

SPRINT CORP

FORM S-3MEF

(Registration of Additional Securities (up to 20%))

Filed 4/29/1999

Address	PO BOX 7997 SHAWNEE MISSION, Kansas 66207-0997
Telephone	913-624-3000
CIK	0000101830
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549 FORM S-3

REGISTRATION STATEMENT

Under

The Securities of Act of 1933

SPRINT CAPITAL CORPORATION
As Issuer and Registrant of Debt
Securities

SPRINT CORPORATION
As Issuer and Registrant of Debt
Securities and Guarantees

(Exact names of registrants as specified in their charters)

DELAWARE
(State of Incorporation)
48-1132866

KANSAS
(State of Incorporation)
48-0457967

(I.R.S. Employer Identification No.)

(I.R.S. Employer Identification No.)

P.O. BOX 11315, KANSAS CITY, MISSOURI 64112, (913) 624-3000
(Address, including zip code, and telephone number, include area code, of
both registrants' principal executive offices)

DON A. JENSEN
VICE PRESIDENT AND SECRETARY

SPRINT CORPORATION

P.O. BOX 11315, KANSAS CITY, MISSOURI 64112
TELEPHONE (913) 624-3326

(Name, address, including zip code, and telephone number, including area
code, of agent for service for registrants)

Approximate Date of Commencement of Proposed Sale to the Public: As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-65649; 333-65649-01

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act

registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF ADDITIONAL REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Debt Securities -- to be issued by Sprint Capital Corporation	\$500,000,000	100%	\$500,000,000	\$139,000
Guarantees -- of the Debt Securities of Sprint Capital Corporation by Sprint Corporation	(2)	(2)	(2)	

(1) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c) and for the purpose of this offering, and not a representation as to a re-offering price.

(2) No separate consideration will be received for the Guarantees.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The Registrants' Registration Statement on Form S-3 (Registration Nos. 333-65649 and 333-65649-01), declared effective on October 14, 1998, are incorporated herein by reference.

EXHIBITS

- 5.1 Opinion of Don A. Jensen
- 23.1.1 Consent of Ernst & Young LLP.
- 23.1.2 Consent of Deloitte & Touche LLP.
- 23.1.3 Consent of Don A. Jensen (included in Exhibit 5.1).
- 24.1 Powers of Attorney of the officers and directors of the Registrants signing this Registration Statement (filed as Exhibit 24-A and Exhibit 24-B to the Sprint Corporation Current Report on Form 8-K dated April 20, 1999 and incorporated herein by reference).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westwood, State of Kansas, on the 29th day of April, 1999.

SPRINT CORPORATION

/s/ A.B. Krause
By _____
*Executive Vice President--Chief
Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name -----	Title -----	Date -----
<i>/s/ W.T. Esrey*</i> ----- (W.T. Esrey)	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	April 29, 1999
<i>/s/ A.B. Krause*</i> ----- (A.B. Krause)	Executive Vice President-- Chief Financial Officer (Principal Financial Officer)	April 29, 1999
<i>/s/ J.P. Meyer*</i> ----- (J.P. Meyer)	Senior Vice President and Controller (Principal Accounting Officer)	April 29, 1999
<i>/s/ DuBose Ausley*</i> ----- (DuBose Ausley)	Director	April 29, 1999
<i>/s/ Warren L. Batts*</i> ----- (Warren L. Batts)	Director	April 29, 1999

----- (Michel Bon)	Director	
/s/ I.O. Hockaday, Jr.* ----- (Irvine O. Hockaday, Jr.)	Director	April 29, 1999
/s/ Harold S. Hook* ----- (Harold S. Hook)	Director	April 29, 1999
/s/ Ronald T. LeMay* ----- (Ronald T. LeMay)	Director	April 29, 1999
/s/ Linda K. Lorimer* ----- (Linda Koch Lorimer)	Director	April 29, 1999
/s/ Charles E. Rice* ----- (Charles E. Rice)	Director	April 29, 1999
----- (Ron Sommer)	Director	
/s/ Stewart Turley* ----- (Stewart Turley)	Director	April 29, 1999

**By /s/ A.B. Krause*

*For himself and as Attorney-
in-fact*

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westwood, State of Kansas, on the 29th day of April, 1999.

SPRINT CAPITAL CORPORATION

/s/ A.B. Krause

By _____
*President and Chief Executive
Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name -----	Title -----	Date -----
<i>/s/ A.B. Krause*</i> ----- (A.B. Krause)	President and Chief Executive Officer and Director (Principal Executive Officer)	April 29, 1999
<i>/s/ J.P. Meyer*</i> ----- (J.P. Meyer)	Senior Vice President and Controller (Principal Accounting Officer)	April 29, 1999
<i>/s/ Don A. Jensen*</i> ----- (Don A. Jensen)	Director	April 29, 1999
<i>/s/ Gene M. Betts*</i> ----- (Gene M. Betts)	Senior Vice President and Chief Financial Officer and Director (Principal Financial Officer)	April 29, 1999

