

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A This return/report is for:	☐ a multiemployer plan	☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan	☐ a DFE (specify) _____	
B This return/report is:	☐ the first return/report	☐ the final return/report	
	☐ an amended return/report	☐ a short plan year return/report (less than 12 months)	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558	☐ automatic extension	☐ the DFVC program
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN AND TRUST</u>	1b Three-digit plan number (PN) ►	<u>001</u>
		1c Effective date of plan	<u>01/01/2000</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>T-MOBILE USA, INC.</u> <u>12920 SOUTHEAST 38TH STREET</u> <u>BELLEVUE, WA 98006</u>		2b Employer Identification Number (EIN) <u>91-1983600</u>	
		2c Plan Sponsor's telephone number <u>425-383-4000</u>	
		2d Business code (see instructions) <u>517000</u>	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>09/14/2017</u>	<u>TINA MARSHALL</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	58232
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year.....		6a(1)	49838
a(2) Total number of active participants at the end of the plan year		6a(2)	50195
b Retired or separated participants receiving benefits.....		6b	20
c Other retired or separated participants entitled to future benefits		6c	8729
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	58944
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	72
f Total. Add lines 6d and 6e		6f	59016
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	51723
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	14
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN AND TRUST	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 T-MOBILE USA, INC.	D Employer Identification Number (EIN) 91-1983600

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation FIDELITY INVESTMENTS INSTITUTIONAL
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04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	3038120	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

MERCER INVESTMENT CONSULTING INC

61-0736136

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTANT	64268	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

VOSSLER MEDIA GROUP

45-2680364

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
38	OTHER SERVICES	35940	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CLARK NUBER PS

91-1194016

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT/AUDITOR	5015	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE & COX INTL STK - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WM BLAIR SM CP VAL I - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; display: inline-block;"> 2016 </div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN AND TRUST</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%;">B Three-digit plan number (PN) ►</td> <td style="width:20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	<u>001</u>		
B Three-digit plan number (PN) ►	<u>001</u>				
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>T-MOBILE USA, INC.</u>	D Employer Identification Number (EIN) <u>91-1983600</u>				

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP EQUITY INCOME

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN <u>52-6559833-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>68090308</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP US MDCP VAL EQ

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN <u>35-6941663-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>72172867</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: LS CORE PLUS FIXED INCOME TRUST

b Name of sponsor of entity listed in (a): LOOMIS SAYLES TRUST COMPANY, LLC

c EIN-PN <u>20-8080381-018</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>31918483</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP STABLE VALUE N

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN <u>52-1309931-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>112944393</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2040 B

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN <u>35-6941729-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>407259838</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2060 B

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN <u>47-1088316-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>13899590</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2020 B

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN <u>36-7594871-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>89813416</u>
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For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule D (Form 5500) 2016
v.160205

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2030 B**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 38-7010946-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 236452646
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2050 B**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 30-6303214-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 248601745
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP RETIRE 2010 B**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 32-6199795-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20523243
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP GRTH STK TRUST B**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 52-6559833-013	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 124352385
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>T-MOBILE USA, INC.</u>	D Employer Identification Number (EIN) <u>91-1983600</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	3388928	4357115
(2) Participant contributions	1b(2)	913	6316
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	63320577	70049829
(9) Value of interest in common/collective trusts	1c(9)	1213499239	1426028914
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	388761343	455165009
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1668971000	1955607183

Liabilities

g Benefit claims payable	1g	0	5885
h Operating payables	1h	0	26902
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	32787

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1668971000	1955574396
---	-----------	------------	------------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	86186322	
(B) Participants	2a(1)(B)	162404845	
(C) Others (including rollovers)	2a(1)(C)	14589240	
(2) Noncash contributions	2a(2)	0	263180407
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	3428614
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	3428614	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3428614
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	13274159
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	13274159	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		13274159
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		102951602
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		27728401
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		410563183

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	120570429	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		120570429
f Corrective distributions (see instructions)	2f		16497
g Certain deemed distributions of participant loans (see instructions)	2g		229518
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	98068	
(4) Other	2i(4)	3045275	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3143343
j Total expenses. Add all expense amounts in column (b) and enter total	2j		123959787

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		286603396
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CLARK NUBER, P.S.

