal Service Fund (USF), net neutrality, special access, 911 services, consumer protection including cramming, bill shock, and handset unlocking, consumer privacy, and cybersecurity.

In addition, states are increasingly focused on the quality of service and support that wireless carriers provide to their customers and several agencies have proposed or enacted new and potentially burdensome regulations in this area. A number of state Public Utility Commissions and state legislatures have introduced proposals in recent years seeking to regulate carriers' business practices. We also face potential investigations by, and inquiries from or actions by state Public Utility Commissions, and state Attorneys General. Further, we are subject to regulations in other aspects of our business, including handset financing. We also cannot assure you that Congress will not amend the Communications Act of 1934 as amended (the Communications Act), from which the FCC obtains its authority and which serves to limit state authority, or enact other legislation in a manner that could be adverse to our business. Enactment of additional state or federal regulations may increase our costs of providing services (including, through contributions to universal service programs, which may require us to subsidize our competitors) or require us to change our services. Failure to comply with applicable regulations could have a material adverse effect on our business, financial condition and results of operations.

Unfavorable outcomes of legal proceedings may adversely affect our business and financial condition.

We are regularly involved in a number of legal proceedings before various state and federal courts, the FCC, and state and local regulatory agencies. Such legal proceedings can be

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complex, costly, and highly disruptive to business operations by diverting the attention and energies of management and other key personnel. The assessment of the outcome of legal proceedings, including our potential liability, if any, is a highly subjective process that requires judgments about future events that are not within our control. The outcome of litigation or other legal proceedings, including amounts ultimately received or paid upon settlement, may differ materially from amounts accrued in the financial statements. In addition, litigation or similar proceedings could impose restraints on our current or future manner of doing business. Such potential outcomes including judgments, awards, settlements or orders could have a material adverse effect on our business, financial condition, operating results, or ability to do business.

We may be unable to protect our intellectual property.

We rely on a combination of patent, service mark, trademark, and trade secret laws and contractual restrictions to establish and protect our proprietary rights, all of which offer only limited protection. The steps we have taken to protect our intellectual property may not prevent the misappropriation of our proprietary rights. Moreover, others may independently develop processes and technologies that are competitive to ours. We cannot be sure that any legal actions against such infringers will be successful, even when our rights have been infringed. We cannot assure you that our pending or patent applications will be granted or enforceable, or that the rights granted under any patent that may be issued will provide us with any competitive advantages. In addition, we cannot assure you that any trademark or service mark registrations will be issued with respect to pending or future applications or will provide adequate protection of our brands. We do not have insurance coverage for intellectual property losses, and as such, a charge for an anticipated settlement, or an adverse ruling awarding damages, represents unplanned loss events. Any of these factors could have a material adverse effect on our business, financial condition and results of operations. Furthermore, we could be subject to fines, forfeitures and other penalties (including, in extreme cases, revocation of our licenses) for failure to comply with FCC regulations, even if any such non-compliance was unintentional. The loss of any licenses, or any related fines or forfeitures, could adversely affect our business, results of operations and financial condition.

We use equipment, software, technology, and content in the operation of our business, which may subject us to third-party intellectual property claims and we may be adversely affected by litigation involving our suppliers.

We are a defendant in numerous intellectual property lawsuits, including patent infringement lawsuits, which exposes us to the risk of adverse financial impact either by way of significant settlement amounts or damage awards. As we adopt new technologies and new business systems, and provide customers with new products and/or services, we may face additional infringement claims. These claims could require us to cease certain activities or to cease selling relevant products and services. These claims can be time-consuming and costly to defend, and divert management resources. In addition to litigation directly involving our company, our vendors and suppliers can be threatened with patent litigation and/or subjected to the threat of disruption or blockage of sale, use, or importation of products, posing the risk of supply chain interruption to particular products and associated services exposing us to material adverse operational and financial impacts.

Our business may be impacted by new or changing tax regulations and actions by federal, state, local or non-U.S. agencies, or how judicial authorities apply tax laws.

