T-Mobile US, Inc.
Form DEF 14A
April 24, 2014
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material pursuant to § 240.14a-12

T-Mobile US, Inc.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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¨ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 24, 2014

Dear Stockholder,

I am pleased to invite you to the 2014 Annual Meeting of Stockholders of T-Mobile US, Inc. to be held on Thursday, June 5, 2014, at 9:30 a.m. Pacific Daylight Time, at the Hyatt Regency Bellevue, 900 Bellevue Way NE, Bellevue, Washington 98004 (the Annual Meeting).

As a stockholder of T-Mobile, you have an important role in our Company by considering and taking action on the matters set forth in the attached Proxy Statement. We appreciate the time and attention you invest in making thoughtful decisions.

Attached you will find a Notice of 2014 Annual Meeting of Stockholders and Proxy Statement that contain further information about the Annual Meeting, including a description of the matters to be voted on at the Annual Meeting.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please read the Proxy Statement and then cast your vote as instructed, as promptly as possible. We encourage you to vote before the applicable voting cut-off date so that your shares will be represented and voted at the Annual Meeting even if you cannot attend in person. Since the voting cut-off varies by voting method, I encourage you to review the Proxy Statement (and the voting instructions form provided to you by your broker or other registered holder, if applicable) for information regarding when you must cast your vote in order for it to be counted at the Annual Meeting. If you attend the Annual Meeting, you will be able to vote in person even if you have previously submitted your proxy. Information on how to obtain an admission ticket to the Annual Meeting is included in the Proxy Statement.

Thank you for your continued interest in and support of T-Mobile.

Sincerely yours,

John J. Legere

President, Chief Executive Officer and Director

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Date: June 5, 2014

Time: 9:30 a.m. Pacific Daylight Time

Place: Hyatt Regency Bellevue

900 Bellevue Way NE

Bellevue, Washington 98004

At the T-Mobile US, Inc. 2014 Annual Meeting of Stockholders, or Annual Meeting, you will be asked to:

1. Elect eleven directors named in the Proxy Statement to the Company s Board of Directors;

2. Ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2014;

3. Vote, on an advisory basis, to approve the compensation of the Company s named executive officers for fiscal year 2013 as disclosed in the accompanying Proxy Statement;

4. Vote on a stockholder proposal, if properly presented at the Annual Meeting; and

5. Consider any other business that is properly brought before the Annual Meeting or any continuation, adjournment or postponement of the Annual Meeting.

The Board of Directors recommends that you vote **FOR** the Board s nominees for director, **FOR** the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm, **FOR** the approval of the compensation of the Company s named executive officers, and **AGAINST** the stockholder proposal.

The Board of Directors has established the close of business on April 10, 2014 as the record date for the determination of holders of T-Mobile US, Inc. s common stock entitled to notice of, and to vote at, the Annual Meeting, and any continuation, adjournment or postponement thereof.

Your vote is very important to us. Whether or not you attend the Annual Meeting in person, you are urged to mark, date and sign the enclosed proxy card and return it to the Company or use an alternate voting option described in the Proxy Statement before the Annual Meeting to ensure that your shares are voted. We encourage you to vote electronically by using the Internet or to vote by telephone because it is easy and efficient and will help us reduce our impact on the environment.

By Order of the Board of Directors,

Timotheus Höttges

Chairman of the Board of Directors

Bellevue, Washington

April 24, 2014

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on June 5, 2014

The Proxy Statement and Annual Report to Stockholders are available at *https://www.proxyvote.com*

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Annual Meeting of Stockholders

Time and Date:	9:30 a.m. Pacific Daylight Time, Thursday, June 5, 2014
Place:	Hyatt Regency Bellevue 900 Bellevue Way NE Bellevue, Washington 98004
Record Date:	Close of business on April 10, 2014
Voting:	Stockholders of record as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.
Attendance:	If you plan to attend the Annual Meeting in person, you must bring the Notice of Internet Availability of Proxy Materials or the admission ticket enclosed with the paper copy of the proxy materials. If your shares are not registered in your name, you will need a legal proxy, account statement or other documentation confirming your T-Mobile stock holdings from the broker, bank or other institution that holds your shares. You will also need a valid, government-issued picture identification that matches your Notice of Internet Availability of Proxy Materials, admission ticket, legal proxy or other confirming documentation.

Business Combination

On April 30, 2013, the transactions contemplated by the Business Combination Agreement (the Business Combination Agreement), dated October 3, 2012, as amended, by and among Deutsche Telekom AG (Deutsche Telekom), certain subsidiaries of Deutsche Telekom, T-Mobile USA, Inc., formerly an indirect wholly owned subsidiary of Deutsche Telekom (T-Mobile USA), and MetroPCS Communications, Inc. were consummated (the Business Combination). In connection with the Business Combination, we amended and restated our certificate of incorporation to change our name to T-Mobile US, Inc. and effected a 1:2 reverse split of our common stock, among other things. Under the terms of the Business Combination Agreement, we made a cash payment in the aggregate amount of $1.5 billion to the holders of our common stock, and

Deutsche Telekom received approximately 74% of the fully diluted shares of common stock of the combined company (approximately 66.7% as of March 31, 2014) in exchange for its transfer of all of T-Mobile USA s common stock. We also entered into a Stockholder s Agreement and certain other agreements with Deutsche Telekom. For a description of the Business Combination and the related agreements we entered into with Deutsche Telekom, see Transactions with Related Persons and Approval Transactions with Deutsche Telekom The Business Combination, Stockholder s Agreement, Trademark License, and Financing Arrangements. We refer to MetroPCS Communications, Inc. prior to consummation of the Business Combination as legacy MetroPCS.

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2014 PROXY STATEMENT SUMMARY INFORMATION

Performance Highlights for 2013

In 2013, we transformed our Company under the Un-carrier initiative, successfully executed the network modernization plan and became the fastest growing wireless carrier in the United States, while achieving strong results in total shareholder return.

Q1 and Q2 2013 results are pro forma combined based on total revenues of legacy MetroPCS and T-Mobile USA.

[1] Based on download speeds

Our Governance Practices

Due to Deutsche Telekom s ownership of a majority of our outstanding shares of common stock, we are a controlled company under the rules of the New York Stock Exchange (NYSE). As a controlled company, we are exempt from certain NYSE corporate governance requirements. Pursuant to the NYSE controlled company rules, we have elected not to require a majority of directors to be independent, and our Nominating and Corporate Governance and Compensation Committees are not composed entirely of independent directors. Our Board of Directors recognizes the importance of good corporate governance practices, which it believes enhance corporate performance, accountability and long-term stockholder value. We have adopted a number of corporate governance practices to enhance our governance, including:

We have an unclassified Board and all of our directors are elected annually to one-year terms;

Five of our continuing directors are independent under NYSE rules;

An independent director has been appointed as chair of our Nominating and Corporate Governance Committee and of our Compensation Committee;

The Chairman of the Board and Chief Executive Officer roles have been separated, and a nonmanagement director (who is an employee of Deutsche Telekom) serves as Chairman of the Board;

Our Board of Directors has appointed a lead independent director to serve as a liaison between the independent directors and the Chairman of the Board and preside at executive sessions of our independent directors;

The charter of the Executive Committee of the Board requires that at least one member of the committee be the lead independent director or another director who is not affiliated with Deutsche Telekom;

Our Stockholder s Agreement and our Related Person Transaction Policy require that transactions between us and Deutsche Telekom or its affiliates must be either unanimously approved by our Audit Committee or approved by our Board of Directors, including a majority of the directors who are not affiliated with Deutsche Telekom; and

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2014 PROXY STATEMENT SUMMARY INFORMATION

We mitigate undue risk in our executive compensation programs through the use of an independent compensation consultant, caps on potential payments, clawbacks, stringent stock
ownership and holding requirements, and prohibition of hedging and pledging of Company securities.

2013 Board and Committee Meetings*

Board/Committee	Number of Meetings
Board	20
Audit Committee	18
Compensation Committee	8
Nominating and Corporate Governance Committee	5
Executive Committee	1
Other**	5

* *Includes information regarding legacy MetroPCS Board and Board committee meetings in 2013, prior to the consummation of the Business Combination.*

** *Includes the Finance and Planning Committee, which was dissolved by the Board following the consummation of the Business Combination, and other ad hoc committees formed by the Board from time to time.*

Highlights of Requested Stockholder Actions at the Annual Meeting

Agenda and Voting Recommendations

Proposal	Description	Board Recommendation	Page
1	Election of Directors	**FOR** each nominee	9
2	Ratification of Appointment of Independent Registered Public Accounting Firm	**FOR**	25
3	Advisory Vote to Approve Executive Compensation	**FOR**	28
4	Vote on a Stockholder Proposal	**AGAINST**	61

REVIEW YOUR PROXY STATEMENT AND VOTE IN ONE OF FOUR WAYS:

VIA THE INTERNET

Visit the website listed on your proxy card

BY MAIL

Sign, date and return your proxy card in the enclosed envelope

BY TELEPHONE

Call the telephone number on your proxy card

IN PERSON

Attend the Annual Meeting in Bellevue

Elect Eleven Directors (Proposal 1 begins on page 9 of this Proxy Statement)

Our Board of Directors consists of eleven directors. All of our current directors other than James N. Perry, Jr. are standing for reelection at the Annual Meeting. Mr. Perry informed us in February 2014 that he had decided not to stand for reelection. The Board has nominated Bruno Jacobfeuerborn for election at the Annual Meeting to fill the position being vacated by Mr. Perry. Each of the director nominees standing for election, of whom seven were designated for

nomination by Deutsche Telekom pursuant to its rights under our certificate of incorporation and the Stockholder s Agreement, was unanimously nominated by our Board based on his or her expertise, qualifications, attributes and skills. Information regarding each of the director nominees is set forth on pages 9 to 13 of this Proxy Statement. The Board recommends that you vote **FOR** the election of each of the director nominees.

Ratify the Appointment of the Company s Independent Registered Public Accounting Firm (Proposal 2 begins on page 25 of this Proxy Statement)

The Audit Committee has appointed PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2014. We are seeking ratification by our stockholders of the appointment of PricewaterhouseCoopers LLP. The Board of

Directors recommends that you vote **FOR** the ratification of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2014.

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2014 PROXY STATEMENT SUMMARY INFORMATION

Advisory Vote to Approve Executive Compensation (Proposal 3 begins on page 28 of this Proxy Statement)

The Board of Directors is seeking an advisory vote from our stockholders to approve the compensation of the Named Executive Officers in 2013, as disclosed in this Proxy Statement (the say-on-pay proposal). In considering this proposal, please read our Compensation Discussion and Analysis, as well as the accompanying compensation tables and related narrative

disclosure, which explains the Compensation Committee s compensation decisions and how our executive compensation program aligns the interests of our executive officers with those of our stockholders. The Board recommends that you vote **FOR** the approval of the compensation of our Named Executive Officers in 2013.

Vote on Stockholder Proposal (Proposal 4 begins on page 61 of this Proxy Statement)

A stockholder has requested that stockholders vote on a resolution urging the Board of Directors to report to stockholders on T-Mobile s process for identifying and analyzing potential and actual human

rights risks of T-Mobile s services, operations and supply chain. The Board recommends that you vote **AGAINST** the stockholder proposal.

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Whydid I receive these materials?

As a holder of common stock of T-Mobile US, Inc. (the Company, we or us) at the close of business on April 10, 2014, the record date, you are entitled to vote at the Annual Meeting. We are providing you with these proxy materials in connection with the solicitation of proxies by our Board of Directors to be used at the Annual Meeting.

These proxy materials will be made available to our stockholders on or about April 24, 2014. This Proxy Statement describes the proposals to be voted on at the Annual Meeting by the holders of record of our common stock on the record date and includes information required to be disclosed to our stockholders.

Whatis the purpose of the Annual Meeting?

The purpose of the Annual Meeting is to:

- Elect eleven directors for terms expiring at the 2015 Annual Meeting of Stockholders;
- Ratify the Audit Committee s appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for fiscal year 2014;
- Vote, on an advisory basis, to approve the compensation of our Named Executive Officers for fiscal year 2013, as disclosed in this Proxy Statement;
- Vote on a stockholder proposal, if properly presented at the Annual Meeting; and
- Consider any other business that may be properly brought before the Annual Meeting or any continuation, adjournment or postponement thereof.

Whomay vote at the Annual Meeting?

If you are a holder of record of our common stock as of the record date (April 10, 2014), you may vote your shares on the matters to be voted on at the Annual Meeting. You will receive only one proxy card for all the shares of common stock you hold in certificate and book-entry form.

If, as of the record date, you hold shares of our common stock in street name that is, through an account with a bank, broker or other institution you may direct the registered holder how to vote your shares at the Annual Meeting by following the instructions that you will receive from the registered holder.

How do proxies work?

While we encourage all holders of our common stock to attend the Annual Meeting, our Board of Directors is asking for your proxy to be voted at the Annual Meeting. This means you may vote by authorizing the persons selected by us as your proxy to vote your shares at the Annual Meeting according to your instructions on the matters set forth in this Proxy Statement, and according to their discretion on any

other business that may properly come before the Annual Meeting. We have designated two of our executive officers as proxies for the Annual Meeting: John J. Legere, our President and Chief Executive Officer, and J. Braxton Carter, our Executive Vice President and Chief Financial Officer.

How do I vote?

If you are a holder of record of our common stock as of the record date, you may vote in the following ways:

By Internet. Go to *www.proxyvote.com* 24 hours a day, seven days a week, and follow the on-screen instructions to submit your proxy. You will need to have your proxy card available and use the Company number and account number shown on your proxy card to cast your vote. This method of voting will be available until 11:59 p.m. Eastern Daylight Time, or EDT, on June 4, 2014, or the date immediately before any date to which the Annual Meeting may be continued, adjourned or postponed.

By Mail. You may submit your proxy by mail by returning your executed proxy card. You should sign your proxy card using exactly the same name as appears on the card, date your proxy card and indicate your voting preference on each proposal. You should mail your proxy card in plenty of time to allow delivery prior to the Annual Meeting. Proxy cards received after June 5, 2014 at 9:30 a.m. PDT may not be considered unless the Annual Meeting is continued, adjourned or postponed and then only if such proxy cards are received before the date and time the continued, adjourned or postponed Annual Meeting is held.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

By Phone. You also may submit your proxy by phone from the United States and Canada, using the toll-free number on the proxy card and the procedures and instructions described on the proxy card. Telephone voting will be considered at the Annual Meeting if completed prior to 11:59 p.m. EDT on June 4, 2014, or the date immediately before any date to which the Annual Meeting may be continued, adjourned or postponed.

In Person. You also may vote in person at the Annual Meeting. See What do I need in order to attend the Annual Meeting? below.

If you hold shares of our common stock in street name as of the record date, please see the voting instructions form provided to you by your broker or other registered holder for instructions on how to vote by Internet, by mail or by phone. You also may vote in person at the Annual Meeting by obtaining a legal proxy from your registered holder, attending the Annual Meeting in person and voting pursuant to the legal proxy.

Howare the votes recorded? What is the effect if I do not vote?

If you are a registered holder and we receive a valid proxy card from you by mail or receive your vote by phone or Internet, your shares will be voted by the named proxy holders as indicated in your voting preference selection. If you return your signed and dated proxy card without indicating your voting preference on one or more of the proposals to be considered at the Annual Meeting, or you otherwise do not indicate your voting preference via phone or Internet on one or more of the proposals to be considered at the Annual Meeting, your shares will be voted on the proposals for which you did not indicate your voting preference in accordance with the recommendations of the Board of Directors.

If you hold your shares in street name and want your shares to be voted, you must instruct your broker, bank or other institution how to vote such shares. Absent your specific instructions, NYSE rules do

not permit brokers and banks to vote your shares on a discretionary basis for nonroutine corporate governance matters, such as the election of directors, the say-on-pay proposal and the stockholder proposal, but your shares can be voted without your instructions on the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm because this is considered a routine matter.