(2) EIN: 91-1194016

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>T-MOBILE USA, INC. 401(K) RETIREMENT SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>T-MOBILE USA, INC.</u>	D Employer Identification Number (EIN) <u>91-1983600</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment
19	If the total number of participants is 1,000 or more, complete lines (a) through (c) a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____% b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

T-MOBILE USA, INC.
401(k) RETIREMENT SAVINGS PLAN & TRUST

Financial Statements

For the Year Ended December 31, 2016

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Independent Auditor's Report

**To the Participants and Administrator of the
T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust
EIN: 91-1983600
Plan No.: 001
Bellevue, Washington**

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity Management Trust Company holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.



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Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH DOL RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark Nuber, PS

Certified Public Accountants
September 6, 2017

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Statements of Net Assets Available for Benefits
December 31, 2016 and 2015**

	<u>2016</u>	<u>2015</u>
Assets:		
Investments at fair value-		
Mutual funds	\$ 455,165,009	\$ 388,761,343
Common/collective trust funds	<u>1,426,028,914</u>	<u>1,213,499,239</u>
Total investments at fair value	1,881,193,923	1,602,260,582
Receivables-		
Notes receivable from participants	70,049,829	63,320,577
Employer contributions	4,357,115	3,388,928
Participant contributions	<u>6,316</u>	<u>913</u>
Total receivables	<u>74,413,260</u>	<u>66,710,418</u>
Total Assets	<u>1,955,607,183</u>	<u>1,668,971,000</u>
Liabilities:		
Accrued expenses	<u>26,902</u>	<u>-</u>
Net Assets Available for Benefits	<u>\$ 1,955,580,281</u>	<u>\$ 1,668,971,000</u>

See accompanying notes.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2016**

Additions:	
Contributions-	
Employer	\$ 86,186,322
Participant	162,404,845
Rollover	<u>14,589,240</u>
Total contributions	263,180,407
Investment income-	
Net appreciation in fair value of investments	130,680,003
Interest, dividends and other	<u>16,702,773</u>
Net investment income	<u>147,382,776</u>
Total Additions	410,563,183
Deductions:	
Benefits paid to participants	120,810,559
Administrative expenses	<u>3,143,343</u>
Total Deductions	<u>123,953,902</u>
Net Increase in Net Assets Available for Benefits	286,609,281
Net Assets Available for Benefits:	
Beginning of year	<u>1,668,971,000</u>
End of Year	<u><u>\$ 1,955,580,281</u></u>

See accompanying notes.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2016

Note 1 - Plan Description

The following description of the T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - T-Mobile USA, Inc. is a wholly owned subsidiary of T-Mobile US, Inc. The Plan is a defined contribution plan established by T-Mobile USA, Inc. (the Company or the Employer) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility - Employees are eligible to participate in the Plan immediately upon the start of employment. Employees who have completed one year of service as defined by the Plan provisions are eligible to receive allocations of employer matching contributions.

Plan Administration - The Plan is administered by the Retirement Committee, which consists of certain employees of the Company. As of and for the years ended December 31, 2016 and 2015, Fidelity Management Trust Company served as the trustee for the Plan.

Contributions - The plan provisions permit pre-tax and Roth contributions by employees pursuant to section 401(k) of the IRC. Participants contribute to the Plan each pay period through payroll deductions at the rate of any whole percentage from 1% to 75% of the participant's eligible regular compensation and up to 85% of eligible bonus compensation. All newly eligible employees of the Company are automatically enrolled in the Plan to contribute 5% of their eligible compensation (automatic enrollment rate) after 365 days of employment. The automatic enrollment rate is subject to annual increases of 1% up to a maximum deferral contribution of 10%. A participant may elect not to participate, or to participate at a different level of deferral contribution. Participants who have attained age 50 as of December 31, 2016 may make catch-up contributions. The participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers).

