

LEAP WIRELESS INTERNATIONAL INC  
 Form 3  
 October 05, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |   |  |  |
|---|---------|----------|---|--|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â GOLDMAN SACHS GROUP INC                 |         |          | (Month/Day/Year)  | LEAP WIRELESS INTERNATIONAL INC [LEAP]             |  |
| (Last)                                    | (First) | (Middle) | 09/30/2009  |  |  |
| 85 BROAD ST                               |         |          | 4. Relationship of Reporting Person(s) to Issuer  |  |  |
| (Street)                                  |         |          | (Check all applicable)  |  |  |
| NEW YORK, Â NY Â 10004                    |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)                   |  |  |
| (City)                                    | (State) | (Zip)    | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |  |
|   |         |          | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 106,819  | I   | See footnote <u>(1)</u>                                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|   | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |                  |
|---|------------------|-----------------|--------------|----------------------------|----------|----------------------------|------------------|
| 4.50% Convertible Senior Notes due 2014 | Â (2)            | 07/15/2014      | Common Stock | (3)                        | \$ (3)   | I                          | See footnote (1) |
| Call Option (right to buy)              | Â (2)            | 10/17/2009      | Common Stock | 250,000                    | \$ 17.5  | I                          | See footnote (1) |
| Call Option (right to buy)              | Â (2)            | 01/16/2010      | Common Stock | 30,000                     | \$ 20    | I                          | See footnote (1) |
| Call Option (right to buy)              | Â (2)            | 01/16/2010      | Common Stock | 5,166,800                  | \$ 30    | I                          | See footnote (1) |
| Call Option (right to buy)              | Â (2)            | 01/16/2010      | Common Stock | 3,000,000                  | \$ 35    | I                          | See footnote (1) |
| Call Option (right to buy)              | Â (2)            | 01/16/2010      | Common Stock | 1,000,000                  | \$ 25    | I                          | See footnote (1) |
| Call Option (right to buy)              | Â (2)            | 01/16/2010      | Common Stock | 50,000                     | \$ 32.5  | I                          | See footnote (1) |
| Put Option (right to sell)              | Â (2)            | 10/17/2009      | Common Stock | 40,600                     | \$ 17.5  | I                          | See footnote (1) |
| Put Option (right to sell)              | Â (2)            | 01/16/2010      | Common Stock | 67,600                     | \$ 17.5  | I                          | See footnote (1) |
| Put Option (right to sell)              | Â (2)            | 01/16/2010      | Common Stock | 70,000                     | \$ 20    | I                          | See footnote (1) |
| Put Option (right to sell)              | Â (2)            | 01/16/2010      | Common Stock | 44,800                     | \$ 12.5  | I                          | See footnote (1) |
| Call Option (obligation to sell)        | Â (2)            | 01/16/2010      | Common Stock | 1,000,000                  | \$ 26    | I                          | See footnote (1) |
| Call Option (obligation to sell)        | Â (2)            | 01/16/2010      | Common Stock | 5,750,000                  | \$ 30.75 | I                          | See footnote (1) |
| Call Option (obligation to sell)        | Â (2)            | 01/16/2010      | Common Stock | 3,000,000                  | \$ 34    | I                          | See footnote (1) |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC<br>85 BROAD ST<br>NEW YORK, NY 10004 | Â             | Â X       | Â       | Â     |
| GOLDMAN SACHS & CO<br>85 BROAD STREET<br>NEW YORK, NY 10004  | Â             | Â X       | Â       | Â     |