If you indicate that you wish to withhold authority or abstain from voting on a proposal, your shares will not be voted and will have no direct effect on the outcome of that proposal. Your vote, however, will count toward the quorum necessary to hold the Annual Meeting.

CanI change my vote or revoke my proxy?

Yes. If you are a holder of record of our common stock, you may revoke your proxy at any time prior to the voting deadlines referred to in How do I vote? above by:

delivering to our Corporate Secretary at our principal executive office located at 12920 SE 38th Street, Bellevue, Washington 98006, a written revocation prior to the date and time of the Annual Meeting;

submitting another valid proxy card with a later date by mail;

submitting another proxy by phone or Internet; or

attending the Annual Meeting in person and giving the Company s Inspector of Elections notice of your intent to vote your shares in person. Attendance at the Annual Meeting will not, by itself, revoke a proxy.

If your shares are held in street name, you must contact your broker or other registered holder in order to revoke your previously submitted voting instructions. Such revocation should be made sufficiently in advance of the Annual Meeting to ensure that the revocation of the proxy card submitted by your registered holder is received by our Corporate Secretary prior to the date and time of the Annual Meeting.

Whatis required for a quorum at the Annual Meeting?

To transact business at the Annual Meeting, a majority of the shares of our common stock outstanding on the record date and entitled to vote at the Annual Meeting must be present, in person or by proxy, at the Annual Meeting. We refer to this as a quorum. If a quorum is not present at the Annual Meeting, no business can be transacted at that time, and the meeting will be continued, adjourned or postponed to a later date. On the record date there were 802,910,313 shares of our common stock outstanding and entitled to vote at the Annual Meeting.

A stockholder s instruction to withhold authority, abstentions, and broker non-votes will be counted as present and entitled to vote at the Annual Meeting for purposes of determining quorum. See How does the Board recommend I vote and how many votes are required to approve each proposal? below for an explanation of broker non-votes.

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

How does the Board recommend I vote, and how many votes are required to approve each proposal?

Proposal	Recommended Vote	Vote Required	Withhold Votes/ Abstentions Counted as a No Vote	Discretionary Vote Allowed?
1. Election of Directors	FOR	Plurality	No	No
2. Ratification of Appointment of Independent Registered Public Accounting Firm	FOR	Majority	No	Yes
3. Advisory Vote to Approve Executive Compensation	FOR	Majority	No	No
4. Vote on a Stockholder Proposal	AGAINST	Majority	No	No

Under our bylaws, our directors are elected by a plurality of the votes cast on each such director s election by stockholders entitled to vote on the election of directors at the Annual Meeting. A plurality means that the director nominees receiving the highest number of **FOR** votes from our holders entitled to vote will be elected. Withhold authority votes and broker non-votes will have no direct effect on the outcome of the election of directors.

Any matter or proposal for which the vote required is a majority will, if presented, be approved if a majority of the votes cast **FOR** such proposal exceed the number of votes cast **AGAINST** such proposal. Neither abstentions nor broker non-votes will count as votes cast **FOR** or **AGAINST** the proposal. Therefore, abstentions and broker non-votes will have no direct effect on the outcome of the proposal. Under our bylaws, the ratification of the appointment of our independent registered public accounting firm,

the say-on-pay proposal and the stockholder proposal are decided by the vote of a majority of the votes cast in person or by proxy at the Annual Meeting by the holders of our shares of common stock entitled to vote thereon.

Discretionary voting occurs when a bank, broker or other registered holder does not receive voting instructions from the beneficial owner and votes those shares in its discretion on any proposal on which the NYSE rules permit such bank, broker or other registered holder to vote. When banks, brokers and other registered holders are not permitted under the NYSE rules to vote without specific instructions from the beneficial owners, the shares they hold are referred to as broker non-votes. The proposal to ratify PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2014 is the only proposal on which discretionary voting is allowed.

What do I need in order to attend the Annual Meeting?

If you are a record holder of shares of our common stock, you must bring either the Notice of Internet Availability of Proxy Materials or the admission ticket enclosed with the paper copy of the proxy materials. However, if you hold your shares of common stock in street name, you must ask the broker, bank or other institution (registered holder) that holds your shares to provide you with a legal proxy, a copy of your account statement, or a letter from the registered holder confirming that you beneficially own or hold shares of our common stock as of the close of business on April 10, 2014. You can obtain an admission ticket by presenting this confirming documentation from your broker, bank or other institution at the Annual Meeting.

Every attendee of the Annual Meeting will be required to show a valid, government-issued picture identification that matches his or

her Notice of Internet Availability of Proxy Materials, admission ticket, legal proxy and/or confirming documentation to gain admission to the Annual Meeting. Seating is limited and will be available on a first-come, first-served basis.

For safety and security purposes, we do not permit any stockholder to bring cameras, video or audio recording equipment, large bags, briefcases or packages into the meeting room or to otherwise record or photograph the Annual Meeting. We also ask that all stockholders attending the Annual Meeting turn off all cell phones, pagers, and other electronic devices during the Annual Meeting. We reserve the right to inspect any bags, purses or briefcases brought into the Annual Meeting.

Who will tabulate and count the votes?

Representatives of Broadridge Financial Solutions will tabulate the votes and act as the Company s Inspector of Elections.

Who bears the cost of the proxy solicitation?

We will bear all of the costs of soliciting proxies, including the preparation, assembly, printing and distribution of all proxy materials. We also reimburse brokers, banks, fiduciaries, custodians and other institutions for their costs in forwarding the proxy materials to the beneficial owners or holders of our common stock. Our

directors, officers and employees also may solicit proxies by mail, personally, by telephone, by email or by other appropriate means. No additional compensation will be paid to directors, officers or other employees for such services.

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

Where can I find the voting results for each proposal?

We will file a Current Report on Form 8-K within four business days after the Annual Meeting to announce the preliminary results of voting.

Why did I receive a Notice of Internet Availability of Proxy Materials but no proxy materials?

We have elected to deliver our proxy materials to the majority of our stockholders over the Internet under the notice and access rules of the Securities and Exchange Commission (the SEC). This approach conserves natural resources and reduces our costs of printing and distributing the proxy materials, while providing stockholders a convenient method of accessing the materials and

voting. On or about April 24, 2014, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy materials online, how to vote online, by telephone or by mail, and how to request a paper copy of this Proxy Statement and related materials, including our 2013 Annual Report to Stockholders.

Can I access the proxy materials and the Company s Annual Report on the Internet?

Yes, this Proxy Statement and the 2013 Annual Report to Stockholders are available free of charge on the Internet at *https://www.proxyvote.com* and on the Company s website at

http://investor.t-mobile.com by selecting SEC Filings under the Financial Reports tab.

Board of Directors

The size of our Board of Directors has been fixed at eleven. The Board has nominated each of W. Michael Barnes, Thomas Dannenfeldt, Srikant M. Datar, Lawrence H. Guffey, Timotheus Höttges, Bruno Jacobfeuerborn, Raphael Kübler, Thorsten Langheim, John J. Legere, Teresa A. Taylor and Kelvin R. Westbrook for election at the Annual Meeting to serve as a director for a term that would end at the 2015 Annual Meeting of Stockholders and has found each nominee to be qualified based on his or her experience, attributes and skills. Each of the nominees has consented to stand for election and has indicated that if elected, he or she plans to serve and will hold office until the later of the 2015 Annual Meeting of Stockholders or until his or her

successor is elected and qualified, unless the nominee earlier resigns, retires, passes away or otherwise no longer serves as a director. Messrs. Höttges, Kübler, Langheim, Dannenfeldt, Jacobfeuerborn and Westbrook and Ms. Taylor were designated for nomination by Deutsche Telekom pursuant to its rights under our certificate of incorporation and the Stockholder s Agreement.

In February 2014, James N. Perry, Jr., who had served as a director of the Company since November 2005, informed us that he would not stand for election at the 2014 Annual Meeting of Stockholders.

Required Vote

Under our bylaws, directors are elected by a plurality of the votes cast on each such director s election by stockholders entitled to vote on the election of directors at the Annual Meeting. Shares represented by executed proxies received by the Company will be voted, unless otherwise marked withheld, **FOR** the election of each of the nominees. In the event that any of the nominees should be unavailable for election as a result of an unexpected occurrence, such shares may be voted for the election of such substitute nominee as the Board of Directors may nominate. In the alternative, if a vacancy remains, the Board may fill such vacancy at a later date or

reduce the size of the Board, subject to certain requirements in our certificate of incorporation. Each of the nominees has agreed to be named in this Proxy Statement and to serve if elected, and we have no reason to believe that any of the nominees will be unable or unwilling to serve if elected.

The following biographies provide certain information on each nominee s occupation and business experience, age and other directorships held in public companies.

Nominees

W. Michael Barnes

W. Michael Barnes, age 71, has served as a director of our Company since May 2004 and is a member of the Audit Committee of the Board of Directors. Until the Business Combination was consummated on April 30, 2013, Mr. Barnes served as the chair of the Audit Committee of the legacy MetroPCS Board and also served on the Compensation Committee. Mr. Barnes held several positions at Rockwell International Corporation, a multi-industry company in high technology businesses including aerospace, commercial and defense electronics, telecommunication equipment, industrial automation systems and semi-conductor products manufacturing, between 1968 and 2001, including Senior Vice President, Finance & Planning, and Chief Financial Officer from 1991 through 2001. Mr. Barnes has served as a director of Advanced Micro Devices, Inc. since 2003 where he serves as Chairman of the Audit and Finance Committee and is a member of the Nominating and Corporate Governance Committee. Mr. Barnes holds a Ph.D. in operations research from Texas A&M University. He also holds Bachelor s and Master s degrees in industrial engineering from Texas A&M University. Mr. Barnes individual qualifications and skills that led to the conclusion that he should serve as a director include his extensive financial management and strong understanding of high technology-related business.

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PROPOSAL 1 ELECTION OF DIRECTORS

Thomas Dannenfeldt

Thomas Dannenfeldt, age 47, has served as a director of our Company since November 15, 2013, and is a member of the Compensation Committee and Executive Committee of our Board of Directors. Mr. Dannenfeldt has served as the Chief Financial Officer of Deutsche Telekom, our majority stockholder and a leading integrated telecommunications company, since January 2014. He was Finance Director of Telekom Deutschland from April 2010 to December 2013. From July 2009 to April 2010, he was the CFO of T-Mobile Deutschland. From January 2010 to April 2010 he was also responsible for the fixed line part of Deutsche Telekom as a member of the T-Home Board of Management. Prior to that, he was on the T-Home Board of Management responsible for the Market and Quality Management since January 2007. Mr. Dannenfeldt started his career at Deutsche Telekom in 1992 and has gained more than 20 years of experience in various leadership roles in sales, marketing and finance in national and international mobile and fixed line telecommunications business. He also served on the Board of Directors of Virgin Mobile in the UK in 2003 and 2004. Mr. Dannenfeldt s individual qualifications and skills that led to the conclusion that he should serve as a director include his extensive and broad experience in the telecommunications industry gained through his positions of increasing responsibility in operations, corporate planning, mergers and acquisitions and finance.

Srikant M. Datar

Srikant M. Datar, age 60, has served as a director of our Company since April 30, 2013 and is a member and chair of the Audit Committee of our Board of Directors. Mr. Datar is the Arthur Lowes Dickinson Professor at the Graduate School of Business Administration at Harvard University. Mr. Datar is a Chartered Accountant and planner in industry, and has been a professor of accounting and business administration at Harvard since July 1996, and he previously served as a professor at Stanford University and Carnegie Mellon University. Mr. Datar currently serves on the board of directors of Novartis AG, where he is also the Chairman of the Audit and Compliance Committee, and a member of the Chairman s Committee, the Risk Committee and the Compensation Committee. Mr. Datar is also a member of the boards of directors of ICF International Inc., where he is a member of the Corporate Governance and Nominating Committee; Stryker Corporation, where he is a member of the Audit and Finance Committees; and HCL Technologies, where he is a member of the Compensation Committee. Mr. Datar received gold medals upon his graduation from the Indian Institute of Management, Ahmedabad, and the Institute of Cost and Works Accountants of India. Mr. Datar received a Masters in Statistics and Economics and a Ph.D. in Business from Stanford University. Mr. Datar s individual qualifications and skills that led to the conclusion that he should serve as a director include his service on boards of international companies, his substantial teaching and practical experience in accounting, governance and risk management, and his academic and broad-based knowledge and experience of strategy, business and finance.

Lawrence H. Guffey

Lawrence H. Guffey, age 46, has served as a director of our Company since April 30, 2013, and is a member of the Compensation Committee and Nominating and Corporate Governance Committee of our Board of Directors. Since September of 1991, Mr. Guffey has been with The Blackstone Group, presently serving as Senior Managing Director, Private Equity Group. The Blackstone Group is an asset management and financial services company. Mr. Guffey has led many of The Blackstone Group s media and communications investment activities and manages Blackstone Communications Advisors. Mr. Guffey was a member of the Supervisory Board at Deutsche Telekom, our majority stockholder, from June 2006 until October 2013. He was a director of New Skies Satellites Holdings Ltd. from January 2005 to December 2007, Axtel SA de CV since October 2000, FiberNet L.L.C. from 2001 until 2003, iPCS Inc. from August 2000 to September 2002, PAETEC Holding Corp. from February 2000 to 2002, and Commnet Cellular Inc. from February 1998 to December 2001. He served as a director of TDC A/S from February 2006 to March 2013. He holds a Bachelor of Arts degree from Rice University, where he was elected to Phi Beta Kappa. Mr. Guffey s individual qualifications and skills that led to the conclusion that he should serve as a director include his extensive experience on other company boards, particularly those of other companies in the telecommunications industry, including Deutsche Telekom, a leading integrated telecommunications company.

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Timotheus Höttges

Timotheus Höttges, age 51, has served as a director of our Company and Chairman of the Board since April 30, 2013, and is a member and chair of the Executive Committee of our Board of Directors. Since January 2014, Mr. Höttges has served as Chief Executive Officer of Deutsche Telekom, our majority stockholder and a leading integrated telecommunications company. From March 2009 to December 2013, he served as Deutsche Telekom s Chief Financial Officer (CFO) and a member of the Board of Management. From December 2006 to March 2009, he was a member of the Board of Management responsible for the T-Home Unit (fixed-network and broadband business, as well as integrated sales and service in Germany). From January 2003 to December 2006, Mr. Höttges headed European operations as a member of the Board of Management of T-Mobile International. Mr. Höttges studied Business Administration at the University of Cologne. Mr. Höttges individual qualifications and skills that led to the conclusion that he should serve as a director include his extensive and broad experience in the telecommunications industry gained through his positions of increasing responsibility in operations, corporate planning, mergers and acquisitions and finance.

Bruno Jacobfeuerborn

Bruno Jacobfeuerborn, age 53, has served as Director of Technology Telekom Deutschland since April 2010. In addition, he has been the Chief Technology Officer (CTO) of Deutsche Telekom, our majority stockholder and a leading integrated telecommunications company, since February 2012. Previously, Mr. Jacobfeuerborn was Director of Technology of T-Mobile Deutschland and T-Home in Germany. In this double role, he was responsible for the technology business (both mobile and fixed network) in Germany from July 2009 to March 2010. From April 2007 to July 2009, he was Managing Director of Technology, IT and Procurement at Polska Telefonica Cyfrowa. Mr. Jacobfeuerborn joined what is now Deutsche Telekom AG in 1989 and has held several positions with increasing responsibility within the group. Mr. Jacobfeuerborn s individual qualifications and skills that led to the conclusion that he should serve as a director include his extensive experience in the telecommunications industry gained through his positions of increasing responsibility in the field of technology.