The Company provides a matching contribution equal to 100% of each participant's contribution up to a maximum of 3% of eligible compensation and 50% of each participant's contribution on the next 2% of eligible compensation, up to a maximum of 4% or the IRC limitation for a safe-harbor matching contribution.

Participant Accounts - Each participant's account is credited with an allocation of (a) Company contributions, if any; (b) deferral contributions; and (c) plan earnings and losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options - Participants may direct their contributions and any related earnings into investment options in 1% increments. Investment options include shares of registered investment companies (mutual funds) and common/collective trust funds. Participants may change their investment elections and make transfers between investment options daily.

Vesting - Participants are fully vested in all contributions and earnings thereon.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2016

Note 1 - Continued

Forfeited Accounts - The Employer, at its discretion, may elect to utilize unallocated forfeited amounts transferred into the Plan in previous years from merged plans to reduce future employer contributions or to pay reasonable administrative expenses of the Plan. As of December 31, 2016, the balance of unallocated forfeitures was approximately \$179,000 (2015 - approximately \$61,000). Forfeitures in the amount of approximately \$26,000 were used to pay administrative expenses during 2016.

Payment of Benefits - Upon termination of service due to death, total and permanent disability, retirement or termination, a participant or beneficiary may elect to receive a distribution in the form of either a lump-sum equal to the value of the participant's vested interest in his or her account or in monthly installments over a fixed and reasonable period of time, not exceeding the life expectancy of the participant or designated beneficiary. Participants who have attained age 59 ½ may also elect to receive a distribution of all or any portion of their account balance prior to termination of employment (in-service withdrawals). The Plan also provides for hardship withdrawals in accordance with provisions specified in the plan agreement.

Notes Receivable From Participants - A participant may borrow 50% of his or her vested account balance up to a maximum of \$50,000. The minimum loan amount is \$1,000. Participants are assessed a fee of \$50 for each loan origination. Loans are repayable through payroll deductions over periods ranging up to five years, unless the loan is used to acquire a principal residence, in which case the loan term may exceed five years. Loans are secured by the balance of the participant's account. The interest rate is determined by the plan administrator at loan inception based on prime plus 2% and is fixed over the life of the note. The interest rates on outstanding loans ranged from 5.25% to 5.50% at December 31, 2016, and mature through December 2031.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Payment of Benefits - Benefits are recorded when paid. As of December 31, 2016 and 2015, \$5,885 and \$0, respectively, of benefit payments had been requested but not yet paid.

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded for the full amount of the outstanding loan balance.

Investment Valuation and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements. Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation in fair value of investments represents the change in fair value of assets from one period to the next and realized gains and losses on investments.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2016

Note 2 - Continued

Investment Management and Administrative Expenses - Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance and thus are not separately disclosed in the accompanying financial statements. Participants are assessed a quarterly administrative fee for custodial, recordkeeping, auditing and investment advisory services. Fees are charged on a pro rata basis to each participant in relation to the size of each participant's account balance or may be charged equally to each participant. Loan origination and distribution fees are paid by the requesting participants of the Plan. Loan origination, distribution fees and quarterly administrative fees paid by participants for the year ended December 31, 2016 totaled \$3,143,343. Substantially all other administrative expenses related to the Plan are paid by the Company.

Subsequent Events - The Plan's management has evaluated subsequent events through September 6, 2017, the date on which the Plan's financial statements were available to be issued.