We calculate and remit surcharges, taxes and fees to numerous federal, state, local and non-U.S. jurisdictions in connection with the products and services we provide. These fees include federal USF fees and common carrier regulatory fees. In addition, many state and local

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governments impose various surcharges, taxes and fees on our sales and to our purchases of telecommunications services from various carriers. In many cases, the applicability and method of calculating these surcharges, taxes and fees may be uncertain, and our calculation, assessment and remittance of these amounts may be contested. In the event that we have incorrectly assessed and remitted amounts that were due, we could be subject to fines and penalties, which could materially impact our financial condition. In the event that federal, state, local and/or non-U.S. municipalities were to significantly increase taxes and regulatory fees on our services or seek to impose new ones, it could have a material adverse effect on our margins and financial and operational results.

Our wireless licenses are subject to renewal and may be revoked in the event that we violate applicable laws.

Our existing wireless licenses are subject to renewal upon the expiration of the 10-year or 15-year period for which they are granted. Historically, the FCC has approved our license renewal applications. However, the Communications Act provides that licenses may be revoked for cause and license renewal applications denied if the FCC determines that a renewal would not serve the public interest. In addition, our licenses are subject to our compliance with the terms set forth in the agreement pertaining to national security among Deutsche Telekom, the Federal Bureau of Investigation, the Department of Justice, the Department of Homeland Security and the Company. If we fail to timely file to renew any wireless license, or fail to meet any regulatory requirements for renewal, including construction and substantial service requirements, we could be denied a license renewal. Many of our wireless licenses are subject to interim or final construction requirements and there is no guarantee that the FCC will find our construction, or the construction of prior licensees, sufficient to meet the build-out or renewal requirements. The FCC has pending a rulemaking proceeding to reevaluate, among other things, its wireless license renewal showings and standards and may in this or other proceedings promulgate changes or additional substantial requirements or conditions to its renewal rules, including revising license build out requirements. Accordingly, we cannot assure you that the FCC will renew our wireless licenses upon their expiration. If any of our wireless licenses were to be revoked or not renewed upon expiration, we would not be permitted to provide services under that license, which could have a material adverse effect on our business, results of operations, and financial condition.

Our business could be adversely affected by findings of product liability for health/safety risks from wireless devices and transmission equipment, as well as by changes to regulations/RF emission standards.

We do not manufacture devices or other equipment sold by us, and we depend on our suppliers to provide defect-free and safe equipment. Suppliers are required by applicable law to manufacture their devices to meet certain governmentally imposed safety criteria. However, even if the devices we sell meet the regulatory safety criteria, we could be held liable with the equipment manufacturers and suppliers for any harm caused by products we sell if such products are later found to have design or manufacturing defects. We generally seek to enter into indemnification agreements with the manufacturers who supply us with devices to protect us from losses associated with product liability, but we cannot guarantee that we will be fully protected against all losses associated with a product that is found to be defective.

Allegations have been made that the use of wireless handsets and wireless transmission equipment, such as cell towers, may be linked to various health concerns, including cancer and brain tumors. Lawsuits have been filed against manufacturers and carriers in the industry claiming damages for alleged health problems arising from the use of wireless handsets. In

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addition, the FCC recently indicated that it plans to gather additional data regarding wireless handset emissions to update its assessment of this issue. The media has also reported incidents of handset battery malfunction, including reports of batteries that have overheated. These allegations may lead to changes in regulatory standards. There have also been other allegations regarding wireless technology, including allegations that wireless handset emissions may interfere with various electronic medical devices (including hearing aids and pacemakers), airbags, and anti-lock brakes.

Additionally, there are safety risks associated with the use of wireless devices while operating vehicles or equipment. Concerns over any of these risks and the effect of any legislation, rules or regulations that have been and may be adopted in response to these risks could limit our ability to sell our wireless services.

We are controlled by Deutsche Telekom, whose interests may differ from the interests of our other stakeholders.

Deutsche Telekom beneficially owns and possesses voting power over approximately 74% of the fully diluted shares of our common stock. Through its control of the voting power of our common stock and the rights granted to Deutsche Telekom in our certificate of incorporation and a stockholder's agreement, Deutsche Telekom controls the election of a majority of our directors and all other matters requiring the approval of our stockholders. By virtue of Deutsche Telekom's voting control, we are a controlled company, as defined in the New York Stock Exchange, or NYSE, listing rules, and are not subject to NYSE requirements that would otherwise require us to have a majority of independent directors, a nominating committee composed solely of independent directors, or a compensation committee composed solely of independent directors.