Raphael Kübler

Raphael Kübler, age 51, has served as a director of our Company since April 30, 2013, and is a member of the Compensation Committee and Executive Committee of our Board of Directors. In January 2014, Mr. Kübler assumed the position of Senior Vice President of the Corporate Operating Office of Deutsche Telekom, our majority stockholder and a leading integrated telecommunications company, and reports directly to the Chief Executive Officer of Deutsche Telekom. From July 2009 to December 2013, Mr. Kübler served as a Senior Vice President Group Controlling at Deutsche Telekom. In this position, he was responsible for the financial planning, analysis and steering of the overall Deutsche Telekom Group as well as the financial management of central headquarters and shared services. From November 2003 to June 2009, Mr. Kübler served as Chief Financial Officer of T-Mobile Deutschland GmbH, the mobile operations of Deutsche Telekom in Germany now known as Telekom Deutschland GmbH (a wholly-owned subsidiary of Deutsche Telekom). Mr. Kübler presently serves on the board of Hellenic Telecommunications Organization. Mr. Kübler studied Business Administration at H.E.C. in Paris and the Universities of Bonn and Cologne. He holds a doctoral degree from the University of Cologne. Mr. Kübler s individual qualifications and skills that led to the conclusion that he should serve as a director include his extensive experience in the telecommunications industry and specific knowledge of our Company gained through his position as an executive officer of Deutsche Telekom, and his service on the Audit Committee of the Board of Directors of T-Mobile USA prior to the consummation of the Business Combination.

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PROPOSAL 1 ELECTION OF DIRECTORS

Thorsten Langheim

Thorsten Langheim, age 48, has served as a director of our Company since April 30, 2013 and is a member of the Nominating and Corporate Governance Committee and Executive Committee of our Board of Directors. Mr. Langheim also serves as Senior Vice President Group Corporate Development of Deutsche Telekom, our majority stockholder and a leading integrated telecommunications company, a position he has held since November 2009. In his current role, he manages Deutsche Telekom s Corporate Strategy and Group M&A activities. Prior to his position at Deutsche Telekom, Mr. Langheim was Managing Director at the Private Equity Group of The Blackstone Group, an asset management and financial services company, from May 2004 to June 2009, primarily focusing on private equity investments in Germany. Mr. Langheim is a member of the Supervisory Board of Scout24. Previously, Mr. Langheim served on the boards of STRATO AG and T-Venture Holding GmbH. Mr. Langheim holds a Master of Science degree in International Securities, Investment and Banking from the ISMA Centre for Education and Research at the University of Reading. Mr. Langheim holds a Bachelor s degree in European Finance and Accounting from the University in Bremen (Germany) and Leeds Business School (United Kingdom). Mr. Langheim s individual qualifications and skills that led to the conclusion that he should serve as a director include his extensive experience in strategic development and mergers and acquisitions, private equity and investment banking and in-depth knowledge of the telecommunications industry.

John J. Legere

John J. Legere, age 55, has served as a director of our Company since April 30, 2013 and is a member of the Executive Committee of our Board of Directors. Mr. Legere joined T-Mobile USA in September 2012 as President and Chief Executive Officer and became our President and Chief Executive Officer on April 30, 2013 upon the consummation of the Business Combination. Mr. Legere has over 32 years experience in the U.S. and global telecommunications and technology industries. Prior to joining T-Mobile USA, Mr. Legere served as Chief Executive Officer of Global Crossing Limited, a telecommunications company, from October 2001 to October 2011. Before joining Global Crossing, he served as Chief Executive Officer of Asia Global Crossing; as president of Dell Computer Corporation s operations in Europe, the Middle East, and Africa; as president Asia-Pacific for Dell; as president of AT&T Asia Pacific; as head of AT&T s outsourcing program and as head of AT&T global strategy and business development. Mr. Legere serves on the CTIA Board of Directors. Mr. Legere received a Bachelor s degree in Business Administration from the University of Massachusetts, a Master of Science degree as an Alfred P. Sloan Fellow at the Massachusetts Institute of Technology, and a Master of Business Administration degree from Fairleigh Dickinson University, and he completed Harvard Business School s Program for Management Development (PMD). Mr. Legere s individual qualifications and skills that led to the conclusion that he should serve as a director include his position as Chief Executive Officer of our Company and his extensive experience in the global telecommunications and technology industries.

Teresa A. Taylor

Teresa A. Taylor, age 50, has served as a director of our Company since April 30, 2013 and has been our lead independent director since May 1, 2013. Ms. Taylor is also a member and chair of the Compensation Committee of our Board of Directors. Ms. Taylor served as Chief Operating Officer of Qwest Communications, Inc., a telecommunications carrier, from August 2009 to April 2011. She served as Qwest s Executive Vice President, Business Markets Group, from January 2008 to April 2009 and served as its Executive Vice President and Chief Administrative Officer from December 2005 to January 2008. Ms. Taylor served in various positions with Qwest and the former US West beginning in 1987. During her 24-year tenure with Qwest and US West, she held various leadership positions and was responsible for strategic planning and execution, sales, marketing, product, network, information technology, human resources and corporate communications. Ms. Taylor also is a director of First Interstate BancSystem, Inc., where she serves as chair of the Compensation Committee and NiSource, Inc. She also serves as an executive advisor to Governor Hickenlooper of Colorado, assisting the Office of Economic Development and International Trade. Ms. Taylor received a Bachelor of Science degree from the University of Wisconsin-LaCrosse. Ms. Taylor s individual qualifications and skills that led to the conclusion that she should serve as a director include her extensive experience in the technology, media and the telecommunications sectors, including her knowledge regarding strategic planning and execution, technology development, human resources, labor relations and corporate communications.

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Kelvin R. Westbrook

Kelvin R. Westbrook, age 58, has served as a director of our Company since April 30, 2013, is a member and chair of the Nominating and Corporate Governance Committee of our Board of Directors, and is a member of the Compensation Committee of our Board. Mr. Westbrook is President and Chief Executive Officer of KRW Advisors, LLC, a consulting and advisory firm, a position he has held since October 2007. Since 2003, Mr. Westbrook has also been a Director of Archer-Daniels-Midland Company (ADM). Mr. Westbrook currently serves as the Chairman of ADM s Compensation/Succession Committee. Mr. Westbrook has also served as a director and member of the Audit Committee of Stifel Financial Corp. since August 2007, as a director of Angelica Corporation from February 2001 to August 2008 and as Trust Manager since May 2008, and chair of the Audit Committee since March 2012, of Camden Property Trust. Mr. Westbrook also served as Chairman and Chief Strategic Officer of Millennium Digital Media Systems, L.L.C. (MDM), a broadband services company, that later changed its name to Broadstripe LLC, from September 2006 until October 2007. Mr. Westbrook was also President and Chief Executive Officer of MDM from May 1997 until October 2006. Broadstripe, LLC (formerly MDM) and certain of its affiliates filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code in January 2009, approximately fifteen months after Mr. Westbrook resigned. Mr. Westbrook received an undergraduate degree in Business Administration from the University of Washington and a Juris Doctor degree from Harvard Law School. Mr. Westbrook s individual qualifications and skills that led to the conclusion that he should serve as a director include his extensive experience on other public company boards, knowledge of the telecommunications industry, and legal, media, marketing and risk analysis expertise.

The Board of Directors recommends that you vote

FOR

the election of each of the above named nominees.

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The Board of Directors is elected by our stockholders to exercise its business judgment to oversee and monitor the strategy, management and business of our Company. To assist the Board in carrying out its duties and responsibilities, the Board, among other

things, has adopted corporate governance guidelines and a code of business conduct, appointed a lead independent director, and created and delegated authority to certain committees of the Board.

Controlled Company Exemption

Because Deutsche Telekom beneficially owns a majority of our outstanding shares of common stock (approximately 66.7% as of March 31, 2014), we qualify as a controlled company under Section 303A.00 of the NYSE Listed Company Manual. As a controlled company, we are exempt from the requirements to have:

- A majority of independent directors as defined by Section 303A.02 of the NYSE Listed Company Manual;
- A nominating/corporate governance committee composed entirely of independent directors; and
- A compensation committee composed entirely of independent directors.

In addition, we are exempt from the requirements under SEC Rule 10C-1, which implements Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act) and related NYSE rules, relating to compensation committee member independence and compensation committee consultants.

We have chosen to take advantage of the controlled company exemptions described above. In the event we cease to be a controlled company, we will be required to comply with all of the corporate governance standards under the NYSE s rules, subject to applicable transition periods.

Corporate Governance Guidelines and Code of Business Conduct

Our Board of Directors established our corporate governance guidelines, which, together with our certificate of incorporation, our bylaws and the Stockholder s Agreement, set forth the framework within which the Board and its committees direct the affairs of the Company. The Board also adopted our code of business conduct, which establishes the standards of ethical conduct applicable to all of our directors, officers and employees. In addition, we have a code of ethics for senior financial officers. Our corporate governance guidelines, the code of business conduct and the code of ethics for senior financial officers are publicly available on our website at *www.t-mobile.com* by clicking the Investor Relations hyperlink located in the footer of the home page and then selecting Governance Documents under the Corporate Governance tab. In the event of a waiver of any code of business conduct or code of ethics provisions applicable to directors or executive officers, we will promptly disclose the Board s actions on our website.

Board s Role in Risk Management

Management of the Company, including our Chief Executive Officer and other executive officers, is primarily responsible for managing the risks associated with our business, operations, and financial and disclosure controls. Financial, strategic, IT, technology, operational, compliance, legal/regulatory, and reputational risks to the Company are considered by management when it conducts its quarterly enterprise-wide risk assessment and are reviewed and updated regularly in connection with the operational, financial, and business activities of the Company.

Management of the Company has established an Enterprise Risk and Compliance Committee to oversee activities in the areas of risk management and compliance as a means of bringing risk issues to the attention of senior management. Responsibilities for risk management and compliance are distributed throughout various functional areas of the business, and the Enterprise Risk and Compliance Committee regularly reviews the Company s activities in these areas.

Our Board of Directors assesses Company risks and strategies for risk mitigation, and it manages its risk oversight function primarily, but not exclusively, through the Audit Committee of the Board. As such, the Audit Committee has primary responsibility for overseeing the Company s enterprise risk assessment and enterprise risk management policies. In performing this function, the Audit Committee considers and discusses policies with respect to risk assessment and risk management, including the Company s major financial risk exposures and the steps management has taken to monitor and control such exposures. To assist the Audit Committee with its risk assessment function, the Vice President, Internal Audit & Risk Management, who serves as the Chief Audit Executive, reports to the Audit Committee, has regular meetings with the Audit Committee and/or its members, provides an enterprise-wide risk assessment to the Audit Committee and updates the Audit Committee on significant issues raised by the Enterprise Risk and Compliance Committee. The Audit Committee reviews the enterprise-wide risk assessment and provides feedback to executive management and shares the risk assessment with the Board. The Audit Committee also has certain responsibilities with respect to the Company s compliance and ethics programs, as is more fully set out in its charter.

The Compensation Committee of the Board designs our compensation program to encourage appropriate risk taking while discouraging behavior that may result in unnecessary or excessive risk, and it periodically reviews with management the Company s compensation programs for all employees, including management s assessment as to whether risks arising from such programs are reasonably likely to have a material adverse effect on the Company.

The Executive Committee of the Board of Directors, charged with reviewing and providing guidance to senior management of the Company regarding the Company s strategy, operating plans and operating performance, is also key in helping the Board perform its risk oversight function by considering strategic operating goals, opportunities and risks. In addition, the Nominating and Corporate Governance Committee of the Board of Directors oversees Board process and corporate governance-related risk. Finally, a report of all committee meetings are presented to the Board on a regular basis.

Board Leadership Structure

Separate Chairman and Chief Executive Officer Roles

Our Board of Directors has chosen to separate the roles of Chairman of the Board and Chief Executive Officer, and it has appointed Timotheus Höttges, Deutsche Telekom s Chief Executive Officer, as the Chairman of the Board.

We believe that separating the roles of Chief Executive Officer and Chairman of the Board of Directors is appropriate for the Company and in the best interests of the Company and its stockholders at this time. Our Chairman manages the overall Board function, and his current responsibilities include chairing all regular sessions of the Board; establishing the agenda for each Board meeting in consultation with the lead independent director, the Chief Executive

Officer and other senior management as appropriate; and helping to establish, coordinate and review the criteria and methods for at least annually evaluating the effectiveness of the Board and its committees. The separation of the offices allows Mr. Höttges to focus on management of Board matters and allows our Chief Executive Officer to focus on managing our business. Additionally, we believe the separation of the offices ensures the objectivity of the Board in its management oversight role, specifically with respect to reviewing and assessing the Chief Executive Officer s performance. The Board believes that its role in risk oversight did not impact the leadership structure chosen by the Board.

Lead Independent Director

The lead independent director, a position currently held by Teresa A. Taylor, coordinates the activities of our independent directors, calling and presiding over the executive sessions of the independent members of the Board of Directors and functioning as a liaison between such independent directors and the Chairman of the Board

and/or the Chief Executive Officer. The lead independent director provides input on the flow of information to the Board, including the Board s agenda and schedule.

Communications with Chairman, Presiding Director and Directors

We have procedures to facilitate communications among the Company s directors, employees, and stockholders and other interested third-parties. Any person wishing to contact the Chairman of the Board, the Board as a whole, the lead independent director, or any individual director may do so in writing addressed as follows:

T-Mobile US, Inc.

The Board of Directors c/o Corporate Secretary

12920 SE 38th Street

Bellevue, Washington 98006

After receipt, the communication will be distributed to the Chairman of the Board and to other directors or executive officers as appropriate, in each case depending on the facts and

circumstances outlined in the communication. In addition, the Board has requested that certain items that are unrelated to the duties and responsibilities of the Board should be excluded or redirected, as appropriate, such as business solicitations or advertisements, junk mail and mass mailings, new product suggestions, product or service complaints, product inquiries, resumes and other forms of job inquiries, spam, and surveys. In addition, material that is unduly hostile, threatening, potentially illegal or similarly unsuitable will be excluded. Responses to letters, or any communication that is excluded, is maintained by the Company and is available to any director upon request.

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CORPORATE GOVERNANCE

Executive Sessions of Directors

Executive sessions, or meetings of outside (nonmanagement) directors without management present, are held at each regularly scheduled Board of Directors meeting or more frequently if necessary. Our Chairman of the Board presides at such executive sessions as long as he is a nonmanagement director. If the Chairman of the Board is not present at a nonmanagement executive session, the lead independent director presides. If neither the Chairman of the Board nor the lead independent director is present or available at a nonmanagement executive session, the nonmanagement directors present elect among their members a director to chair such executive

session. At these executive sessions, the outside directors review such matters as the Chairman of the Board (as long as he is a nonmanagement director) or lead independent director or the other members of the Board may raise, including strategic, operational, or financial issues and management performance and succession.

In addition, our corporate governance guidelines require the independent directors of the Board of Directors to meet at least once each year in executive session, and the lead independent director presides at such executive session.

Board Composition and Deutsche Telekom Board Designation Rights

The size of our Board of Directors has been fixed at eleven. Subject to the provisions of our certificate of incorporation and the Stockholder s Agreement, the size of our Board may be changed in the manner prescribed by our bylaws.

Pursuant to our certificate of incorporation and the Stockholder s Agreement, Deutsche Telekom generally has the right to designate as nominees for election to our Board of Directors a number of individuals, each of whom we refer to as a Deutsche Telekom designee, equal to the percentage of our common stock and other capital stock entitled to vote generally in the election of directors that is beneficially owned by Deutsche Telekom, or stock ownership percentage, multiplied by the number of directors on our Board, rounded to the nearest whole number. In addition, our certificate of incorporation and the Stockholder s Agreement provide that each committee of the Board shall include in its membership a number of Deutsche Telekom designees in proportion to its stock ownership percentage, rounded to the nearest whole number, except to the extent such membership would violate applicable securities laws or stock exchange rules. However, no committee of the Board may consist solely of directors who are also officers, employees, directors

or affiliates of Deutsche Telekom. Deutsche Telekom will have these board designation rights as long as its stock ownership percentage is 10% or more of the outstanding shares of our common stock.