Note 3 - Fair Value Measurements

U.S. GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under U.S. GAAP are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds - Valued at daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Notes to Financial Statements
For the Year Ended December 31, 2016**

Note 3 - Continued

Common/Collective Trust Funds - Valued using the NAV as a practical expedient to estimate fair value, as provided by the fund's trustees. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the common/collective trust funds, each fund reserves the right to temporarily delay withdrawal from the trust in order to insure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

	Fair Value Measurements as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 455,165,009	\$ -	\$ -	\$ 455,165,009
Total Assets in the Fair Value Hierarchy	\$ 455,165,009	\$ -	\$ -	455,165,009
Investments measured at NAV ^(a)				1,426,028,914
Total Investments at Fair Value				\$ 1,881,193,923

	Fair Value Measurements as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 388,761,343	\$ -	\$ -	\$ 388,761,343
Total Assets in the Fair Value Hierarchy	\$ 388,761,343	\$ -	\$ -	388,761,343
Investments measured at NAV ^(a)				1,213,499,239
Total Investments at Fair Value				\$ 1,602,260,582

(a) In accordance with Subtopic 820-10, investments that were measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2016

Note 3 - Continued

The following table summarizes investments for which fair value is measured using the NAV per share practical expedient as of December 31, 2016, and 2015. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

	Fair Value 2016	Fair Value 2015	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Stable value common trust fund	\$ 112,944,393	\$ 103,295,335	None	Daily	12 - 30 months
Equity common trust funds	264,615,560	236,289,919	None	Daily	3 months
Asset allocation active trust funds	1,016,550,478	844,115,395	None	Daily	3 months
Unitized collective investment trust	31,918,483	29,798,590	None	Daily	None
	<u>\$ 1,426,028,914</u>	<u>\$ 1,213,499,239</u>			

Note 4 - Information Certified by the Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments held at December 31, 2016 and 2015, and investment income and transactions for the year ended December 31, 2016, that is disclosed in the accompanying financial statements and supplementary information, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company (Fidelity), the trustee of the Plan. The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplementary information.

Note 5 - Party-in-Interest Transactions

Fidelity provided trustee/custodial services to the Plan. Mercer Investment Consulting Inc. and Vossler Media Group provide consulting services to the Plan. Clark Nuber, PS serves as the Plan's auditors. Transactions with these service providers and their affiliates qualify as party-in-interest transactions, which are exempt from prohibited transaction rules. Direct fees paid by the Plan for the year ended December 31, 2016 were as follows:

Fidelity and its affiliates	\$ 3,038,120
Mercer Investment Consulting Inc.	64,268
Vossler Media Group	35,940
Clark Nuber, PS	<u>5,015</u>
Total	<u>\$ 3,143,343</u>

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA, as amended. In the event of plan termination, the Company shall make no further contributions to the Plan and participants will become fully vested in their account balances.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2016

Note 7 - Tax Status

The Company has adopted a Fidelity volume submitter plan document. Fidelity received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014, which states that the volume submitter document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Company believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of December 31, 2016. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is subject to audits by the IRS; however, there are currently no audits for any tax periods in progress.

Note 8 - Risks and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Note 9 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per financial statements	\$ 1,955,580,281	\$ 1,668,971,000
Amounts allocated to withdrawing participants	<u>(5,885)</u>	<u>-</u>
Net Assets Per the Form 5500	<u>\$ 1,955,574,396</u>	<u>\$ 1,668,971,000</u>

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500 for the year ended December 31, 2016:

	<u>2016</u>
Benefits paid to participants per financial statements	\$ 120,810,559
Amounts allocated to withdrawing participants	<u>5,885</u>
Benefits Paid to Participants Per Form 5500	<u>\$ 120,816,444</u>

Amounts allocated to withdrawing participants are recorded on Form 5500 for benefits claims that have been processed and approved for payment before year end, but not yet paid as of year end.

SUPPLEMENTARY INFORMATION

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2016**

Employer: T-Mobile USA, Inc.