In addition, our certificate of incorporation and the stockholder's agreement restrict us from taking certain actions without Deutsche Telekom's prior written consent as long as Deutsche Telekom beneficially owns 30% or more of the outstanding shares of our common stock, including the incurrence of debt (excluding certain permitted debt) if our consolidated ratio of debt to cash flow for the most recently ended four full fiscal quarters for which financial statements are available would exceed 5.25 to 1.0 on a pro forma basis, the acquisition of any business, debt or equity interests, operations or assets of any person for consideration in excess of \$1 billion, the sale of any of our or our subsidiaries' divisions, businesses, operations or equity interests for consideration in excess of \$1 billion, any change in the size of our board of directors, the issuances of equity securities in excess of 10% of our outstanding shares or to repurchase debt held by Deutsche Telekom, the repurchase or redemption of equity securities or the declaration of extraordinary or in-kind dividends or distributions other than on a pro rata basis, or the termination or hiring of our chief executive officer. These restrictions could prevent us from taking actions that our board of directors may otherwise determine are in the best interests of the Company and our stockholders or that may be in the best interests of our other stakeholders.

Deutsche Telekom effectively has control over all matters submitted to our stockholders for approval, including the election or removal of directors, changes to our certificate of incorporation, a sale or merger of our company and other transactions requiring stockholder approval under Delaware law. Deutsche Telekom may have strategic, financial, or other interests different from our other stakeholders, including as the holder of a substantial amount of our indebtedness, and may make decisions adverse to the interests of our other stakeholders.

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USE OF PROCEEDS

The selling noteholder will receive all of the proceeds from the sale of the notes. We will not receive any of the proceeds from the sale of any of the notes.

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The table below sets forth our cash, cash equivalents and short-term investments and capitalization as of June 30, 2013, both on an actual basis and as adjusted giving effect to the \$500 million 5.25% Senior Notes due 2018 issued on August 21, 2013.

You should read this table in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and related notes thereto incorporated by reference in this prospectus supplement.

	As of June 30, 2013	
	Actual	As adjusted
	(In millions)	
Cash, cash equivalents and short-term investments	\$ 2,362	\$ 2,860
Debt:		
6.464% senior notes due 2019	\$ 1,250	\$ 1,250
5.578% senior notes due 2019 (reset date in April 2015)	1,250	1,250
6.542% senior notes due 2020	1,250	1,250
5.656% senior notes due 2020 (reset date in April 2015)	1,250	1,250
6.633% senior notes due 2021	1,250	1,250
5.747% senior notes due 2021 (reset date in October 2015)	1,250	1,250
6.731% senior notes due 2022	1,250	1,250
5.845% senior notes due 2022 (reset date in October 2015)	1,250	1,250
6.836% senior notes due 2023	600	600
5.950% senior notes due 2023 (reset date in April 2016)	600	600
7.875% senior notes due 2018	1,000	1,000
6.625% senior notes due 2020	1,000	1,000
6.250% senior notes due 2021	1,750	1,750
6.625% senior notes due 2023	1,750	1,750
5.250% senior notes due 2018		500
Working Capital Facility(1)		
Unamortized premium on debt(2)	434	434
Capital lease obligations	359	359
Short-term debt(3)	193	193
Long term financial obligation(4)	2,479	2,479
Total debt	\$ 20,165	\$ 20,665
Stockholders' equity	12,359	12,359
Total capitalization	\$ 32,524	\$ 33,024

- (1) Represents an unsecured revolving credit facility with Deutsche Telekom that allows for up to \$500 million in borrowings.
- (2) Represents an unamortized premium from the purchase price allocation fair value adjustment as a result of the Business Combination Transaction.
- (3) The Company maintains a vendor financing arrangement that extends financing terms with one of its primary network equipment suppliers, up to a maximum of \$750 million.
- (4) Represents a financing obligation related to our tower transaction, including approximately 7,000 cell sites that are managed and operated by a third party.