If at any time the number of Deutsche Telekom designees then serving as directors on our Board of Directors or as members of any committee of our Board exceeds the number of Deutsche Telekom designees that Deutsche Telekom is entitled to designate, Deutsche Telekom will be required to cause the number of Deutsche Telekom designees then serving as directors on our Board or as members of such committee of our Board representing such excess to resign immediately as directors or committee members, as applicable.

Under our certificate of incorporation and the Stockholder s Agreement, we and Deutsche Telekom have agreed to use our reasonable best efforts to cause at least three members of our Board of Directors to be considered independent under SEC and NYSE rules, including for purposes of Rule 10A-3 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). We have five continuing directors that our Board has determined are independent under NYSE rules.

Nomination Process, Director Candidate Selection and Qualifications

Subject to Deutsche Telekom s board designation rights under our certificate of incorporation and the Stockholder s Agreement, which are described above, the Nominating and Corporate Governance Committee is responsible for identifying, evaluating and

recommending candidates to the Board of Directors for nomination to the Board. Subject to Deutsche Telekom s board designation rights, the Board is responsible for nominating directors for election by the stockholders and filling any vacancies on the Board that may occur.

Qualifications and Diversity

The Nominating and Corporate Governance Committee considers certain director selection guidelines adopted by our Board of Directors in evaluating candidates for election to the Board and making recommendations to the Board regarding director nominations. Under these director selection guidelines, the Nominating and Corporate Governance Committee considers the following qualifications, among others, of each director candidate:

Professional experience, industry knowledge, skills and expertise;
Leadership qualities, public company board and committee experience and non-business-related activities and experience;

High standard of personal and professional ethics, integrity and values;

Training, experience and ability at making and overseeing policy in business, government and/or education sectors;

Willingness and ability to keep an open mind when considering matters affecting interests of the Company and its constituents;

Willingness and ability to devote the required time and effort to effectively fulfill the duties and responsibilities related to Board and committee membership;

Willingness and ability to serve on the Board for multiple terms, if nominated and elected, to enable development of a deeper understanding of the Company s business affairs;

Willingness not to engage in activities or interests that may create a conflict of interest with a director s responsibilities and duties to the Company and its constituents; and

Willingness to act in the best interests of the Company and its constituents and to objectively assess Board, committee and management performances.

Our Board of Directors does not have a formal policy with respect to diversity on the Board. Rather, diversity is one of many factors under our director selection guidelines that the Nominating and Corporate

Governance Committee considers when evaluating potential director candidates. Our director selection guidelines do not narrowly define diversity by reference to gender and race; rather, diversity is broadly interpreted to include other factors such as age, geographic and professional diversity. In connection with its general responsibility to monitor and advise the Board on the size, role, function and composition of the Board, the Nominating and Corporate Governance Committee will periodically consider whether the Board represents the overall mix of skills and characteristics described in the director selection guidelines, including diversity and the other factors described above. Subject to Deutsche Telekom s board designation rights, the selection process for director candidates is intended to be flexible, and the Nominating and Corporate Governance Committee, in the exercise of its discretion, may deviate from the selection process when particular circumstances warrant a different approach.

Nomination Process

In addition to candidates designated by Deutsche Telekom pursuant to its rights under our certificate of incorporation and the Stockholder s Agreement, the Nominating and Corporate Governance Committee may consider possible director candidates from a number of sources, including those recommended by stockholders, directors, or officers. In addition, the Nominating and Corporate Governance Committee may engage the services of outside consultants and search firms to identify potential director candidates. A stockholder who wishes to suggest a director candidate for consideration by the Nominating and Corporate Governance Committee should submit the suggestion to the Chair of the Nominating and Corporate Governance Committee, care of our Corporate Secretary, and include the candidate s name, biographical data, relationship to the stockholder and other relevant information. The Nominating and Corporate Governance Committee may request additional information about the suggested candidate and the proposing stockholder. Subject to Deutsche Telekom s board designation rights, the full Board will approve all final

nominations after considering the recommendations of the Nominating and Corporate Governance Committee.

With regard to the ten incumbent directors whose terms are set to expire at the Annual Meeting and have been nominated for reelection to the Board of Directors, our Board considered each director s expertise, qualifications, attributes, skills, and overall service during the director s term, including the number of meetings attended, his or her level of participation, the quality of his or her performance and whether he or she meets the independence standards set forth under applicable laws, regulations and NYSE rules. Each nominee for reelection as a director must consent to stand for reelection, and each of the Company s nominees for director named in this Proxy Statement consented to stand for reelection and indicated that he or she would serve if elected. In connection with the nomination of Mr. Jacobfeuerborn for election to the position being vacated by Mr. Perry when the latter s term expires at the Annual Meeting, the Board considered Mr. Jacobfeuerborn s expertise, qualifications, attributes and skills.

Stockholder Nomination Procedures

In addition to nominations approved by the Board of Directors as described above, stockholders may nominate candidates for election to the Board to the extent permitted under, and in

accordance with the requirements of, Article II, Section 12 of our bylaws.

Director Independence

The Board of Directors evaluates the independence of each director (including nominees for election to the Board) in accordance with applicable laws and regulations, NYSE rules and our corporate governance guidelines, and based upon the recommendation, advice, and information of the Nominating and Corporate Governance Committee. As a controlled company under NYSE rules, we are exempt from the requirement to have a majority of directors on our Board be independent. However, pursuant to our certificate of incorporation, the Stockholder s Agreement and our corporate governance guidelines, the Board is required to have at least three directors (including all the members of the Audit

Committee) who meet the director independence standards included in NYSE rules. We have five continuing directors who our Board has determined are independent. The Board considers all relevant facts and circumstances in determining independence, including, among other things, making an affirmative determination that the director has no material relationship with the Company directly or as an officer, stockholder, or partner of an organization that has a material relationship with the Company. For certain types of relationships, NYSE rules require us to consider a director s relationship with the Company, and also with any parent or subsidiary in a consolidated group with the Company, which includes Deutsche Telekom and its affiliates.

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CORPORATE GOVERNANCE

The Board of Directors has determined that Messrs. Barnes, Datar, Guffey, Perry and Westbrook and Ms. Taylor are independent under NYSE rules and our corporate governance guidelines. In addition, the Board has determined that each member of the Audit Committee meets the heightened independence criteria applicable to audit committee members under NYSE rules.

In making its director independence determinations, our Board considered, among other things, the following relationships and concluded that they are not material and therefore do not preclude a finding of independence:

Mr. Perry is a managing director of Madison Dearborn Partners, LLC, or Madison Dearborn, a private equity fund that manages a fund that held approximately 8.3% of our common stock prior to the Business Combination (approximately 2.17% immediately after the Business Combination). The fund distributed its remaining shares of our common stock to its partners in September 2013. As disclosed in Transactions with Related Persons and Approval Other Related Person Transaction, a fund advised by Madison Dearborn has ownership interests in certain companies with whom we have commercial relationships.

Mr. Guffey is a senior managing director of the Private Equity Group of The Blackstone Group. A fund affiliated with The Blackstone Group previously owned a significant interest in Deutsche Telekom AG, our majority stockholder. The fund sold its Deutsche Telekom shares in 2013. Mr. Guffey was a member of the Supervisory Board at Deutsche Telekom AG from June 2006 until October 2013.

Board Committees and Related Matters

Directors are expected to attend all meetings of our Board of Directors and each committee on which they serve, as well as our Annual Meeting of Stockholders. In 2013, our Board (as then constituted) met 20 times. During 2013, each director attended at least 75% of all meetings of the Board and Board committees on which he or she served as a member during the year. All of our directors, other than Mr. Perry, attended our Annual Meeting of Stockholders in 2013.

The standing committees of our Board of Directors currently consist of the Audit Committee, the Nominating and Corporate Governance Committee, the Executive Committee and the Compensation Committee (including a Section 16 Subcommittee). A copy of the charters for the standing committees of our Board can be found on our website at *www.t-mobile.com* by clicking the Investor Relations hyperlink located in the footer of the home page and then selecting Governance Documents under the Corporate Governance tab. The Board also, from time to time, creates ad hoc committees of the Board that have a specific purpose.

The current members of each standing committee of the Board of Directors are listed below:

	Audit Committee	Nominating and Corporate Governance Committee	Executive Committee (a)	Compensation Committee (a)

Committee Members				
W. Michael Barnes	Member			
Thomas Dannenfeldt			Member	Member
Srikant M. Datar	Chairperson			
Lawrence H. Guffey		Member		Member
Timotheus Höttges			Chairperson	
Raphael Kübler			Member	Member
Thorsten Langheim		Member	Member	
John J. Legere			Member	
James N. Perry, Jr. [(b)]	Member		Member	
Teresa A. Taylor [(c)]				Chairperson
Kelvin R. Westbrook [(c)]		Chairperson		Member
Meetings in Fiscal 2013	18	5	1	8

(a) René Obermann served on the Compensation Committee and the Executive Committee from May 1, 2013 until his resignation from the Board effective November 15, 2013. Mr. Dannenfeldt has served on the Compensation Committee and the Executive Committee since his appointment to the Board effective November 15, 2013.

(b) Mr. Perry s term as a director will expire at the Annual Meeting, at which time he will cease to be a member of the Audit Committee and the Executive Committee.

(c) Ms. Taylor and Mr. Westbrook are also members of the Section 16 Subcommittee of the Compensation Committee.

Prior to the consummation of the Business Combination, the committees of the legacy MetroPCS Board of Directors consisted of an Audit Committee, a Nominating and Corporate Governance Committee, a Compensation Committee and a Finance and

Planning Committee. Upon consummation of the Business Combination, the Board dissolved the Finance and Planning Committee.

The members of each committee of the legacy MetroPCS Board of Directors prior to the consummation of the Business Combination are listed below:

Audit Committee	**Compensation Committee**	**Nominating and Corporate Governance Committee**	**Finance and Planning Committee**
W. Michael Barnes, Chair	C. Kevin Landry, Chair	James N. Perry, Jr., Chair	Arthur C. Patterson, Chair
John (Jack) F. Callahan, Jr.	W. Michael Barnes	C. Kevin Landry	C. Kevin Landry
James N. Perry, Jr.	Arthur C. Patterson	Arthur C. Patterson	James N. Perry, Jr.

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Effective upon the consummation of the Business Combination, Messrs. Callahan, Landry, and Patterson, as well as Mr. Linquist, who previously served as the legacy MetroPCS Chairman of the

Board of Directors and Chief Executive Officer, resigned from the Board. In addition, Mr. Barnes ceased to serve on the Compensation Committee.

Audit Committee

The current members of our Audit Committee are Srikant M. Datar, who serves as Chair, and W. Michael Barnes and James N. Perry, Jr. Our Board of Directors determined that each of the members of the Audit Committee is independent under applicable SEC regulations and NYSE rules and financially literate under applicable NYSE rules. No member of the Audit Committee is, or has been, associated with the Company s auditors or accountants, or has performed field work, and no member of the Audit Committee is, or has been, a full-time or part-time employee of the Company. Our Board has determined that all of the members are audit committee financial experts, as such term is defined in Item 407(d)(5) of Regulation S-K, and have accounting or related financial management expertise, as required under NYSE rules, because of Mr. Datar s extensive experience as a professor of accounting and business administration, because Mr. Barnes previously served as the Chief Financial Officer of Rockwell International Corporation, and because of Mr. Perry s education and experience as an audit committee member. SEC regulations provide that an audit committee member who is designated as an audit committee financial expert will not be deemed to be an expert for any purpose as a result of being identified as an audit committee financial expert pursuant to Item 407 of Regulation S-K. Pursuant to the Audit Committee s charter, no member of the Audit Committee may serve on more than two audit committees of publicly traded companies other than the Company at the same time such member serves on the Audit Committee, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Company s Audit Committee.

The responsibilities of the Audit Committee include, among others:

overseeing, reviewing and evaluating our financial statements, the audits of our financial statements, our accounting and financial reporting processes, the integrity of our financial statements, our disclosure controls and procedures and our internal audit functions;
appointing, compensating, retaining and overseeing our independent registered public accounting firm;

pre-approving the retention of the independent registered public accounting firm to perform permissible audit, audit-related, and non-audit services, and the fees to be paid in connection therewith, other than de minimis non-audit services allowed by applicable law;

providing oversight of the Company s risk assessment and risk management policies;

reviewing all related person transactions;

developing and overseeing compliance with a code of ethics for senior financial officers and a code of business conduct for all Company employees, officers and directors pursuant to and to the extent required by regulations applicable to the Company;

establishing procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;

periodically evaluating our compliance and ethics program;

periodically evaluating the charter for the Audit Committee and recommending changes to the Board; and

conducting an annual self-evaluation.

The Audit Committee is authorized by its written charter to retain, compensate and evaluate consultants and outside counsel as necessary for it to carry out its duties without consulting with or obtaining the approval of the Board of Directors or any officer of the Company. The Audit Committee relies on the information provided by management and the Company s independent registered public accounting firm. The Audit Committee does not have the duty to plan or conduct audits or to determine whether the Company s financial statements and disclosures are complete and accurate or in accordance with generally accepted accounting principles.

Nominating and Corporate Governance Committee

The current members of our Nominating and Corporate Governance Committee are Kelvin R. Westbrook, who serves as Chair, and Lawrence H. Guffey and Thorsten Langheim. Our Board of Directors has determined that Messrs. Westbrook and Guffey are independent under applicable NYSE rules.

The responsibilities of the Nominating and Corporate Governance Committee include, among others:

subject to our certificate of incorporation and the Stockholder s Agreement, assisting in the process of identifying, recruiting, evaluating, and nominating candidates for membership on our Board and the committees thereof consistent with criteria in the director selection guidelines;

annually presenting to the Board a list of nominees recommended for election to the Board at the annual meeting of stockholders;
periodically reviewing, approving and recommending to the Board appropriate revisions to the director selection guidelines;

developing processes regarding the review, approval, recommendation and consideration of director candidates;

subject to our certificate of incorporation and the Stockholder s Agreement, recommending to the Board director membership on Board committees and advising the Board and/or committees with regard to selection of Chairpersons of committees;

conducting an annual self-evaluation and developing and overseeing a process for an annual evaluation of the Board, and establishing and coordinating with applicable committee Chairpersons the criteria and methods for evaluating the effectiveness of the Board s committees; and

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CORPORATE GOVERNANCE

reviewing and recommending to the Board appropriate revisions to the corporate governance guidelines.

The Nominating and Corporate Governance Committee is authorized by its charter to retain, compensate, evaluate and

terminate consultants, including search firms retained to identify candidates for the Board of Directors and outside counsel necessary for it to carry out its duties, without consulting with or obtaining the approval of the Board or any officer of the Company.

Executive Committee

Our Board of Directors established an Executive Committee following the consummation of the Business Combination. The current members of our Executive Committee are Timotheus Höttges, who serves as Chairman, and Thomas Dannenfeldt, Raphael Kübler, Thorsten Langheim, John J. Legere and James N. Perry, Jr. René Obermann served on our Executive Committee from May 1, 2013 until his resignation, which was effective November 15, 2013. Following Mr. Obermann s resignation from the Board of Directors, Mr. Dannenfeldt replaced him as a member of the Executive Committee. Pursuant to its charter, the Executive Committee must include the lead independent director of the Board or another Non-Affiliated Director (as defined in the Stockholder s Agreement) and the Company s Chief Executive Officer. The Executive Committee has been established by our Board of Directors to review and provide guidance to our senior management regarding our strategy, operating plans and operating performance, and under certain

circumstances, to exercise the powers and duties of the Board between Board meetings; provided that the matter is not such that is not permitted under applicable law or our certificate of incorporation or bylaws to be delegated by the Board to a committee of the Board. In addition, before exercising the powers and authority of the Board with respect to any particular matter, the Chairperson and the independent member shall have concurred that, under the circumstances, it would be neither advisable to delay consideration of that matter to the next regularly scheduled meeting of the Board nor practicable to schedule a special meeting of the Board to consider that matter on a timely basis.