EIN: 91-1983600

Plan No.: 001

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	TRP Retirement 2040 Active Trust	Common/Collective Trust Fund, 24,430,704 units	**	\$ 407,259,838
	TRP Retirement 2050 Active Trust	Common/Collective Trust Fund, 14,904,181 units	**	248,601,745
	TRP Retirement 2030 Active Trust	Common/Collective Trust Fund, 14,650,102 units	**	236,452,646
	Vanguard Inst. Index	Mutual Fund, 622,417 shares	**	126,867,358
	TRP Growth Stock Trust	Common/Collective Trust Fund, 5,249,151 units	**	124,352,385
	TRP Stable Value Trust Fund	Common/Collective Trust Fund, 112,944,393 units	**	112,944,393
	TRP Retirement 2020 Active Trust	Common/Collective Trust Fund, 5,947,908 units	**	89,813,416
	TRP US Mid-Cap Value Equity Trust	Common/Collective Trust Fund, 3,532,691 units	**	72,172,867
	Timesquare Mid Cap Growth Fund	Mutual Fund, 4,050,759 shares	**	71,333,867
	TRP Equity Income Trust	Common/Collective Trust Fund, 3,509,810 units	**	68,090,308
	American Funds EuroPacific Growth	Mutual Fund, 1,073,355 shares	**	48,343,926
	Vanguard Ext Market Index Inst.	Mutual Fund, 530,034 shares	**	38,544,038
	Conestoga Small Cap Inst.	Mutual Fund, 946,929	**	38,350,614
	Dodge & Cox International Stock	Mutual Fund, 894,616 shares	**	34,084,874
	LS Plus Fixed Income	Common/Collective Trust Fund, 3,114,309 units	**	31,918,483
	William Blair Small Cap Value	Mutual Fund, 1,406,963 shares	**	29,095,991
	Vanguard Total Bond Index Inst.	Mutual Fund, 2,172,783 shares	**	23,140,142
	TRP Retirement 2010 Active Trust	Common/Collective Trust Fund, 1,483,965 units	**	20,523,243
	Neuberger Berman High Income Bond	Mutual Fund, 2,028,473 shares	**	17,647,718
	Vanguard Developed Market Index Inst.	Mutual Fund, 1,258,772 shares	**	14,790,572
	TRP Retirement 2060 Active Trust	Common/Collective Trust Fund, 1,297,814 units	**	13,899,590
	Vanguard Inflation Protected	Mutual Fund, 1,249,124 shares	**	12,965,909
*	Participant loans	Participant loans (interest rates 5.25% - 5.50% maturing through December 2031)	-0-	70,049,829
				<u>\$ 1,951,243,752</u>

* Represents a party-in-interest.

** Not a required disclosure for participant-directed investments.

See independent auditor's report.

T-MOBILE USA, INC.
401(k) RETIREMENT SAVINGS PLAN & TRUST

Financial Statements

For the Year Ended December 31, 2016

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Independent Auditor's Report

**To the Participants and Administrator of the
T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust
EIN: 91-1983600
Plan No.: 001
Bellevue, Washington**

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity Management Trust Company holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.



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Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH DOL RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark Nuber, PS

Certified Public Accountants
September 6, 2017

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Statements of Net Assets Available for Benefits
December 31, 2016 and 2015**

	<u>2016</u>	<u>2015</u>
Assets:		
Investments at fair value-		
Mutual funds	\$ 455,165,009	\$ 388,761,343
Common/collective trust funds	<u>1,426,028,914</u>	<u>1,213,499,239</u>
Total investments at fair value	1,881,193,923	1,602,260,582
Receivables-		
Notes receivable from participants	70,049,829	63,320,577
Employer contributions	4,357,115	3,388,928
Participant contributions	<u>6,316</u>	<u>913</u>
Total receivables	<u>74,413,260</u>	<u>66,710,418</u>
Total Assets	<u>1,955,607,183</u>	<u>1,668,971,000</u>
Liabilities:		
Accrued expenses	<u>26,902</u>	<u>-</u>
Net Assets Available for Benefits	<u>\$ 1,955,580,281</u>	<u>\$ 1,668,971,000</u>

See accompanying notes.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2016**

Additions:	
Contributions-	
Employer	\$ 86,186,322
Participant	162,404,845
Rollover	<u>14,589,240</u>
Total contributions	263,180,407
Investment income-	
Net appreciation in fair value of investments	130,680,003
Interest, dividends and other	<u>16,702,773</u>
Net investment income	<u>147,382,776</u>
Total Additions	410,563,183
Deductions:	
Benefits paid to participants	120,810,559
Administrative expenses	<u>3,143,343</u>
Total Deductions	<u>123,953,902</u>
Net Increase in Net Assets Available for Benefits	286,609,281
Net Assets Available for Benefits:	
Beginning of year	<u>1,668,971,000</u>
End of Year	<u><u>\$ 1,955,580,281</u></u>