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T-MOBILE US, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial information presents the unaudited pro forma condensed combined statements of operations based upon the combined historical financial statements of T-Mobile and MetroPCS, after giving effect to the Business Combination Transaction between T-Mobile USA and MetroPCS as of January 1, 2012, the beginning of the earliest period presented, and necessary adjustments. In accordance with Article 11 of Regulation S-X (Article 11), a pro forma balance sheet is not required as the transaction has already been reflected in the unaudited June 30, 2013 balance sheet of the Company.

The transaction is accounted for as a reverse acquisition under the acquisition method of accounting, which requires determination of the accounting acquirer. The accounting guidance for business combinations, Accounting Standards Codification 805, provides that in identifying the acquiring entity in a combination effected through an exchange of equity interests, all pertinent facts and circumstances must be considered, including: the relative voting rights of the stockholders of the constituent companies in the combined company, the existence of a large minority voting interest in the combined entity if no other owner or organized group of owners has a significant voting interest, the composition of the board of directors and senior management of the combined company, the relative size of each company and the terms of the exchange of equity securities in the business combination, including payment of any premium.

Because T-Mobile USA's indirect stockholder, Deutsche Telekom, is entitled to designate the majority of the board of directors of the combined company, MetroPCS stockholders received a cash payment and Deutsche Telekom received a majority of the equity securities and voting rights of the combined company, T-Mobile USA is considered to be the acquirer of MetroPCS for accounting purposes. This means that the Company allocated the purchase price to the fair value of MetroPCS's assets and liabilities as of the acquisition date, with any excess purchase price being recorded as goodwill.

The unaudited pro forma condensed combined statements of operations for the year ended December 31, 2012 and the six months ended June 30, 2013 reflect the transaction as if it had occurred on January 1, 2012, the beginning of the earliest period presented.

The unaudited pro forma condensed combined financial information should be read in conjunction with the audited and unaudited historical financial statements of each of T-Mobile USA and MetroPCS and the notes thereto, as well as the disclosures contained in each company's Management's Discussion and Analysis of Financial Condition and Results of Operations. Additional information about the basis of presentation of this information is provided in Note 1 hereto.

The unaudited pro forma condensed combined financial information was prepared in accordance with Article 11. The unaudited pro forma adjustments reflecting the transaction have been prepared in accordance with business combination accounting guidance as provided in Accounting Standards Codification 805, and reflect the preliminary allocation of the purchase price to the acquired assets and liabilities based upon the preliminary estimate of fair values, using the assumptions set forth in the notes to the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information is provided for informational purposes only and is not necessarily indicative of the operating results that would have occurred if the transaction had been completed as of the dates set forth above, nor is it indicative of the future results of the combined company. In connection with the pro forma

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financial information, the Company allocated the purchase price using its best estimates of fair value. The pro forma acquisition price adjustments are preliminary and subject to further adjustments as additional information become available and as additional analyses are performed. There can be no assurances that the final valuations will not result in material changes to the preliminary estimated purchase price allocation. The unaudited pro forma condensed combined financial information also does not give effect to the potential impact of current financial conditions, any anticipated synergies, operating efficiencies or cost savings that may result from the transaction or any integration costs. Furthermore, the unaudited pro forma condensed combined statements of operations do not include certain nonrecurring charges and the related tax effects which result directly from the transaction as described in the notes to the unaudited pro forma condensed combined financial information.

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Table of Contents**T-MOBILE US, INC.****UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION****Unaudited Pro Forma Condensed Combined Statement of Operations****For the Year Ended December 31, 2012****(dollars in millions, except share and per share amounts)**

	Historical		Pro Forma Adjustments	Notes	Pro Forma Combined
	T-Mobile USA	MetroPCS			
Revenues					
Total revenues	\$ 19,719	\$ 5,101	\$ 93	(3f)	\$ 24,941
			28	(5)	
Operating expenses					
Network costs	4,661	1,490	(24)	(3e)	5,978
			(149)	(3f)	
Cost of equipment sales	3,437	1,440	(22)	(3f)	4,855
Selling, general and administrative	6,796	697	(23)	(1)	7,734
			264	(3f)	
Depreciation and amortization	3,187	641	(177)	(3a)	3,996
			345	(3b)	
Impairment charges on goodwill and spectrum licenses	8,134				8,134