

MetroPCS Florida LLC
Form 424B5
November 19, 2013
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Filed pursuant to Rule 424(b)(5)
Registration No. 333-192178

CALCULATION OF REGISTRATION FEE

Title of each class of securities offered	Maximum aggregate offering price	Amount of registration fee (1)
6.125% Senior Notes due 2022	\$1,000,000,000	\$128,800
6.500% Senior Notes due 2024	\$1,000,000,000	\$128,800

(1) The filing fee is calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

Table of Contents**PROSPECTUS SUPPLEMENT****(To Prospectus Dated November 7, 2013)****T-Mobile USA, Inc.****\$2,000,000,000****\$1,000,000,000 6.125% Senior Notes due 2022****\$1,000,000,000 6.500% Senior Notes due 2024**

T-Mobile USA, Inc. (the Issuer) is offering \$1,000,000,000 aggregate principal amount of its 6.125% Senior Notes due 2022 (the 2022 notes) and \$1,000,000,000 aggregate principal amount of its 6.500% Senior Notes due 2024 (the 2024 notes, and together with the 2022 notes, the notes, and each a series of notes).

The 2022 notes will bear interest at a rate of 6.125% per year and mature on January 15, 2022. The 2024 notes will bear interest at a rate of 6.500% per year and mature on January 15, 2024. The Issuer will pay interest on each series of notes on each January 15 and July 15, commencing July 15, 2014.

The notes of each series will be redeemable, in whole or in part, at any time on or after January 15, 2018 (in the case of the 2022 notes) or January 15, 2019 (in the case of the 2024 notes) and at the redemption prices specified under Description of Notes Optional Redemption plus accrued and unpaid interest to, but not including, the redemption date. The Issuer may redeem up to 35% of the aggregate principal amount of each series of notes prior to January 15, 2017 with the net cash proceeds from certain equity offerings. The Issuer also may redeem each series of notes prior to the dates specified under Description of Notes Optional Redemption at a specified make-whole redemption price plus accrued and unpaid interest to, but not including, the redemption date.

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

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

The notes and the guarantees will be the Issuer's and the guarantors' unsubordinated unsecured obligations and will rank equally in right of payment with all of the Issuer's and the guarantors' existing and future indebtedness and other liabilities that are not by their terms subordinated in right of payment to the notes and guarantees, including the Issuer's existing senior notes, and will rank senior in right of payment to any future indebtedness of the Issuer or any guarantor that provides by its terms that it is subordinated in right of payment to the notes and the guarantees. The notes and the guarantees will be effectively subordinated to all of the Issuer's and the guarantors' existing and future secured indebtedness, to the extent of the assets securing such indebtedness, and will be structurally subordinated to all of the liabilities and preferred stock of any of the Issuer's subsidiaries that do not guarantee the notes.

Investing in the notes involves risks. See Risk Factors beginning on page S-16 of this prospectus supplement. You should also consider the risk factors described in the documents incorporated by reference into the accompanying prospectus.

	Per 2022 note	Per 2024 note
Public Offering Price	100%	100%
Total	\$ 1,000,000,000	\$ 1,000,000,000
Proceeds to T-Mobile USA, Inc.(1)	\$ 998,750,000	\$ 998,750,000

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(1) Before expenses. The underwriting discount for each series is 0.125% of the principal amount thereof resulting in total underwriting discounts of (i) \$1,250,000 for the 2022 notes and (ii) \$1,250,000 for the 2024 notes, for an aggregate total underwriting discount of \$2,500,000.

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

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

The underwriters are offering the notes as set forth under Underwriting. Delivery of the notes is expected to be made in New York, New York on or about November 21, 2013 through the facilities of The Depository Trust Company.

J.P. Morgan

Credit Suisse

Deutsche Bank Securities

Citigroup

Goldman, Sachs & Co.

RBC Capital Markets

RBS

The date of this prospectus supplement is November 18, 2013.

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Prospectus

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

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About this prospectus supplement

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

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

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

In this prospectus supplement, unless stated otherwise or the context indicates otherwise, references to T-Mobile, the Company, our Company, we, our, ours and us refer to T-Mobile US, Inc. together with its direct and indirect domestic restricted subsidiaries, including T-Mobile USA, Inc. References to the Issuer and T-Mobile USA refer to T-Mobile USA, Inc. only. The Issuer's corporate parent is T-Mobile US, Inc., which we refer to in this prospectus supplement as T-Mobile US or Parent. T-Mobile US, Inc. has no operations separate from its investment in T-Mobile USA, Inc. (T-Mobile USA). Accordingly, unless otherwise noted, all of the business and financial information in this prospectus supplement, including the factors identified under Risk Factors beginning on page S-16 is presented on a consolidated basis for T-Mobile.