The Executive Committee is authorized by its charter to retain, compensate, evaluate and terminate consultants, including outside counsel, as necessary for it to carry out its duties, without consulting with or obtaining the approval of the Board of Directors or any officer of the Company.

Compensation Committee

The current members of our Compensation Committee are Teresa A. Taylor, who serves as Chair, and Thomas Dannenfeldt, Lawrence H. Guffey, Raphael Kübler and Kelvin R. Westbrook. René Obermann served on our Compensation Committee from May 1, 2013 until his resignation, which was effective November 15, 2013. Following Mr. Obermann s resignation from the Board of Directors, Mr. Dannenfeldt replaced him as a member of the Compensation Committee. The Board of Directors has determined that Ms. Taylor and Messrs. Guffey and Westbrook are independent in accordance with NYSE rules.

The responsibilities of the Compensation Committee include, among others:

- periodically reviewing and approving our overall executive compensation philosophy and our executive compensation programs, policies and practices;
- reviewing and approving corporate goals and objectives relevant to our Chief Executive Officer s compensation, evaluating the Chief Executive Officer s performance and determining the Chief Executive Officer s compensation;
- reviewing and approving annual compensation for our other executive officers;
- reviewing and approving annual and long-term incentive compensation plans for executive officers;
- reviewing and recommending to the Board for its approval all Company equity compensation plans and overseeing the administration of those plans;
- reviewing and recommending to the Board with respect to compensation for non-employee members of the Board (directors who are not employees of the Company or officers or employees of Deutsche Telekom), and periodically reviewing the status of Board compensation policies and discussing the results of such review with the Board;
- determining officer and director stock ownership guidelines and monitoring compliance with such guidelines;
- periodically reviewing with management the compensation programs for all employees, including management s assessment of risks arising from such programs;
- reviewing annually plans for succession of senior management; and
- conducting an annual self-evaluation.

The Compensation Committee has established a Section 16 Subcommittee, which has sole authority to approve all awards granted to the Company s officers who are subject to Section 16 of the Exchange Act (Section 16 officers) that are intended to qualify as performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), and unless otherwise determined by the Compensation Committee, authority to approve all equity or equity-based awards to the Company s Section 16 officers. The Committee has delegated authority to the Company s Executive Vice President, Human Resources, to make awards to employees who are not Section 16 officers in accordance with the terms and limitations established by the Committee.

The Compensation Committee has the sole authority to retain and terminate a compensation consultant and to approve the consultant s fees and all other terms of the engagement. The Committee has retained Mercer (a wholly owned subsidiary of Marsh & McLennan Companies, Inc.), a well-recognized employee benefits and compensation consulting firm, as its compensation consultant to evaluate and recommend the compensation and benefits provided to the Chief Executive Officer and the other executive officers. At the request of the Committee, a consultant from Mercer attends the Committee meetings at which executive officer compensation is discussed and provides information, research and analysis pertaining to executive compensation and benefits as requested by the Committee. Mercer also updates the Committee on market trends and makes recommendations for establishing the market values of compensation for the executive officers of our Company. During 2013, Mercer provided executive compensation services to the Company and T-Mobile USA. The aggregate fees for such services were $89,179. In addition, Mercer provided services to the Company and T-Mobile USA for

investment and benefits consulting and retirement plan consulting. The aggregate fees for such services were $92,000.

The Compensation Committee sets compensation levels based on the skills, experience and achievements of each executive officer, taking into account the market rates recommended by its compensation consultant and the compensation recommendations by the Chief Executive Officer, except with respect to his own position. The Compensation Committee believes that input from both management and its consultant provides useful information and points of view to assist the Compensation Committee in determining the appropriate compensation.

Compensation Committee Interlocks and Insider Participation

During 2013, the following persons served at various times on the Compensation Committee: W. Michael Barnes, Thomas Dannenfeldt, Lawrence H. Guffey, Raphael Kübler, C. Kevin Landry, René Obermann, Arthur C. Patterson, Teresa A. Taylor, and Kelvin R. Westbrook. No members of the Compensation Committee who

served during 2013 were officers or employees of the Company or any of its subsidiaries during the year, were formerly Company officers or had any relationship otherwise requiring disclosure as a Compensation Committee interlock.

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CORPORATE GOVERNANCE

Director Compensation

Non-Employee Director Compensation Program

In 2013, in anticipation of consummation of the Business Combination, our Board of Directors undertook a review of compensation for non-employee directors. It was assisted in this review by management s compensation consultant, Towers Watson, which provided advice and perspective regarding peer group practices and broader market trends. As a result of this review, our Board adopted the T-Mobile US, Inc. Director Compensation Program (our non-employee director compensation program) effective following consummation of the Business Combination as of May 1, 2013, which with respect to equity awards was subject to stockholder approval of the 2013 Omnibus Incentive Plan. Members of our Board of Directors who are employees of the Company, or an officer or employee of Deutsche Telekom, do not receive any compensation with respect to their service as a member of our Board of Directors.

Each director who is not an employee of the Company or an officer or employee of Deutsche Telekom (a non-employee director) is eligible to participate in the non-employee director compensation program. Each non-employee director receives an annual cash retainer, and the Chair of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee, as well as the lead independent director, each receive an additional cash retainer, paid in equal quarterly installments at the

end of the quarter in which earned. Fees are subject to proration for any person who becomes a non-employee director and/or committee chair at any time of the year other than the date of the Company s annual meeting of stockholders. Non-employee directors also receive additional cash compensation for in-person or telephonic Board and committee meetings in excess of ten board meetings and ten committee meetings per calendar year. Directors also receive reimbursement of expenses incurred in connection with their Board service.

Immediately after each annual meeting of stockholders, each non-employee director automatically receives an award of time-vested restricted stock units (RSUs) with a value of $100,000, with pro rata awards for non-employee directors joining the Board at any time other than the date of the annual meeting of stockholders. The time-vested RSUs vest on the one-year anniversary of the grant date or on the date of the next meeting for directors not standing for re-election. In the event of a director s termination of service prior to vesting, all time-vested RSUs are automatically forfeited to the Company. The time-vested RSUs immediately vest on the date of a change in control of the Company.

In addition, non-employee directors are eligible to receive up to two handsets and up to five lines of U.S. service pursuant to our Board of Directors Phone Perquisite Program.

The following table summarizes the compensation payable to the Company s non-employee directors pursuant to the non-employee director compensation program:

Elements of Non-Employee Director Compensation	Amount
Annual cash retainer	$ 100,000
Additional annual cash retainer for:	
Lead Independent Director	$ 25,000
Audit Committee Chair	$ 50,000
Compensation Committee Chair	$ 25,000
Nominating and Corporate Governance Committee Chair	$ 10,000

Annual award of time-vested RSUs	$ 100,000
Additional cash amounts for each Board and committee meeting in excess of ten meetings per year:	
In person	$ 2,000
By telephone	$ 1,000

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Legacy MetroPCS Non-Employee Director Compensation

In fiscal year 2013 until the Business Combination was consummated on April 30, 2013, each member of our Board of Directors who was not an employee of legacy MetroPCS was eligible to participate in the MetroPCS Communications, Inc. Third Amended and Restated Non-employee Director Remuneration Plan, or legacy MetroPCS non-employee director remuneration plan, under which such directors received compensation for serving on our Board. Under the legacy MetroPCS non-employee director remuneration plan, directors who were employees did not receive any additional compensation in respect of their services as directors.

Under the legacy MetroPCS non-employee director remuneration plan, each non-employee director received an annual cash retainer, and the chairs of the Audit Committee, Compensation Committee, Nominating and Governance Committee and Finance and Planning

Committee each received an additional annual cash retainer. Each non-employee director also received an initial grant of options to purchase common stock upon becoming a member of the Board, and an additional annual grant of stock options, each with an exercise price equal to the common stock s closing price on the NYSE on the date of grant, and vesting over three years in a series of 36 successive equal monthly installments beginning after the date of grant, as well as an annual grant of shares of restricted stock vesting over three years in a series of 12 successive equal quarterly installments beginning three months after the grant date. In addition, each non-employee director received additional cash amounts for each Board meeting and committee meeting attended in person and for each telephonic meeting of the Board and each committee meeting attended telephonically.

The following table summarizes the compensation payable to the legacy MetroPCS non-employee directors pursuant to the legacy MetroPCS non-employee director remuneration plan:

Elements of Legacy MetroPCS Non-Employee Director Compensation	Amount
Annual cash retainer	$40,000
Additional annual cash retainer for committee chairs:	
Audit Committee	$30,000
Compensation Committee	$10,000
Nominating and Corporate Governance Committee	$10,000
Finance and Planning Committee	$10,000
Initial stock option award	16,800 shares*
Annual stock option award	8,400 shares*
Annual restricted stock award	3,000 shares*
Additional cash amounts for each Board and committee meeting:	
In person	$ 2,000
By telephone	$ 1,000

* *As adjusted for the 1:2 reverse stock split and cash payments effected in connection with the Business Combination.*

In connection with the consummation of the Business Combination, all outstanding equity awards under the Company s equity plans, including each outstanding stock option and each share of restricted stock held by directors of legacy MetroPCS, automatically vested and, in the case of stock options, became exercisable. Holders of stock options could elect to receive cash in lieu of their vested stock options during the five days following the consummation of the Business Combination in accordance with the terms of the Business Combination Agreement. Any stock options that were not cashed out were adjusted for the 1:2 reverse stock split and the cash payment and remain outstanding in accordance their terms.

Non-Employee Director Stock Ownership Guidelines

In connection with the consummation of the Business Combination, we adopted stock ownership guidelines for non-employee directors under which each non-employee director is expected to acquire and maintain ownership of shares of common stock equal in value to five times his or her annual retainer measured as of May 1, 2013 for non-employee directors serving on that date and as of the date board

service commences going forward. Each non-employee director is expected to meet the ownership guidelines within five years from the applicable measurement date, and is expected to retain at least 50% of the net shares of common stock acquired through the Company s equity compensation plans until the ownership threshold is met.

CORPORATE GOVERNANCE

2013 Director Compensation Table

The following table sets forth certain information with respect to compensation for the year ended December 31, 2013, earned by or paid to each individual who served as a non-employee director during 2013. The amounts presented in this table and the footnotes that follow reflect the 1:2 reverse stock split and cash payments effected in accordance with the Business Combination.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($) (1)	Option Awards ($) (2)	Total ($)
W. Michael Barnes (3)	172,167	158,759	82,396	413,322
John (Jack) F. Callahan, Jr. (4)	71,500	58,740	82,396	212,636
Srikant M. Datar (5)	100,000	100,019		200,019
Lawrence H. Guffey (5)	68,667	100,019		168,686
C. Kevin Landry (4)	68,000	58,740	82,396	209,136
Arthur C. Patterson (4)	69,500	58,740	82,396	210,636
James N. Perry, Jr. (3)	145,167	158,759	82,396	386,322
Teresa A. Taylor (5)	100,000	100,019		200,019
Kelvin R. Westbrook (5)	75,333	100,019		175,352

(1) The value of stock awards is determined using the aggregate grant date fair value computed in accordance with ASC 718 (Topic 718, Compensation Stock Compensation), or ASC 718, excluding the effect of any estimated forfeitures. These amounts reflect the Company s accounting expense and do not correspond to the actual value that will be realized by the directors. For stock awards granted after the Business Combination, see Note 1 and Note 9 to the Consolidated Financial Statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2013 for a summary of the assumptions we apply in calculating these amounts. For stock awards granted by legacy MetroPCS before the Business Combination, the valuation was determined based on the closing price of the legacy MetroPCS common stock on the NYSE on the grant date. On February 5, 2013, each legacy MetroPCS director was awarded 3,000 restricted stock awards with a grant date fair value of $58,740. On June 6, 2013, each non-employee director serving on our Board of Directors following consummation of the Business Combination was awarded 4,804 time-vested RSUs with a grant date fair value of $100,019. As of December 31, 2013, Messrs. Barnes, Datar, Guffey, Perry and Westbrook and Ms. Taylor each held 4,804 unvested time-vested RSUs.

(2) The value of stock awards and option awards granted by legacy MetroPCS during 2013 is determined using the aggregate grant date fair value computed in accordance with ASC 718, excluding the effect of any estimated forfeitures. These amounts reflect legacy MetroPCS s accounting expense and do not correspond to the actual value that will be realized by the directors. For option awards granted by legacy MetroPCS, the valuation was determined using a Black-Scholes pricing model that included the following variables (at date of grant on February 5, 2013): (i) exercise price: $11.49; (ii) expected dividends: 0%; (iii) expected life in years: 5; (iv) estimated volatility: 60%; and (v) risk-free interest rate: 0.81%. On February 5, 2013, each legacy MetroPCS director was awarded a stock option to purchase 8,400 shares of common stock, with a grant date fair value of $82,396. As of December 31, 2013, the directors held outstanding stock options as follows: Mr. Barnes, 171,643 shares and Mr. Perry, 147,900 shares.

(3) During 2013 Messrs. Barnes and Perry served on the Board of Directors of the Company before and after the consummation of the Business Combination.

(4) During 2013 Messrs. Callahan, Landry and Patterson served on the legacy MetroPCS Board of Directors until consummation of the Business Combination.

(5) Messrs. Datar, Guffey, and Westbrook and Ms. Taylor commenced service on the Board of Directors upon consummation of the Business Combination.

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The Audit Committee has appointed PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2014. Although ratification of the appointment of PricewaterhouseCoopers LLP by our stockholders is not required, the Board of Directors is submitting the selection of PricewaterhouseCoopers LLP to our stockholders for ratification as a matter of good corporate governance. If the selection is not ratified, the Audit Committee will consider whether it is appropriate to select another independent registered public accounting firm.

Deloitte & Touche LLP audited the legacy MetroPCS financial statements for the fiscal years ended December 31, 2012 and 2011. PricewaterhouseCoopers LLP audited the financial statements of T-Mobile US, Inc. for its fiscal year ended December 31, 2013 and of T-Mobile USA, Inc. for its fiscal year ended December 31, 2012. The Business Combination was treated as a reverse acquisition for accounting purposes and, as such, the historical financial statements of the accounting acquirer, T-Mobile USA, have become our historical financial statements. Upon the consummation of the Business Combination, Deloitte & Touche LLP was dismissed as our independent registered public accounting firm and PricewaterhouseCoopers LLP was engaged to be our independent registered public accounting firm for the fiscal year ended December 31, 2013.

Deloitte & Touche LLP s reports on legacy MetroPCS s financial statements for the fiscal years ended December 31, 2012 and 2011 did not contain an adverse opinion or disclaimer of opinion, or qualification or modification as to uncertainty, audit scope, or accounting principles. In addition, during the years ended December 31, 2012 and 2011 and through the date that Deloitte & Touche LLP was dismissed as our independent registered public accounting firm, there were no disagreements with Deloitte & Touche LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreement(s), if not resolved to the satisfaction of Deloitte & Touche LLP, would have caused it to make reference to the subject matter of the disagreement(s) in connection with its report on the financial statements for such years.

We provided Deloitte & Touche LLP with a copy of the foregoing disclosures as contained in Item 4.01 of our Current Report on Form 8-K filed with the SEC on May 2, 2013, as amended by the Form 8-K/A thereto dated May 8, 2013, and requested that Deloitte & Touche LLP furnish a letter addressed to the SEC stating whether it agreed with the above statements made by the Company. A copy of such letter, dated May 1, 2013, is filed as Exhibit 16.1 to that Current Report on Form 8-K, as amended.