See accompanying notes.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2016

Note 1 - Plan Description

The following description of the T-Mobile USA, Inc. 401(k) Retirement Savings Plan & Trust (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - T-Mobile USA, Inc. is a wholly owned subsidiary of T-Mobile US, Inc. The Plan is a defined contribution plan established by T-Mobile USA, Inc. (the Company or the Employer) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility - Employees are eligible to participate in the Plan immediately upon the start of employment. Employees who have completed one year of service as defined by the Plan provisions are eligible to receive allocations of employer matching contributions.

Plan Administration - The Plan is administered by the Retirement Committee, which consists of certain employees of the Company. As of and for the years ended December 31, 2016 and 2015, Fidelity Management Trust Company served as the trustee for the Plan.

Contributions - The plan provisions permit pre-tax and Roth contributions by employees pursuant to section 401(k) of the IRC. Participants contribute to the Plan each pay period through payroll deductions at the rate of any whole percentage from 1% to 75% of the participant's eligible regular compensation and up to 85% of eligible bonus compensation. All newly eligible employees of the Company are automatically enrolled in the Plan to contribute 5% of their eligible compensation (automatic enrollment rate) after 365 days of employment. The automatic enrollment rate is subject to annual increases of 1% up to a maximum deferral contribution of 10%. A participant may elect not to participate, or to participate at a different level of deferral contribution. Participants who have attained age 50 as of December 31, 2016 may make catch-up contributions. The participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers).

The Company provides a matching contribution equal to 100% of each participant's contribution up to a maximum of 3% of eligible compensation and 50% of each participant's contribution on the next 2% of eligible compensation, up to a maximum of 4% or the IRC limitation for a safe-harbor matching contribution.

Participant Accounts - Each participant's account is credited with an allocation of (a) Company contributions, if any; (b) deferral contributions; and (c) plan earnings and losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options - Participants may direct their contributions and any related earnings into investment options in 1% increments. Investment options include shares of registered investment companies (mutual funds) and common/collective trust funds. Participants may change their investment elections and make transfers between investment options daily.

Vesting - Participants are fully vested in all contributions and earnings thereon.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2016

Note 1 - Continued

Forfeited Accounts - The Employer, at its discretion, may elect to utilize unallocated forfeited amounts transferred into the Plan in previous years from merged plans to reduce future employer contributions or to pay reasonable administrative expenses of the Plan. As of December 31, 2016, the balance of unallocated forfeitures was approximately \$179,000 (2015 - approximately \$61,000). Forfeitures in the amount of approximately \$26,000 were used to pay administrative expenses during 2016.

Payment of Benefits - Upon termination of service due to death, total and permanent disability, retirement or termination, a participant or beneficiary may elect to receive a distribution in the form of either a lump-sum equal to the value of the participant's vested interest in his or her account or in monthly installments over a fixed and reasonable period of time, not exceeding the life expectancy of the participant or designated beneficiary. Participants who have attained age 59 ½ may also elect to receive a distribution of all or any portion of their account balance prior to termination of employment (in-service withdrawals). The Plan also provides for hardship withdrawals in accordance with provisions specified in the plan agreement.

Notes Receivable From Participants - A participant may borrow 50% of his or her vested account balance up to a maximum of \$50,000. The minimum loan amount is \$1,000. Participants are assessed a fee of \$50 for each loan origination. Loans are repayable through payroll deductions over periods ranging up to five years, unless the loan is used to acquire a principal residence, in which case the loan term may exceed five years. Loans are secured by the balance of the participant's account. The interest rate is determined by the plan administrator at loan inception based on prime plus 2% and is fixed over the life of the note. The interest rates on outstanding loans ranged from 5.25% to 5.50% at December 31, 2016, and mature through December 2031.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Payment of Benefits - Benefits are recorded when paid. As of December 31, 2016 and 2015, \$5,885 and \$0, respectively, of benefit payments had been requested but not yet paid.