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

This prospectus supplement, the accompanying prospectus or the documents incorporated by reference into this prospectus supplement or the accompanying prospectus may include trademarks, service marks and trade names owned by us or other companies. All trademarks,

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service marks and trade names included or incorporated by reference in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference into this prospectus supplement or the accompanying prospectus are the property of their respective owners.

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Cautionary note regarding forward-looking statements

Certain statements in this prospectus supplement, the accompanying prospectus, any related free writing prospectus, the documents incorporated by reference and our other public statements include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, including information concerning our possible or assumed future results of operations, are forward-looking statements. These forward-looking statements are generally identified by the words anticipates, believes, estimates, expects, or similar expressions.

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

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

competition in the wireless services market;

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

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

the ability to renew our spectrum licenses on attractive terms or acquire new spectrum licenses;

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

material changes in available technology;

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

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

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

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

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

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

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

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

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

Forward-looking statements in this prospectus supplement, the accompanying prospectus, any related free writing prospectus or the documents incorporated by reference speak only as of the date of this prospectus supplement or the applicable document referred to or incorporated by reference (or such earlier date as may be specified in the applicable document), as applicable, are based on assumptions and expectations as of such dates, and involve risks, uncertainties and assumptions, many of which are beyond our ability to control or predict, including the factors above. You should not place undue reliance on these forward-looking statements. We do not intend to, and do not undertake an obligation to, update these forward-looking statements in the future to reflect future events or circumstances, except as required by applicable securities laws and regulations. For more information, see the section entitled "Where You Can Find More Information." The results presented for any period may not be reflective of results for any subsequent period.

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

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Summary

The following summary highlights selected information about us contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information you should consider before deciding whether to invest in the notes. You should review this entire prospectus supplement and the accompanying prospectus carefully, including the risks of investing in the notes described under the heading "Risk Factors" beginning on page S-16 in this prospectus supplement, as well as our consolidated financial statements and notes thereto and other information incorporated by reference in this prospectus supplement and the accompanying prospectus.

Our company

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

We generate revenue by offering affordable postpaid and prepaid wireless voice, messaging and data services, as well as mobile broadband and wholesale wireless services. We provided service to approximately 45 million customers through our nationwide network as of September 30, 2013. We also generate revenues by offering a wide selection of wireless handsets and accessories, including smartphones, wireless-enabled computers such as notebooks and tablets, and data cards which are manufactured by various suppliers. Our most significant expenses are related to acquiring and retaining customers, maintaining and expanding our network, and compensating employees.

Business combination with MetroPCS

On April 30, 2013, the transactions contemplated by the Business Combination Agreement (the "Business Combination Agreement"), dated October 3, 2012, by and among Deutsche Telekom AG ("Deutsche Telekom"), T-Mobile Global Zwischenholding GmbH, a direct wholly-owned subsidiary of Deutsche Telekom ("Global"), T-Mobile Global Holding GmbH, a direct wholly-owned subsidiary of Global ("Holding"), T-Mobile USA, Inc., formerly a direct wholly-owned subsidiary of Holding ("T-Mobile USA"), and T-Mobile US, Inc. (formerly known as MetroPCS Communications, Inc. ("MetroPCS")) were consummated. We refer to the transactions contemplated by the Business Combination Agreement collectively as the Business Combination Transaction.

Under the terms of the Business Combination Agreement, Deutsche Telekom received approximately 74% of the fully-diluted shares of common stock of the combined company in exchange for its transfer of all of T-Mobile USA's common stock. This transaction was consummated to provide us with expanded scale, spectrum, and financial resources to compete aggressively with other larger U.S. wireless carriers. The business combination was accounted for as a reverse acquisition with T-Mobile USA as the accounting acquirer. Accordingly, T-Mobile USA's historical financial statements became the historical financial statements of the combined company.

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Competitive strengths

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

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

Spectrum assets. As of September 30, 2013, we hold licenses for wireless spectrum suitable for wireless broadband mobile services (including both HSPA+ and LTE) covering a population of approximately 280 million people in the United States. As of September 30, 2013, we have an average of approximately 74 MHz of spectrum in the top 100 major metropolitan areas and have an average of approximately 77 MHz of spectrum in the top 25 major metropolitan areas. Our aggregate spectrum position is expected to enable contiguous 20x20 MHz channels for LTE deployment in many major metropolitan areas, which is expected to improve capacity to support our product offerings by increasing the data speeds available to our customers.