/s/ A.B. Krause

*By _____
For himself and as Attorney-

in-fact

EXHIBIT 5.1

April 29, 1999

Sprint Capital Corporation
Sprint Corporation
2330 Shawnee Mission Parkway
Westwood, Kansas 66205

Gentlemen:

In connection with the proposed offering, issuance and sale by Sprint Capital Corporation of Debt Securities (the "Debt Securities") covered by your Registration Statement (the "462(b) Registration Statement") to be filed with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Act"), that relates to your Registration Statement on Form S-3, File Nos. 333-65649 and 333-65649-01 (together with the 462(b) Registration Statement, the "Registration Statements"), I have examined the Registration Statements and such other documents, records and matters as I have considered necessary or appropriate for the purpose of rendering this opinion. The Debt Securities of Sprint Capital Corporation will be unconditionally guaranteed (the "Guarantees") as to the payment of principal, premium, if any, and interest by Sprint Corporation.

Based upon such examination, I am of the opinion that when the 462(b) Registration Statement has become effective under the Act and the Debt Securities and Guarantees have been duly executed, authenticated, issued and delivered in accordance with the Indenture dated as of October 1, 1998, between you and Bank One, N.A., as Trustee, as supplemented by the First Supplemental Indenture, dated as of January 15, 1999 (the "Indenture"), and sold as contemplated by the Registration Statement, the Debt Securities and Guarantees will be legally issued and the valid and legally binding obligations of Sprint Capital Corporation or Sprint Corporation, as the case may be, entitled to the benefits of the Indenture, subject to bankruptcy, insolvency, reorganization,

Sprint Capital Corporation
Sprint Corporation
April 29, 1999

Page 2

moratorium and other laws of general applicability relating to or affecting creditors' rights and to general equity principles.

I hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and reference made to me under the caption "Validity of the Debt Securities and Guarantees" and "Legal Matters" in the prospectuses forming a part of the Registration Statements. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Don A. Jensen

Don A. Jensen

EXHIBIT 23.1.1

CONSENT OF INDEPENDENT AUDITORS

We consent to the references to our firm under the captions "Sprint Corporation Selected Financial Data" and "Experts" in the Registration Statement (Form S-3) filed pursuant to Rule 462(b) under the Securities Act of 1933 and related Prospectus and Prospectus Supplement of Sprint Corporation and Sprint Capital Corporation for the registration of \$500,000,000 of unsecured senior debt securities, to the incorporation by reference therein of our reports for Sprint Corporation and the FON Group dated February 3, 1998 (except Note 1, as to which the date is May 26, 1998) and our report for the PCS Group dated May 26, 1998 included in Sprints Proxy Statement/Prospectus that forms a part of Registration Statement No. 333-65173 filed with the Securities and Exchange Commission, to the incorporation by reference therein of our report dated February 3, 1998, with respect to the consolidated financial statements and schedule of Sprint Corporation included in Sprint Corporation's Annual Report (Form 10-K) for the year ended December 31, 1997, filed with the Securities and Exchange Commission, and to the incorporation by reference therein of our reports dated February 2, 1999, with respect to the consolidated financial statements and schedule of Sprint Corporation and the combined financial statements and schedules of the FON Group and the PCS Group included in Sprint Corporation's Annual Report (Form 10-K) for the year ended December 31, 1998, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Kansas City, Missouri
April 29, 1999

INDEPENDENT AUDITORS' CONSENTS

We consent to the use in this Registration Statement of Sprint Corporation on Form S-3 of our reports dated May 26, 1998 (August 6, 1998 as to Note 4), on the combined financial statements of Sprint Spectrum Holding Company, L.P. and subsidiaries; MinorCo, L.P. and subsidiaries; PhillieCo Partners I, L.P. and subsidiaries and PhillieCo Partners II, L.P. and subsidiaries (which expresses an unqualified opinion and includes an explanatory paragraph referring to the emergence from the development stage), and the related combined financial statement schedule, which are incorporated by reference in Registration Statement No. 333-65649 which is incorporated herein by reference. We also consent to the reference to us under the heading "Experts" in Registration Statement No. 333-65649.

We consent to the use in this Registration Statement of Sprint Corporation on Form S-3 of our report dated February 2, 1999 on the consolidated financial statements of Sprint Spectrum Holding Company, L.P. and subsidiaries and the related financial statement schedule, appearing in the Annual Report on Form 10-K of Sprint Corporation for the year ended December 31, 1998, incorporated by reference in Registration Statement No. 333-65649, which is incorporated herein by reference. We also consent to the reference to us under the heading "Experts" in Registration Statement No. 333-65649.

We consent to the use in this Registration Statement of Sprint Corporation on Form S-3 of our report dated February 2, 1999, on the consolidated financial statements of Sprint Spectrum L.P. and subsidiaries for the year ended December 31, 1998, incorporated by reference in Registration Statement No. 333-65649, which is incorporated herein by reference. We also consent to the reference to us under the heading "Experts" in Registration Statement No. 333-65649.

/s/ Deloitte & Touche

Kansas City, Missouri

April 29, 1999

End of Filing

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