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded for the full amount of the outstanding loan balance.

Investment Valuation and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements. Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation in fair value of investments represents the change in fair value of assets from one period to the next and realized gains and losses on investments.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2016

Note 2 - Continued

Investment Management and Administrative Expenses - Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance and thus are not separately disclosed in the accompanying financial statements. Participants are assessed a quarterly administrative fee for custodial, recordkeeping, auditing and investment advisory services. Fees are charged on a pro rata basis to each participant in relation to the size of each participant's account balance or may be charged equally to each participant. Loan origination and distribution fees are paid by the requesting participants of the Plan. Loan origination, distribution fees and quarterly administrative fees paid by participants for the year ended December 31, 2016 totaled \$3,143,343. Substantially all other administrative expenses related to the Plan are paid by the Company.

Subsequent Events - The Plan's management has evaluated subsequent events through September 6, 2017, the date on which the Plan's financial statements were available to be issued.

Note 3 - Fair Value Measurements

U.S. GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under U.S. GAAP are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds - Valued at daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Notes to Financial Statements
For the Year Ended December 31, 2016**

Note 3 - Continued

Common/Collective Trust Funds - Valued using the NAV as a practical expedient to estimate fair value, as provided by the fund's trustees. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the common/collective trust funds, each fund reserves the right to temporarily delay withdrawal from the trust in order to insure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

	Fair Value Measurements as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 455,165,009	\$ -	\$ -	\$ 455,165,009
Total Assets in the Fair Value Hierarchy	\$ 455,165,009	\$ -	\$ -	455,165,009
Investments measured at NAV ^(a)				1,426,028,914
Total Investments at Fair Value				\$ 1,881,193,923

	Fair Value Measurements as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 388,761,343	\$ -	\$ -	\$ 388,761,343
Total Assets in the Fair Value Hierarchy	\$ 388,761,343	\$ -	\$ -	388,761,343
Investments measured at NAV ^(a)				1,213,499,239
Total Investments at Fair Value				\$ 1,602,260,582

(a) In accordance with Subtopic 820-10, investments that were measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2016

Note 3 - Continued

The following table summarizes investments for which fair value is measured using the NAV per share practical expedient as of December 31, 2016, and 2015. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

	Fair Value 2016	Fair Value 2015	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Stable value common trust fund	\$ 112,944,393	\$ 103,295,335	None	Daily	12 - 30 months
Equity common trust funds	264,615,560	236,289,919	None	Daily	3 months
Asset allocation active trust funds	1,016,550,478	844,115,395	None	Daily	3 months
Unitized collective investment trust	31,918,483	29,798,590	None	Daily	None
	<u>\$ 1,426,028,914</u>	<u>\$ 1,213,499,239</u>			

Note 4 - Information Certified by the Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments held at December 31, 2016 and 2015, and investment income and transactions for the year ended December 31, 2016, that is disclosed in the accompanying financial statements and supplementary information, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company (Fidelity), the trustee of the Plan. The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplementary information.

Note 5 - Party-in-Interest Transactions

Fidelity provided trustee/custodial services to the Plan. Mercer Investment Consulting Inc. and Vossler Media Group provide consulting services to the Plan. Clark Nuber, PS serves as the Plan's auditors. Transactions with these service providers and their affiliates qualify as party-in-interest transactions, which are exempt from prohibited transaction rules. Direct fees paid by the Plan for the year ended December 31, 2016 were as follows:

Fidelity and its affiliates	\$ 3,038,120
Mercer Investment Consulting Inc.	64,268
Vossler Media Group	35,940
Clark Nuber, PS	<u>5,015</u>
Total	<u>\$ 3,143,343</u>

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA, as amended. In the event of plan termination, the Company shall make no further contributions to the Plan and participants will become fully vested in their account balances.