Advanced nationwide high-speed network. As of September 30, 2013, our LTE network covered a population of approximately 200 million people in the United States. We believe the combination of our spectrum position and advanced network technology will provide us with a high-capacity, high-speed network. Upon completion of the migration of the MetroPCS customer base, we expect to have approximately 55,000 equivalent cell sites, including approximately 1,500 MetroPCS macro sites and certain DAS network nodes retained from the MetroPCS network. Approximately 35,000 sites are planned to be enhanced over three years with multi-mode radios, tower-top electronics, and new antennas. This will allow for more robust coverage in buildings and at the edge of coverage areas and will allow for greater data capacity, which we believe will enhance the customer experience for our subscriber base.

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

Business strategy

We continue to aggressively pursue our strategy to reposition T-Mobile and return the Company to growth. Our strategy focuses on the following elements:

Un-carrier value proposition. We plan to extend our position as the leader in delivering distinctive value for consumers in all customer segments. We believe the launches of Un-carrier phases 1 and 2 have been successful, as evidenced by our strong customer growth momentum. Simple Choice plans, launched in March 2013 as phase 1 of our Un-carrier value proposition, eliminate annual service contracts and provide customers with affordable rate plans without the complexity of caps and overage charges. Customers on Simple Choice plans can purchase the most popular smartphones and if qualified, pay for them in affordable interest-free monthly installments. Modernization of the network and introduction of the Apple® iPhone®

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in the second quarter of 2013 further repositioned T-Mobile as a provider of dependable high-speed service with a full range of desirable handsets and devices. In July 2013, we announced phase 2 of our Un-carrier value proposition, JUMP! , which enables participating subscribers to upgrade their eligible handset up to twice a year upon completion of an initial six-month enrollment period. In October 2013, we unveiled phase 3 of our Un-carrier value proposition, which provides our customers reduced United States to International calling rates and roaming fees, and free data roaming while traveling abroad in over 100 countries. In addition, in November 2013, we began to offer the Apple® iPad® Air and iPad® mini.

Network modernization. We are currently in the process of rapidly upgrading our network to modernize the 4G network, improve coverage, align spectrum bands with other key players in the U.S. market and deploy nationwide 4G LTE services in 2013. The timing of the launch of 4G LTE allows us to take advantage of the latest and most advanced 4G LTE technology infrastructure, improving the overall capacity and performance of our 4G network, while optimizing spectrum resources. In October 2013, we announced that we have exceeded our 2013 targets for 4G LTE network coverage, by delivering 4G LTE to more than 200 million people in 254 metro areas and a goal to deploy 10+ 10 MHz 4G LTE in 24 of the Top 25 metro areas by year end (and 40 of the Top 50 metro areas). Additionally, the migration of MetroPCS brand legacy CDMA customers onto T-Mobile's 4G HSPA+ and LTE network is ahead of schedule, providing faster network performance for MetroPCS customers with compatible handsets. We expect the migration to be complete by the end of 2015.

Multi-segment focus. We plan to continue to operate in multiple customer market segments to accelerate growth. The addition of the flagship MetroPCS brand to the T-Mobile portfolio increased our ability to serve the full breadth of the wireless market. We expect to continue to accelerate the growth of the MetroPCS brand by expanding into new geographic regions, through the end of 2013 and continuing through 2014. Recently, we introduced the Simple Choice value proposition to our prepaid and B2B customers as well, so that prepaid customers and businesses can leverage the benefits of the Simple Choice plans. Additionally, we expect to continue to expand our wholesale business through MVNOs and other wholesale relationships where our spectrum depth, available network capacity and GSM technology base help secure profitable wholesale customers.

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

Recent developments

On October 16, 2013, we completed a secondary public offering of \$5.6 billion in aggregate principal amount of senior debt securities of T-Mobile USA and related guarantees previously owned by Deutsche Telekom, pursuant to an underwriting agreement among T-Mobile US, Inc., T-Mobile USA, certain subsidiaries of T-Mobile USA, Deutsche Telekom and Deutsche Bank Securities Inc., as representative of the several underwriters. We did not receive any proceeds from this offering.

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In October 2013, we purchased 10 MHz of AWS spectrum from U.S. Cellular for \$308 million in cash. The spectrum covers a total of 32 million people in 29 markets. The transaction further enhances our portfolio of nationwide broadband spectrum and enables the expansion of LTE coverage to new markets.