As noted above, on May 1, 2013, our Audit Committee formally engaged PricewaterhouseCoopers LLP to be our independent registered public accounting firm for the fiscal year ended December 31, 2013. During the fiscal years ended December 31, 2012 and 2011, and during the interim period from January 1, 2013 to May 1, 2013, the Company did not consult with PricewaterhouseCoopers LLP with regards to the financial statements of legacy MetroPCS, which were audited by Deloitte & Touche LLP, with respect to any of (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on the Company s financial statements; or (iii) any other matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) or a reportable event of the type described in Item 304(a)(1)(v) of Regulation S-K. Additionally, during the fiscal years ended December 31, 2012 and 2011, and during the interim period from January 1, 2013 to May 1, 2013, no written report or oral advice was provided to the Company by PricewaterhouseCoopers LLP that was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue.

We expect representatives of PricewaterhouseCoopers LLP to be present at the Annual Meeting, and they will have an opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions by stockholders.

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PROPOSAL 2 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP

AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014

Audit and All Other Fees

For work performed with regard to fiscal years 2013 and 2012, PricewaterhouseCoopers LLP was paid the following fees for services, as categorized:

	2013 ($)	2012 ($)
Audit Fees (1)	6,499,000	4,243,000
Audit-Related Fees (2)	254,000	
Tax Fees (3)	95,000	40,000
All Other Fees (4)	190,000	3,000
Total Fees	7,038,000	4,286,000

(1) Audit fees relate to professional services rendered in connection with the audit of the Company s annual financial statements and internal control over financial reporting, quarterly review of financial statements included in the Company s Quarterly Reports on Form 10-Q and audit services provided in connection with other statutory and regulatory filings.

(2) Audit-Related Fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of the Company s financial statements and are not reported under Audit Fees. This category includes fees related to audit and attest services not required by statute or regulations, and consultations concerning financial accounting and reporting standards.

(3) Tax Fees consist of fees for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and international tax compliance.

(4) All Other Fees consist of fees for permitted services other than those that meet the criteria above and include fees to assess mobile advertising for a joint venture and research subscriptions.

Required Vote

Ratification of the appointment of our independent registered public accounting firm requires a number of FOR votes that is a majority of the votes cast by the holders of our shares of common stock entitled to vote on the proposal at the Annual Meeting. If the

stockholders do not ratify the appointment of PricewaterhouseCoopers LLP, the Audit Committee will reconsider the appointment but is under no obligation to appoint a different independent registered public accounting firm.

Audit Committee Pre-Approval Policy

The Audit Committee is responsible for reviewing and, if appropriate, pre-approving all audit, audit-related, and non-audit services to be performed by our independent registered public accounting firm. The Audit Committee charter authorizes the Audit Committee to establish a policy and related procedures regarding the pre-approval of audit, audit-related and non-audit services to be performed by our independent registered public accounting firm. The Audit Committee has delegated its pre-approval authority to the Chair of the Audit Committee, who is authorized to pre-approve services to

be performed by our independent registered public accounting firm and the compensation to be paid for such services if it is impracticable to delay the review and approval of such services and compensation until the next regularly scheduled meeting of the Audit Committee, provided that in such case the Chair shall provide a report to the Audit Committee at its next regularly scheduled meeting of any services and compensation approved by the Chair pursuant to the delegated authority.

Audit Committee Report

In the performance of its oversight responsibilities, the Audit Committee (1) reviewed and discussed with management the Company s audited financial statements for the fiscal year ended December 31, 2013; (2) discussed with the Company s independent registered public accounting firm the matters required by the auditing standards of the Public Company Accounting Oversight Board, or PCAOB, including those required by PCAOB AU 380, Communications with Audit Committees; (3) received the written disclosures and the letter from the Company s independent registered public accounting firm required by PCAOB Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence; and (4) discussed with the Company s independent registered public accounting firm any relationships that may impact its objectivity and independence and satisfied itself as to the firm s independence.

Company management is responsible for the assessment and determination of risks associated with the Company s business,

financials, operations and contractual obligations. The Committee, together with the Board, is responsible for oversight of the Company s management of risks. As part of its responsibilities for oversight of the Company s management of risk, the Committee has reviewed and discussed the Company s enterprise-wide risk assessment and the Company s policies with respect to risk assessment and risk management, including discussions of individual risk areas as well as an annual summary of the overall process.

The Committee has discussed with the Company s Internal Audit Department and its independent registered public accounting firm the overall scope of and plans for their respective audits. The Committee regularly meets with the head of the Company s Internal Audit Department and representatives of the independent registered public accounting firm, in regular and executive sessions, to discuss the results of their examinations, the evaluations of the Company s internal controls, and the overall quality of the Company s financial reporting and compliance programs.

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PROPOSAL 2 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP

AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014

Management is responsible for the Company s financial reporting process, including establishing and maintaining adequate internal financial controls and the preparation of the Company s financial statements. The Company s independent registered public accounting firm is responsible for performing an independent audit of the Company s consolidated financial statements and expressing an opinion on the conformity of the Company s audited financial statements with U.S. generally accepted accounting principles. The Company s independent registered public accounting firm also is responsible for performing an independent audit of the effectiveness of the Company s internal controls over financial reporting and issuing a report thereon. The Committee relies, without independent verification, on the information provided to us and on the representations made by management and the Company s independent registered public accounting firm. Based on the review and discussion and the representations made by management and the Company s independent registered public accounting firm, the Audit Committee recommended to the Board of Directors that the

audited consolidated financial statements for the fiscal year ended December 31, 2013 be included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

The Audit Committee:

Srikant M. Datar, Chair

W. Michael Barnes

James N. Perry, Jr.

The material contained in this Audit Committee Report does not constitute soliciting material, is not deemed filed with the SEC, and is not incorporated by reference into any other Company filing under the Securities Act of 1933, as amended or the Exchange Act, whether made on, before, or after the date of this Proxy Statement and irrespective of any general incorporation language in such filing, except to the extent that the Company specifically incorporates the Audit Committee Report by reference therein.

The Board of Directors recommends that you vote

FOR

the ratification of the appointment of PricewaterhouseCoopers LLP

as our independent registered public accounting firm for fiscal year 2014.

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As required by Section 14A of the Exchange Act, we are asking for your advisory vote on the following resolution (say-on-pay):

RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the Company s Named Executive Officers as disclosed in the Compensation Discussion and Analysis, the accompanying compensation tables, and the related narrative disclosure in this Proxy Statement.

At our 2011 Annual Meeting of Stockholders, we submitted an advisory proposal on the frequency of the say-on-pay vote. Our Board of Directors recommended a triennial, meaning once every three years, say-on-pay vote. At the 2011 Annual Meeting of Stockholders, a majority of the votes cast (excluding abstentions) were in favor of holding the advisory vote on executive compensation once every three years. After taking into consideration, among other factors, the resulting vote of the stockholders at our 2011 Annual

Meeting of Stockholders, our Board determined to hold the advisory vote to approve executive compensation once every three years. Therefore, the next say-on-pay and frequency votes will both be held on or before the Company s 2017 Annual Meeting of Stockholders.

As described in the Executive Compensation Compensation Discussion and Analysis section of this Proxy Statement, the Compensation Committee has structured our executive compensation program to attract, motivate and retain highly-qualified employees, to align our executives interests with those of our stockholders and to provide our executives with certain additional compensation when superior financial results are achieved. The Compensation Committee and the Board of Directors believe that the compensation policies and procedures articulated in the Executive Compensation Compensation Discussion and Analysis section of this Proxy Statement are effective in achieving our goals.

Required Vote

Approval of the compensation of our Named Executive Officers, as disclosed in this Proxy Statement, requires a number of **FOR** votes that is a majority of the votes cast by the holders of our shares of common stock entitled to vote on the proposal at the Annual

Meeting. The vote is nonbinding. However, our Compensation Committee will review and consider the advisory vote when making future compensation decisions for our Named Executive Officers.

The Board of Directors recommends that you vote

FOR

the approval of the compensation of our Named Executive Officers,

as disclosed in this Proxy Statement.

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Compensation Discussion and Analysis

This Compensation Discussion and Analysis (CD&A) describes our executive compensation program for 2013 for the following executive officers (collectively, the Named Executive Officers):

John J. Legere, President and Chief Executive Officer

J. Braxton Carter, Executive Vice President and Chief Financial Officer

James C. Alling, Executive Vice President and Chief Operating Officer T-Mobile Business
Thomas C. Keys, Executive Vice President and Chief Operating Officer MetroPCS Business

Neville R. Ray, Executive Vice President and Chief Technology Officer

Roger D. Linquist, former Chairman and Chief Executive Officer of legacy MetroPCS
In accordance with SEC rules, we used compensation paid to our executive officers after the Business Combination, from May 1, 2013 through December 31, 2013, to determine our Named Executive Officers for 2013, but we have disclosed compensation paid to the Named Executive Officers for the full year.

Summary of 2013 Performance

In 2013, we transformed our Company under the Un-carrier initiative, successfully executed the network modernization plan and became the fastest growing wireless carrier in the United States, while achieving strong results in total shareholder return.

[1] Based on download speeds

Q1 and Q2 2013 results are pro forma combined based on total revenues of legacy MetroPCS and T-Mobile USA.

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EXECUTIVE COMPENSATION

The chart below illustrates the Company s total shareholder return (TSR) performance relative to our peer group s TSR performance from May 1, 2013, the first trading day post-Business Combination, through December 31, 2013. See Peer Group Companies and Benchmarking for a discussion of our peer group.

T-Mobile US, Inc. vs. Peer Group

Total Shareholder Return: 5/1/2013 through 12/31/2013 (1), (2), (3)

(1) Data represents closing prices as of May 1, 2013 and December 31, 2013, assuming re-investment of dividends, as reported from Equilar Corporate Governance Database.

(2) Methodology: (end price start price)/start price, where applicable, dividends are re-invested.

(3) Summary statistics are based on the 19 peer group companies excluding TMUS TSR.

Executive Compensation Key Highlights

We highlight below key compensation practices that we have implemented to align the interests of management with those of our stockholders, and pay practices that we avoid because we do not believe they serve our stockholders long-term interests:

What we do:

Independent Compensation Consultant. The Compensation Committee has retained an independent outside compensation consultant.

Independent Compensation Committee Chair. The Compensation Committee Chair is independent.

Stock Ownership Guidelines. We expect our executive officers and directors to meet stock ownership guidelines, and to retain at least 50% of the net shares acquired through equity compensation plans until the required levels are met.

Double-Trigger Acceleration. Under the 2013 Omnibus Incentive Plan, we do not accelerate vesting of employee awards that are assumed or replaced by the resulting entity after a change in control unless an employee s employment is also terminated by the Company without cause or by the employee for good reason within one year of the change in control (a double trigger).

***Clawback*.** All awards granted under the 2013 Omnibus Incentive Plan are subject to the clawback provisions of the Dodd-Frank Act and its implementing regulations, and to any clawback policies to be adopted by us pursuant to the Dodd-Frank Act or otherwise.

Mitigation of Risk. We mitigate undue risk associated with compensation, including utilizing caps on potential payments, clawbacks and stringent stock ownership guidelines and holding requirements. The Compensation Committee adopted a compensation program that incorporates objective, predetermined metrics and emphasizes pay-for-performance. Our compensation program is structured to provide an appropriate balance between fixed and variable compensation, and to focus on both short-term and long-term performance from a financial, operating, and market perspective.

Use of Tally Sheets. The Compensation Committee utilizes tally sheets to analyze both the individual elements of compensation and the aggregate total amount of actual and projected compensation.

Qualification for Section 162(m) Tax Deductibility. We award incentive compensation that is intended to qualify as performance-based compensation under Section 162(m), as discussed below under Other Matters Tax Considerations.

Representative Peer Group and Benchmarking. The Compensation Committee worked with its independent compensation consultant to benchmark the executive officer compensation against a representative peer group that is based on size, industry and ability to compete with the Company for executive talent.

What we do not do:

- ***No Short-Selling, Hedging or Pledging.*** We prohibit our executives, directors and employees from engaging in short-selling, hedging or pledging transactions with respect to Company securities.
- ***No Excise Tax Gross Ups*.** We do not provide our executives with excise tax gross ups in the event of a change in control.
- ***Limited Perquisites*.** Our executives receive no perquisites other than relocation benefits.
- ***No Special Executive Retirement Program*.** Our executives participate in the same benefit programs as our other employees other than a non-qualified deferred compensation plan.

Executive Compensation System

Principles and Objectives of Executive Compensation Program

Based on the principles of achieving a business-aligned, performance-based and market-driven compensation program, the executive compensation program is designed to achieve the following objectives:

- Emphasize pay-for-performance.
- Attract, retain and motivate talented and experienced executives in the highly-competitive and dynamic wireless telecommunications industry.
- Recognize, compensate and reward executives whose knowledge, skills and performance are critical to our success.
- Align the interests of our executive officers with our stockholders by motivating executive officers to increase stockholder value and reward such executive officers when specific, measurable milestones are achieved.
- Encourage appropriate risk taking while discouraging behavior that may result in unnecessary or excessive risk.

In setting total compensation at competitive levels, the Compensation Committee determines the appropriate balance between:

Fixed and variable pay elements;

Short- and long-term pay elements; and

Cash and equity-based pay elements.

Elements of Executive Compensation Program

The following table provides an overview of the elements of our executive compensation program:

Pay Element	Characteristics	Primary Objective
Base salary	Annual fixed cash compensation	Attract and compensate high-performing and experienced executives
Annual short-term incentives	Annual variable cash compensation based on the achievement of annual performance measures	Incentivize executives to achieve challenging short-term performance measures
Long-term incentives*	Long-term variable equity awards granted annually as a combination of performance-vested and time-vested RSUs	Align executives interests with those of stockholders to grow long-term value and retain executives

* *Long-term incentives under the legacy T-Mobile LTIP (as defined below) were awarded in cash. The legacy T-Mobile LTIP and the legacy MetroPCS LTIP are defined and described further below.*

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EXECUTIVE COMPENSATION

Emphasis on Performance

To promote a performance-based culture that further links the interests of management and stockholders, the executive compensation program is focused extensively on variable, performance-based compensation. As illustrated in the charts below, over 90% of our Named Executive Officers total compensation as reported in the 2013 Summary Compensation Table was based on awards subject to stock performance and other challenging pre-established metrics.

2013 Executive Officer Compensation

Factors Considered When Determining Executive Officer Compensation

The primary principle and objective of our compensation program is to align the strategic goals of management and stockholders by motivating and rewarding executive officers on a pay-for-performance basis through a market-competitive pay package.

Role of Compensation Consultant and Management. The Compensation Committee sets compensation levels based on the skills, experience and achievements of each executive officer, taking into account the market analysis and recommendations provided by its compensation consultant and the compensation recommendations of our Chief Executive Officer, except with respect to his own position. The Compensation Committee believes that input from both its consultant and our Chief Executive Officer provides useful information and points of view to assist the Compensation Committee in determining appropriate compensation.

Market Analysis. We use comparative executive officer compensation data from a peer group of public companies to evaluate the competitiveness of our executive officer compensation

and to guide the compensation for newly-hired executive officers. We believe a competitive total compensation package is necessary to attract and retain an executive management team with the appropriate abilities and experience required to lead the Company and execute on our strategic business plan. In analyzing this information, we compare the executive compensation program as a whole and compare the pay of individual executives if we believe the positions are sufficiently similar to make meaningful comparisons. We do not target a specific position in the range of comparative data for each individual or for each component of compensation. In determining the amount of base salary, target incentive award and level of equity compensation for each Named Executive Officer, we review the comparative compensation data provided by the compensation consultant and consider each executive s level of responsibility, prior experience, past job performance, contribution to the Company s success, and capability and results achieved. We do not apply formulas or assign these factors specific mathematical weights; instead, the Compensation Committee exercises its business judgment and discretion.