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

Notes to Financial Statements For the Year Ended December 31, 2016

Note 7 - Tax Status

The Company has adopted a Fidelity volume submitter plan document. Fidelity received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014, which states that the volume submitter document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Company believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of December 31, 2016. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is subject to audits by the IRS; however, there are currently no audits for any tax periods in progress.

Note 8 - Risks and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Note 9 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per financial statements	\$ 1,955,580,281	\$ 1,668,971,000
Amounts allocated to withdrawing participants	<u>(5,885)</u>	<u>-</u>
Net Assets Per the Form 5500	<u>\$ 1,955,574,396</u>	<u>\$ 1,668,971,000</u>

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500 for the year ended December 31, 2016:

	<u>2016</u>
Benefits paid to participants per financial statements	\$ 120,810,559
Amounts allocated to withdrawing participants	<u>5,885</u>
Benefits Paid to Participants Per Form 5500	<u>\$ 120,816,444</u>

Amounts allocated to withdrawing participants are recorded on Form 5500 for benefits claims that have been processed and approved for payment before year end, but not yet paid as of year end.

SUPPLEMENTARY INFORMATION

T-MOBILE USA, INC. 401(k) RETIREMENT SAVINGS PLAN & TRUST

**Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2016**

Employer: T-Mobile USA, Inc.

EIN: 91-1983600

Plan No.: 001

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	TRP Retirement 2040 Active Trust	Common/Collective Trust Fund, 24,430,704 units	**	\$ 407,259,838
	TRP Retirement 2050 Active Trust	Common/Collective Trust Fund, 14,904,181 units	**	248,601,745
	TRP Retirement 2030 Active Trust	Common/Collective Trust Fund, 14,650,102 units	**	236,452,646
	Vanguard Inst. Index	Mutual Fund, 622,417 shares	**	126,867,358
	TRP Growth Stock Trust	Common/Collective Trust Fund, 5,249,151 units	**	124,352,385
	TRP Stable Value Trust Fund	Common/Collective Trust Fund, 112,944,393 units	**	112,944,393
	TRP Retirement 2020 Active Trust	Common/Collective Trust Fund, 5,947,908 units	**	89,813,416
	TRP US Mid-Cap Value Equity Trust	Common/Collective Trust Fund, 3,532,691 units	**	72,172,867
	Timesquare Mid Cap Growth Fund	Mutual Fund, 4,050,759 shares	**	71,333,867
	TRP Equity Income Trust	Common/Collective Trust Fund, 3,509,810 units	**	68,090,308
	American Funds EuroPacific Growth	Mutual Fund, 1,073,355 shares	**	48,343,926
	Vanguard Ext Market Index Inst.	Mutual Fund, 530,034 shares	**	38,544,038
	Conestoga Small Cap Inst.	Mutual Fund, 946,929	**	38,350,614
	Dodge & Cox International Stock	Mutual Fund, 894,616 shares	**	34,084,874
	LS Plus Fixed Income	Common/Collective Trust Fund, 3,114,309 units	**	31,918,483
	William Blair Small Cap Value	Mutual Fund, 1,406,963 shares	**	29,095,991
	Vanguard Total Bond Index Inst.	Mutual Fund, 2,172,783 shares	**	23,140,142
	TRP Retirement 2010 Active Trust	Common/Collective Trust Fund, 1,483,965 units	**	20,523,243
	Neuberger Berman High Income Bond	Mutual Fund, 2,028,473 shares	**	17,647,718
	Vanguard Developed Market Index Inst.	Mutual Fund, 1,258,772 shares	**	14,790,572
	TRP Retirement 2060 Active Trust	Common/Collective Trust Fund, 1,297,814 units	**	13,899,590
	Vanguard Inflation Protected	Mutual Fund, 1,249,124 shares	**	12,965,909
*	Participant loans	Participant loans (interest rates 5.25% - 5.50% maturing through December 2031)	-0-	70,049,829
				<u>\$ 1,951,243,752</u>

* Represents a party-in-interest.

** Not a required disclosure for participant-directed investments.

See independent auditor's report.