On November 7, 2013, we filed a registration statement on Form S-3 under the Securities Act of 1933, as amended (the Securities Act), using the shelf registration process. This shelf registration statement allows us to offer and sell not only our common stock, but also other debt or equity securities of the Company and certain subsidiaries in one or more offerings, as further described in the accompanying prospectus.

On November 14, 2013, we entered into an underwriting agreement pursuant to which we agreed to issue and sell 66,150,000 shares of our common stock, par value \$0.00001 per share, at a public offering price of \$25.00 per share (the Common Stock Offering). The Common Stock Offering is expected to close on November 20, 2013. The net proceeds of the Common Stock Offering are expected to be approximately \$1.6 billion, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. In connection with the Common Stock Offering, we granted the underwriters a 30-day option (the Underwriters Option) to purchase up to an additional 6,615,000 shares of our common stock at a public offering price of \$25.00 per share, which was exercised in full on November 15, 2013. The Common Stock Offering is not contingent upon the completion of this offering of the notes, and this offering of the notes is not contingent upon the completion of the Common Stock Offering.

On November 15, 2013, we entered into an amendment to the Working Capital Facility (as defined under Description of Other Indebtedness and Certain Lease Obligations Working Capital Facility) that changed the maximum Debt to Cash Flow Ratio permitted by certain financial and indebtedness covenants, compliance with which is a condition to borrowing under the Working Capital Facility. The amendment sets the maximum Debt to Cash Flow Ratio applicable to these covenants at 5.00 to 1.00 (for fiscal periods ending on or prior to December 31, 2013), 4.50 to 1.00 (for fiscal periods ending after December 31, 2013 and on or prior to December 31, 2014) and 4.00 to 1.00 (for fiscal periods ending after December 31, 2014).

Corporate information

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

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

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Ownership and corporate structure

The diagram below illustrates our current ownership and corporate structure:

- (1) Intermediate holding companies not shown.
- (2) Giving effect to Common Stock Offering and taking into account the exercise in full of the Underwriters' Option, Deutsche Telekom and the public stockholders would hold 67% and 33%, respectively, of T-Mobile US' common stock.
- (3) See Description of Other Indebtedness and Certain Lease Obligations Our Existing Senior Notes.
- (4) Certain subsidiaries of the Issuer will not guarantee the notes. See Description of Notes Brief Description of the Notes and the Note Guarantees The Note Guarantees. As of September 30, 2013, the Issuer's subsidiaries that will not guarantee the notes had approximately \$1.0 billion of total assets (excluding receivables due from the Issuer and its guarantor subsidiaries) and \$2.3 billion in indebtedness, other liabilities and preferred stock.

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The offering

Issuer	T-Mobile USA, Inc.
Securities	\$1,000,000,000 aggregate principal amount of 6.125% Senior Notes due 2022 and \$1,000,000,000 aggregate principal amount of 6.500% Senior Notes due 2024.
Maturity	The 2022 notes will mature on January 15, 2022 and the 2024 notes will mature on January 15, 2024.
Interest Payment Dates	January 15 and July 15 of each year, beginning on July 15, 2014.
Optional Redemption	<p>The Issuer may, at its option, redeem some or all of the notes at any time on or after January 15, 2018 (in the case of the 2022 notes) or January 15, 2019 (in the case of the 2024 notes) at the fixed redemption prices described in the section Description of Notes Optional Redemption, plus accrued and unpaid interest, if any, to, but not including, the redemption date.</p> <p>Prior to January 15, 2018 (in the case of the 2022 notes) or January 15, 2019 (in the case of the 2024 notes), the Issuer may, at its option, redeem some or all of the notes of the applicable series at a make-whole price, plus accrued and unpaid interest, to, but not including, the redemption date.</p> <p>In addition, prior to January 15, 2017, the Issuer may, at its option, redeem up to 35% of the aggregate principal amount of the notes of the applicable series with the net cash proceeds of certain sales of equity securities (other than the Common Stock Offering and sales pursuant to the Underwriters Option) or certain contributions to its equity at the redemption prices described in the section Description of Notes Optional Redemption, plus accrued and unpaid interest, if any, to, but not including, the redemption date.</p>
Ranking	<p>The notes will be the Issuer's general unsecured, unsubordinated obligations. Accordingly, they will rank:</p> <p>senior in right of payment to any future subordinated indebtedness of the Issuer to the extent that such indebtedness provides by its terms that it is subordinated to the notes;</p> <p>equally in right of payment with any of the Issuer's existing and future indebtedness and other liabilities that are not by their terms subordinated in right of payment to the notes, including, without limitation, \$17.2 billion aggregate principal amount of outstanding 5.250% Senior Notes due 2018, 7.875% Senior Notes due 2018, 6.464% Senior Notes due 2019, 5.578% Senior Notes due 2019 (which have an interest rate reset date in April 2015), 6.625% Senior</p>