Peer Group Companies and Benchmarking

Below are the peer companies we use to make compensation recommendations for officer positions. These companies were selected after the Business Combination based on similarity to the Company in terms of relative size based on revenue and market capitalization, industry, and their ability to compete with the Company for talent at the executive officer level.

Last Reported Full Fiscal Year as of December 31, 2013
(in billions)

Company	Ticker	Revenue ($)	Market Capitalization ($)
AT&T	T	128.75	185.22
Cablevision Systems	CVC	6.23	4.80
CenturyLink	CTL	18.10	18.83
Charter Communications	CHTR	8.16	14.24
Cisco Systems	CSCO	48.61	119.92

Comcast	CMCSA	64.66	134.93
DirecTV Group	DTV	31.75	36.29
Dish Network	DISH	13.90	26.53
Frontier Communications	FTR	4.76	4.65
Level 3 Communications	LVLT	6.31	7.42
Liberty Global Inc.	LBTYA	14.47	34.35
Microsoft	MSFT	77.85	312.30
Motorola Solutions	MSI	8.70	17.46
Qualcomm	QCOM	24.87	125.44
Sprint Nextel	S	35.49	42.27
Time Warner Cable	TWC	22.12	38.20
United States Cellular	USM	3.92	3.52
Verizon Communications	VZ	120.55	140.54
Windstream	WIN	5.99	4.76
Median		18.10	34.35
T-Mobile US, Inc.	TMUS	24.42	26.96

* *Prior to the Business Combination, the peer group used by the legacy MetroPCS Compensation Committee was CenturyLink, Charter Communications, Clearwire Corp., Frontier Communications, Leap Wireless International Inc., Liberty Global, NII Holdings, Inc., NTELOS Holdings Corp., TW Telecom Inc., United States Cellular Corp. and Windstream. These companies were chosen based on their being in the same industry, with comparable one-year revenue, three-year revenue, adjusted EBITDA, and compounded annual growth rate.*

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EXECUTIVE COMPENSATION

The chart below illustrates the Company s TSR performance relative to the peer group from May 1, 2013, the first trading day post-Business Combination, through December 31, 2013.

T-Mobile US, Inc. vs. Peer Group

Total Shareholder Return: 5/1/2013 through 12/31/2013 [(1), (2), (3)]

(1) *Data represents closing prices as of May 1, 2013 and December 31, 2013, assuming re-investment of dividends, as reported from Equilar Corporate Governance Database.*

(2) *Methodology: (end price start price)/start price, where applicable, dividends are re-invested.*

(3) *Summary statistics are based on the 19 peer group companies excluding TMUS TSR.*

Timing of Compensation Decisions

Certain 2013 compensation decisions were made in advance of the Business Combination. As discussed below, actions taken prior to or in connection with the Business Combination in large part determined the compensation for the Named Executive Officers for 2013 other than the Founders Grant (as described below) made after the Business Combination.

Actions taken prior to the Business Combination. T-Mobile USA established base salary, target annual and long-term incentive levels, and certain retention arrangements for the Named Executive Officers. Pursuant to existing T-Mobile USA change in control arrangements, the value of short-term and long-term incentive awards was fixed at 100% of target (or, if greater, trending performance at the time of a business combination for annual incentive awards). Pursuant to legacy MetroPCS change in control arrangements, the vesting of all outstanding equity awards

was accelerated for MetroPCS employees, including Messrs. Carter, Keys and Linquist.

Actions taken after the Business Combination. The Company performed an extensive review of all elements of executive compensation and adopted a new executive compensation program. Our Board of Directors also approved (i) a new omnibus compensation plan, the Company s 2013 Omnibus Incentive Plan, which was approved by our stockholders at the 2013 Annual Meeting of Stockholders, (ii) new equity awards (the Founders Grant) consisting of time-vested and performance-vested RSUs for executive officers, time-vested RSUs for management, and a one-time broad-based grant of time-vested RSUs for nearly all employees and (iii) additional governance compensation practices, including stock ownership guidelines.

Analysis of Executive Officer Compensation

Base Salary

Base salaries are designed to provide a competitive fixed base of cash compensation for each executive. Salaries may be adjusted based on individual factors such as scope of the executive s responsibility, experience, and strategic impact. The Compensation Committee considers competitive market data, including peer group data and internal comparators among the officer positions. When setting base salaries, the Compensation Committee also considers the impact of base salary on other compensation elements, such as the size of target incentive awards. As discussed above, base

salaries for the Named Executive Officers for 2013 were established prior to the Business Combination through negotiated employment agreements. After consummation of the Business Combination, the Compensation Committee reviewed the base salaries of our Named Executive Officers based on a market analysis prepared by management and reviewed by Towers Watson, and determined that the salaries were market competitive and that no further adjustments would be made for the remainder of 2013.

The following chart shows the post-Business Combination 2013 base salary of each current Named Executive Officer.

Officer	Base Salary ($)
John J. Legere	1,250,000
J. Braxton Carter	650,000
James C. Alling	600,000
Thomas C. Keys	670,000
Neville R. Ray	550,000

Annual Short-Term Incentives

Annual short-term incentive awards for 2013 were granted and paid under the 2013 Annual Corporate Bonus Plan previously administered by T-Mobile USA and assumed by the Company at the time of the Business Combination (T-Mobile STIP) and under the annual short-term incentive program of legacy MetroPCS (legacy MetroPCS STIP). These plans provided annual cash incentives to the executive officers and other key employees, as applicable, to reward performance against pre-approved goals.

T-Mobile STIP. The Company maintains the T-Mobile STIP under which eligible employees, including the current Named Executive Officers, have the opportunity to earn awards. Pursuant to their employment agreements, Messrs. Carter and Keys began participation pro rata in the T-Mobile STIP after the Business Combination. The Compensation Committee sets the values of the T-Mobile STIP award opportunities as a percentage of an executive s base salary. The applicable percentage for each Named Executive Officer is based on the scope of the executive s responsibilities and on the results of our market analysis of comparative compensation of our peer companies in comparable positions. These award opportunities are established at threshold, target and maximum levels. In 2013, eligible employees could earn an award based on the Company s evaluation of performance against two components, Company and individual. Mr. Legere s T-Mobile STIP award was based 100% on Company performance. For the other Named

Executive Officers, the Company component accounted for 75% of the weighting and the individual component for 25%. The Company component was measured by the following key metrics: EBITDA, Branded Net Adds and LTE covered population. A minimum threshold had to be achieved on at least one of the metrics to generate awards for the Company component. If none of the minimum performance thresholds was achieved, no awards were paid. If the minimum threshold for any Company metric was achieved, then the Company results were applied to the participants target awards. Company results ranged from 0% to 200%.

For retention purposes, the T-Mobile STIP was modified by T-Mobile USA in August 2012 to provide that in the event of a business transaction creating a change in corporate status, the individual component of T-Mobile STIP awards would continue to be earned through the remainder of the performance period, with the Company component fixed at the greater of trending performance at the time of the business transaction or 100% of target. The Company component was achieved at 200% based on trending performance at the time of the Business Combination, and the Compensation Committee determined that the individual component for the current Named Executive Officers was also achieved at 200%, based on the contributions made by each Named Executive Officer to the Company s strong 2013 performance, as described in Summary of 2013 Performance above.

The following table shows the 2013 payouts under the T-Mobile STIP.

Officer	2013 Target Bonus Value ($)	Company Attainment	Individual Attainment	2013 Total

				Payout Value ($)
John J. Legere	1,500,000	200%	N/A	3,000,000
J. Braxton Carter	417,500	200%	200%	835,000
James C. Alling	630,769	200%	200%	1,261,538
Thomas C. Keys	438,752	200%	200%	877,504
Neville R. Ray	467,500	200%	200%	935,000

Legacy MetroPCS STIP. The legacy MetroPCS STIP provided an opportunity for employees, including executive officers, to earn additional compensation for the achievement of certain corporate and individual performance goals. Target incentive opportunities were set as a percentage of base salary, which for Mr. Carter was 80% or $450,080, for Mr. Keys was 90% or $550,350, and for Mr. Linquist was 140% or $1,390,480, with the opportunity to earn up to 200% of target if the target performance goals were exceeded. The 2013 performance criteria and weighting were as follows: (i) the company/team performance criteria (70%) as measured by gross margin, adjusted EBITDA per average monthly subscriber, net subscriber additions, capital expenditures per ending subscriber and a discretionary component and (ii) individual performance component (30%). The attainment of payment for performance at the target level or above was not assured, and required strong company performance and significant effort on the part of the executive

officers. See the table entitled 2013 Grants of Plan-Based Awards and the accompanying narrative for more information regarding the legacy MetroPCS STIP awards granted to Messrs. Carter, Keys and Linquist in 2013. In accordance with the terms of the legacy MetroPCS STIP, these awards were accelerated and paid at 100% of target upon consummation of the Business Combination.

Long-Term Incentives

Long-term equity incentive awards post-Business Combination were granted as a Founders Grant in 2013 under the Company s 2013 Omnibus Incentive Plan in lieu of a 2014 annual grant. Prior to the Business Combination, long-term incentive awards were made under the T-Mobile USA long-term cash incentive program (legacy T-Mobile LTIP) and the legacy MetroPCS long-term equity incentive program (legacy MetroPCS LTIP).

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EXECUTIVE COMPENSATION

T-Mobile Long-Term Equity Program. After the Business Combination, the Compensation Committee directed management to work with its compensation consultant, Towers Watson, to prepare a compensation analysis addressing a new long-term incentive program for the management team of the combined Company, which was then reviewed by the Compensation Committee s independent compensation consultant, Mercer. The business drivers for the program were to provide an initial equity grant shortly after the Business Combination to give the executives and employees at all levels an ownership stake in the Company and to align their interests with those of the stockholders. The program recognized that T-Mobile USA, as a privately held subsidiary of Deutsche Telekom, did not grant equity to its executives and that legacy MetroPCS executives held only stock options that had fully vested as a result of the Business Combination.

Based on this review and other deliberations, the Compensation Committee approved the Founders Grant, which gave nearly all employees employed at the time of the Founders Grant RSU grants. For most employees, the one-time grant vests in two tranches at the end of one- and two-year-vesting periods provided they remain employed at the Company. The Founders Grant was also part of our compensation program for executive officers and other management employees, as described below. The number of RSUs subject to each Founders Grant was calculated based on a target dollar value. To support employee engagement and drive enterprise results, the Compensation Committee elected to use the closing stock price on May 1, 2013, the first day of trading post-Business Combination ($16.52) as the divisor price for calculating the number of RSUs. An aggregate of approximately 24.43 million shares were

granted (with performance-vested RSUs counted at target) as a Founders Grant to approximately 37,000 employees, including approximately 1.73 million shares granted to the current Named Executive Officers.

Although the design for the equity program calls for annual grants for executive officers and management to be made in February of each year, the Founders Grant was made in June 2013 for retention and incentive purposes, and was in lieu of the 2014 annual grant. Therefore, our Named Executive Officers are not expected to receive annual equity grants under the 2013 Omnibus Incentive Plan until February 2015, although we may grant interim supplemental equity awards to retain high-performing leaders, reward exceptional performance or recognize expanded responsibility.

The Named Executive Officers other than the Chief Executive Officer received half of their Founders Grant in performance-vested RSUs and half in time-vested RSUs. The Chief Executive Officer s grant had a greater emphasis on performance-vested RSUs, with 62.5% of his Founders Grant consisting of performance-vested RSUs and 37.5% in time-vested RSUs. Time-vested RSUs granted to the Named Executive Officers vest in three annual installments beginning in February 2015. Therefore, the Founders Grant has longer vesting periods than are anticipated for future annual grants under the 2013 Omnibus Incentive Plan. In recognition of the longer vesting schedule for the initial time-vested RSU grant and to support fulfillment of executive stock ownership guidelines, the total 2013 grant target value for the Founders Grant for the Named Executive Officers was made at 1.5 times the annual target value (2.0 times the annual target value for the Chief Executive Officer).

The total 2013 grant target values and target number of time-vested and performance-vested RSUs under the Founders Grant are as follows:

Officer	Total 2013 Grant Target Value ($)	Target Number of Performance-Vested RSUs (#)	Number of Time-Vested RSUs (#)
John J. Legere	12,000,000	453,996	272,398
J. Braxton Carter	4,875,000	147,549	147,549
James C. Alling	3,600,000	108,959	108,959
Thomas C. Keys	5,025,000	152,089	152,089
Neville R. Ray	3,052,500	92,389	92,389

The total 2013 grant target values shown in the table above were established by the Compensation Committee based on the closing stock price on May 1, 2013 of $16.52, the first day of trading post-Business Combination. However, the grants were not made until after stockholder approval of the 2013 Omnibus Incentive Plan at the Company s 2013 Annual Meeting of Stockholders. As a result, the grant date fair values for these awards shown in the Summary Compensation Table and the 2013 Grants of Plan-Based Awards table below are greater than the values shown above because of the significant increase in the Company s stock price after the Business Combination, which resulted in prices used for the measurement date fair value calculations of $21.20 on June 10, 2013 for the time-

vested RSUs and $36.84 on July 19, 2013 for the performance-vested RSUs.

Performance-vested RSUs granted to the Named Executive Officers vest based on the relative performance of the Company s TSR compared to the TSR of companies that comprise our peer group over a measurement period that ends on December 31, 2015. The Compensation Committee chose relative TSR as the performance goal for the performance-vested RSUs because it provides a direct correlation between potential payouts and future stock performance, delivering strong objective alignment between our leadership team and our stockholders.

Performance-vested RSU achievement can range from 0% to 200% of target based on relative performance and is determined by multiplying the target number of performance-vested RSUs by an adjustment percentage based on the TSR percentile performance of the Company relative to our peer group, as follows:

TSR Percentile Ranking	**Adjustment Percentage**
Below 25th percentile	0%
25th percentile	25%
50th percentile	100%
75th percentile	125%
100th percentile	200%

The Adjustment Percentage will be interpolated on a linear basis, except that the Adjustment Percentage will equal 0% for a ranking below the 25th percentile.

Legacy T-Mobile LTIP. The legacy T-Mobile LTIP consisted of cash awards rather than equity awards as T-Mobile USA was a privately held subsidiary of Deutsche Telekom at the time the legacy T-Mobile LTIP was adopted. At the beginning of each three-year performance period, executives received awards payable in cash to the extent the Company met or exceeded target long-term Company performance goals. Targets were set at the beginning of each three-year performance period. For the 2013-2015 performance cycle the performance goals and their weighting were: service revenue (50%), operating return on capital employed (ROCE) (30%) and TRI*M/customer satisfaction (20%). Individual target awards were based on a multiple of total target cash compensation, and final awards could range from 50% to 250% of an individual s target. To the extent earned, half of each performance award vested in three equal annual tranches beginning with the end of the first year of the performance period, with the other half of the award cliff vesting at the end of the three-year performance period. In 2013, three cycles of legacy T-Mobile LTIP awards were outstanding, for the performance periods 2013-2015, 2012-2014 and 2011-2013.

At the beginning of the 2013-2015 performance period, award targets under the legacy T-Mobile LTIP were approved for Messrs. Alling and Ray. Mr. Legere s target was set pursuant to his employment agreement. Pursuant to their employment agreements, Messrs. Carter and Keys received pro rata legacy T-Mobile LTIP awards effective upon the closing of the Business Combination. See the table entitled 2013 Grants of Plan-Based Awards and the accompanying narrative for more information regarding the legacy

T-Mobile LTIP awards granted to the Named Executive Officers for 2013. For retention purposes, the legacy T-Mobile LTIP was modified in August 2012 to provide that in the event of a business transaction creating a change in corporate status, all awards would continue to vest as scheduled with both tranche and cliff portions paying at the end of the respective performance periods, subject to continued employment, with the amount of payment fixed at 100% of target. Final payout of the legacy T-Mobile LTIP will occur in February 2016.