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Notes due 2020, 6.542% Senior Notes due 2020, 5.656% Senior Notes due 2020 (which have an interest rate reset date in April 2015), 6.633% Senior Notes due 2021, 5.747% Senior Notes due 2021 (which have an interest rate reset date in October 2015), 6.731% Senior Notes due 2022, 5.845% Senior Notes due 2022 (which have an interest rate reset date in October 2015), 6.836% Senior Notes due 2023, 5.950% Senior Notes due 2023 (which have an interest rate reset date in April 2016), 6.250% Senior Notes due 2021 and 6.625% Senior Notes due 2023 (collectively, the Existing Senior Notes);

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

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

Assuming that on September 30, 2013, we had completed the offering of the notes, we would have had approximately \$22.6 billion of senior indebtedness outstanding, approximately \$0.4 billion of which would have been secured (and including approximately \$2.49 billion in long term financial obligation relating to the Tower Transaction (as defined under Unaudited Pro Forma Condensed Combined Financial Information)). The notes would be effectively subordinated to this secured debt to the extent of the value of the assets constituting collateral securing this secured debt.

Note Guarantees

The notes will be guaranteed by Parent, the Issuer's wholly-owned domestic restricted subsidiaries (other than certain designated special purpose entities, a certain reinsurance subsidiary and immaterial subsidiaries), all of the Issuer's restricted subsidiaries that guarantee certain of its indebtedness, and any future subsidiary of Parent that directly or indirectly owns any equity interests of the Issuer. See

Description of Notes Brief Description of the Notes and the Note Guarantees The Note Guarantees. Each guarantee of the notes will be an unsecured, unsubordinated obligation of that guarantor and will rank:

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

equally in right of payment with any existing and future indebtedness and other liabilities of that guarantor that are not by their terms subordinated to the notes, including, without limitation, any guarantees of our Existing Senior Notes;

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

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

As of September 30, 2013, the Issuer's subsidiaries that will not guarantee the notes had approximately \$1.0 billion of total assets (excluding receivables due from the Issuer and its guarantor subsidiaries) and \$2.3 billion in indebtedness, other liabilities and preferred stock.

Certain Covenants

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

incur more debt;

pay dividends and make distributions;

make certain investments;

repurchase stock;

create liens or other encumbrances;

enter into transactions with affiliates;

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

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

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

Asset Sale Proceeds

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

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expenditures, acquisitions or otherwise) or to repay permanently debt under credit facilities or secured by assets sold within a certain period of time after such sale; otherwise the Issuer must make an offer to purchase, on a pro rata basis, a principal amount of the notes of each series and other *pari passu* indebtedness equal to the excess net cash proceeds. The purchase price of the notes of each series would be 100% of their principal amount, plus accrued and unpaid interest, to, but not including, the repurchase date. See Description of Notes Repurchase at the option of holders Asset sales.

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

Use of Proceeds We expect to use the net proceeds from this offering for general corporate purposes, including capital investments and acquisition of additional spectrum. See Use of Proceeds.

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

Risk Factors You should consider carefully all of the information set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and, in particular, you should carefully evaluate the specific factors under Risk Factors beginning on page S-16 of this prospectus supplement and those risk factors incorporated by reference herein.

Table of Contents**Summary pro forma financial information and operating data**

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

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

(in millions, except per share amounts)	For the nine months ended September 30, 2013	For the twelve months ended December 31, 2012
Statement of Operations Data		
Revenues:		
Total revenues	\$ 19,331	\$ 24,941
Operating expenses:		
Network costs	4,349	5,978
Cost of equipment sales	5,362	4,855
Selling, general and administrative	5,552	7,734
Depreciation and amortization	2,856	3,996
Impairment charges on goodwill and spectrum licenses		8,134
Other, net	104	(90)
Total operating expenses	18,223	30,607
Operating income (loss)	1,108	(5,666)
Other (expense) income:		
Other expense, net	(888)	(1,052)
Total other expense, net	(888)	(1,052)
Income (loss) before income taxes	220	(6,718)