Legacy MetroPCS LTIP. The legacy MetroPCS LTIP for 2013 provided for awards in the form of stock options and restricted stock that were designed to align the interests of the executive officers to the interests of the stockholders. The amount of the award was based on the long-term component of the competitive market data established based on the peer group and selected other survey data. Legacy MetroPCS LTIP awards were targeted at the median level of market pay practices, with those individual executive officers who exceeded targeted performance levels having the opportunity to receive grants above the market median up to, and in certain circumstances, in excess of the 90th percentile level. Based on an executive s individual performance and contributions to our overall performance, the 2013 legacy MetroPCS LTIP awards granted to Messrs. Carter, Keys and Linquist were just below the median. See the table entitled 2013 Grants of Plan-Based Awards and the accompanying narrative for more information regarding the legacy MetroPCS LTIP awards granted to Messrs. Carter, Keys and Linquist for 2013. In accordance with the terms of the legacy MetroPCS LTIP, the vesting of these awards was accelerated at the time of the Business Combination.

Perquisites

We do not have executive perquisite benefits for any executive officer, including the Named Executive Officers, other than relocation benefits.

Comprehensive Benefits Package

We provide a competitive benefits package to all full-time employees, including the Named Executive Officers, that includes health and welfare benefits, such as medical, dental, vision care, disability insurance, life insurance benefits and a 401(k) savings plan. We provide a non-qualified deferred compensation plan under

which eligible participants may defer up to 75% of their base salary and 100% of their short-term incentive and long-term cash incentive. We did not provide any employer matching or discretionary allocations under the non-qualified deferred compensation plan for 2013.

Severance and Change in Control Benefits

We believe that it is appropriate to provide severance pay and other benefits to executive officers, including the Named Executive Officers, whose employment is terminated, including through involuntary termination by us without cause or due to corporate restructuring, and, in some cases, voluntary termination by the executive for good reason, to provide security of transition income and benefit replacement that will allow such executives to focus on our business priorities. We believe the level of severance and benefits provided by these arrangements is consistent with the practices of our peer group and is necessary to attract and retain

key employees. These benefits are provided pursuant to written agreements with Messrs. Legere, Carter and Keys, our Severance Guidelines, our Executive Continuity Plan and our 2013 Omnibus Incentive Plan and award agreements. These arrangements do not include any gross up for excise taxes imposed as a result of severance or other payments deemed made in connection with a change in control. The potential payments and benefits available under these arrangements are discussed further under Potential Payments Upon Termination or Change in Control.

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EXECUTIVE COMPENSATION

Other Matters

Tax Considerations

Internal Revenue Code Section 162(m) generally disallows an income tax deduction to public companies for annual compensation in excess of $1 million paid to the chief executive officer and the three other most highly-compensated named executive officers (excluding the chief financial officer). Compensation that qualifies as performance-based or satisfies another exception is excluded for purposes of calculating the amount of compensation subject to the $1 million limit. While the Compensation Committee seeks to preserve tax deductibility in developing and implementing our executive compensation program, the Committee believes it should retain flexibility in awarding compensation to our Named Executive Officers and thus has not adopted a policy that all compensation must be deductible for federal income tax purposes.

The Compensation Committee intends that annual and long-term cash incentive awards and performance-vested RSUs awarded or granted to our Named Executive Officers for 2013 be deductible under Section 162(m). However, because of the fact-based nature of the performance-based compensation exception under Section 162(m) of the Code and the limited availability of binding guidance thereunder, it cannot be guaranteed that annual and long-term cash incentive awards and performance-vested RSUs awarded or granted to our Named Executive Officers for 2013 will qualify for exemption under Section 162(m), thereby preventing us from taking a deduction.

Securities Trading Policy

Our insider trading policy prohibits executive officers, including the Named Executive Officers, directors and employees from trading in our securities while aware of material non-public information or engaging in hedging transactions or short sales and trading in puts and calls with respect to our securities. The policy also prohibits holding our securities in a margin account or pledging our securities as collateral for a loan. In addition, our executive officers, directors and employees are covered by our code of business conduct,

which, like the insider trading policy, prohibits trading in our securities while in possession of material non-public information and the disclosure of material non-public information to others that may buy or sell our securities. Our insider trading policy also prohibits directors, executive officers and other designated employees from trading in our securities outside designated trading windows. Our insider trading policy permits employees, including officers and directors, to establish Exchange Act Rule 10b5-1 trading plans.

Clawback Provisions

All awards granted under the 2013 Omnibus Incentive Plan are subject to the requirements of Section 954 of the Dodd-Frank Act regarding the recovery of erroneously awarded compensation, as well as any implementing rules and regulations under the

Dodd-Frank Act, any policies adopted by the Company to implement such requirements, and any other compensation recovery policies that may be adopted from time to time by the Company.

Stock Ownership Guidelines

Under our stock ownership guidelines for executive officers, each executive officer is expected to acquire and maintain ownership of our common stock equal in value to a specified multiple of the executive officer s base salary measured as of May 1, 2013, for executives in office on that date, and as of the date the executive takes office for newly-hired executives going forward. The multiple for the Chief Executive Officer is five times base salary and the

multiple for the other executive officers is three times base salary. Each executive officer is expected to meet the ownership guidelines within the later of five years from the date we adopted the policy and the date on which he or she became an executive officer, and is expected to retain at least 50% of the net shares of common stock acquired through equity awards granted after the Business Combination until the ownership thresholds are met.

Equity Granting Practices

The Compensation Committee has adopted an equity grant policy pursuant to which the Compensation Committee (or a subcommittee) approves annual grants to executive officers and other members of the executive leadership team at the Committee s regularly scheduled February meeting, generally with an effective date of February 25. However, as noted above, the initial annual grants were made effective June 10, 2013 pursuant to the Founders Grant. In addition to the annual grants in February of each year, equity awards may be granted on a quarterly basis, on May 15,

August 15 and November 15, to new hires. We may also grant supplemental equity awards from time to time to retain high-performing leaders, reward exceptional performance or recognize expanded responsibility. The Compensation Committee has delegated authority to the Company s Executive Vice President, Human Resources, subject to certain terms and limitations as established by the Committee, to make awards to employees who are not Section 16 officers.

Results of Stockholder Advisory Approval of Named Executive Officer Compensation

At the legacy MetroPCS 2011 Annual Meeting of Stockholders, stockholders were asked to approve, on an advisory basis, the Named Executive Officer compensation for 2010 as reported in the proxy statement for the 2011 Annual Meeting of Stockholders. This say-on-pay proposal was approved by over 98% of the shares present and entitled to vote.

As a result of the Business Combination, the structure of the Company s executive compensation program has changed

significantly, as described above. Although the vote on say-on-pay proposals is advisory and is not binding on the Board of Directors, the legacy MetroPCS Compensation Committee took into consideration the outcome of the 2011 say-on-pay vote and our Compensation Committee will take into consideration the outcome of the 2014 say-on-pay vote when considering future executive compensation decisions.

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Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with Company management. Based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company s Proxy Statement and such other filings with the Securities and Exchange Commission as may be appropriate.

The Compensation Committee:

Teresa A. Taylor, Chair

Thomas Dannenfeldt

Lawrence H. Guffey

Raphael Kübler

Kelvin R. Westbrook

Ms. Taylor and Messrs. Guffey, Kübler, Obermann and Westbrook were first appointed to the Compensation Committee on May 1, 2013 upon consummation of the Business Combination. On November 15, 2013, Mr. Dannenfeldt replaced Mr. Obermann as a member of the Compensation Committee. None of Ms. Taylor and Messrs. Dannenfeldt, Guffey, Kübler, Obermann and Westbrook took part in decisions made by the legacy MetroPCS Compensation Committee prior to the consummation of the Business Combination.

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EXECUTIVE COMPENSATION

Executive Compensation Tables

Summary Compensation Table

The following table sets forth certain information with respect to compensation for the years ended December 31, 2013, 2012 and 2011 earned by or paid to our current and former Chief Executive Officers, our Chief Financial Officer, and our three other most highly-compensated executive officers who were serving as executive officers at the end of 2013. Non-Equity Incentive Plan Compensation includes amounts deferred at the Named Executive Officer s election. The amounts presented in this table and the tables and narratives that follow reflect the 1:2 reverse stock split and cash payments effected in connection with the Business Combination.

Name and Principal Position	Year	Salary ($)	Bonus [1] ($)	Stock Awards [2] ($)	Option Awards [3] ($)	Non-Equity Incentive Plan Compensation [4] ($)	All Other Compensation ($)	Total ($)
John J. Legere [5] President and Chief Executive Officer	2013	1,250,000	525,000	22,500,050		4,833,333	137,325 [6]	29,245,708
J. Braxton Carter [7] Executive Vice President and	2013	605,426		9,493,794	931,855	1,701,747	99,997 [8]	12,832,819
	2012	538,000		907,250	1,042,879	481,700	2,500	2,972,329
Chief Financial Officer	2011	510,299		1,296,000	1,373,736	489,400	2,450	3,671,885
James C. Alling [9] Executive Vice President and Chief Operating Officer, T-Mobile Business	2013	630,769	1,400,000	6,323,980		2,604,871	10,423 [10]	10,970,043
Thomas C. Keys [11] Executive Vice President and	2013	647,714		9,806,246	980,900	1,761,187	5,100 [12]	13,201,147
	2012	584,746		955,000	1,115,638	589,000	2,500	3,246,884
Chief Operating Officer, MetroPCS Business	2011	554,688		1,440,000	1,504,568	602,900	2,450	4,104,606
Neville R. Ray [13] Executive Vice President and Chief Technology Officer	2013	550,000	600,000	5,362,258		2,612,448	10,641 [14]	9,135,347
Roger D. Linquist [15] Former Chief Executive	2013	480,732 [16]		2,153,800	2,157,980	1,847,670	5,967,404 [17]	12,607,586
	2012	946,346		2,101,000	2,473,806	1,488,100	2,500	7,011,752
Officer of MetroPCS	2011	871,608		3,168,000	3,336,216	1,560,900	2,450	8,939,174

(1) Consists of a sign-on bonus for Mr. Legere pursuant to his September 22, 2012 employment agreement, a retention bonus for Mr. Alling pursuant to his July 16, 2012 employment agreement, and a retention bonus for Mr. Ray pursuant to his August 28, 2012 letter agreement.

(2) The value of stock awards is determined using the aggregate grant date fair value computed in accordance with ASC 718, excluding the effect of any estimated forfeitures. These amounts reflect the Company s accounting expense and do not correspond to the actual value that will be realized by the Named Executive Officer. For stock awards granted after the Business Combination, see Note 1 and Note 9 to the Consolidated Financial Statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2013 for a summary of the assumptions we apply in calculating these amounts. The amounts shown in the table above that relate to the Founders Grant are higher than the total 2013 grant target values for the Founders Grant established by the Compensation Committee based on the closing stock price on May 1, 2013 the first trading day post-Business Combination because of the significant subsequent increase in the Company s stock price on the measurement dates for the grants, as described on page 36. The aggregate grant date fair value includes the probable value of the performance-vested RSUs granted to Messrs. Legere, Carter, Alling, Keys and Ray in 2013 after the Business Combination. The aggregate grant date fair value assuming maximum performance would be as follows: Mr. Legere, $28,075,122; Mr. Carter, $10,375,646; Mr. Alling, $7,661,997; Mr. Keys, $10,694,899; and Mr. Ray, $6,496,795. For stock awards granted by legacy MetroPCS before the Business Combination, the valuation was determined based on the closing price of the legacy MetroPCS common stock on the NYSE on the applicable grant date.

(3) The value of option awards is determined using the aggregate grant date fair value computed in accordance with ASC 718, excluding the effect of any estimated forfeitures. These amounts reflect the Company s accounting expense and do not correspond to the actual value that will be realized by the Named Executive Officer. For option awards granted by legacy MetroPCS in 2012 and 2011, see Note 13 to the Condensed Consolidated Financial Statements included in the legacy MetroPCS Annual Report on Form 10-K for the year ended December 31, 2012. For option awards granted by legacy MetroPCS in 2013 before the Business Combination, the valuation was determined using a Black-Scholes pricing model that included the following variables (at date of grant on February 5, 2013): (i) exercise price: $11.49; (ii) expected dividends: 0%; (iii) expected life in years: 5; (iv) estimated volatility: 60%; and (v) risk-free interest rate: 0.81%.

(4) Consists of payouts of the 2013 annual short-term incentive awards granted under the T-Mobile STIP and the legacy MetroPCS STIP, and payouts of the 2011-2013 long-term incentive awards granted under the legacy T-Mobile LTIP, as follows:

Name	T-Mobile STIP ($)	Legacy MetroPCS STIP ($)	Legacy T-Mobile LTIP ($)
John J. Legere	3,000,000		1,833,333
J. Braxton Carter	835,000	450,080	416,667
James C. Alling	1,261,538		1,343,333
Thomas C. Keys	877,504	550,350	333,333
Neville R. Ray	935,000		1,077,448
Roger D. Linquist		1,847,670	

(5) Mr. Legere became our President and Chief Executive Officer on April 30, 2013 upon the consummation of the Business Combination. Mr. Legere served as President and Chief Executive Officer of T-Mobile USA during the rest of 2013.

(6) Consists of $79,717 in relocation assistance and $57,608 of tax reimbursement on the relocation assistance.

(7) Mr. Carter became our Executive Vice President on April 30, 2013 upon the consummation of the Business Combination, and has served as our Chief Financial Officer since March 2005.

(8) Consists of $11,032 in matching contributions to the Company s 401(k) plan, $50,629 in relocation assistance and $38,336 of tax reimbursement on the relocation assistance.

(9) Mr. Alling became our Executive Vice President and Chief Operating Officer, T-Mobile Business on April 30, 2013 upon the consummation of the Business Combination. Mr. Alling served as the Chief Operating Officer of T-Mobile USA during the rest of 2013.

(10) Includes $10,200 in matching contributions to the Company s 401(k) plan.

(11) Mr. Keys became our Executive Vice President and Chief Operating Officer, MetroPCS Business on April 30, 2013 upon the consummation of the Business Combination. Prior to the Business Combination, Mr. Keys served as our President since May 2011, and as our President and Chief Operating Officer, until April 30, 2013.

(12) Consists of matching contributions to the legacy MetroPCS 401(k) plan.

(13) Mr. Ray became our Executive Vice President and Chief Technology Officer on April 30, 2013 upon the consummation of the Business Combination. Mr. Ray served as Chief Technology Officer of T-Mobile USA during the rest of 2013.

(14) Includes $10,200 in matching contributions to the Company s 401(k) plan.

(15) Mr. Linquist resigned as the President of legacy MetroPCS in May 2011 and served as the Chief Executive Officer of legacy MetroPCS through April 30, 2013, when the Business Combination was consummated.

(16) Includes $152,800 in payments of cash in lieu of accrued vacation.

(17) Consists of a severance payment paid in connection with the Business Combination and certain health and dental insurance benefits.

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2013 Grants of Plan-Based Awards Table

The following table sets forth certain information with respect to grants of plan-based awards for the year ended December 31, 2013 to the Named Executive Officers.

				Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards [1]
Name	Type of Award	Grant Date	Approval Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($/Sh)	($)
John J. Legere	LTIP			3,000,000	6,000,000	15,000,000 [2]							
	STIP				1,500,000	3,000,000 [3]							
	PRSU	6/10/2013	6/3/2013					453,996	907,992 [4]				16,725,213 [5]
	RSU	6/10/2013	6/3/2013							272,398			5,774,838 [5]
J. Braxton Carter	LTIP			1,250,000	2,500,000	6,250,000 [2]							
	STIP				417,500	835,000 [3]							
	PRSU	6/10/2013	6/3/2013					147,549	295,098 [4]				5,435,705 [5]
	RSU	6/10/2013											