

LEAP WIRELESS INTERNATIONAL INC  
 Form 3  
 January 10, 2013

**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 * ^ MHRC II LLC (Last) (First) (Middle)  40 WEST 57TH STREET, ^ 24TH FLOOR (Street)  NEW YORK, ^ NY ^ 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2012	3. Issuer Name <b>and</b> Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,755,806	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MHRC II LLC 40 WEST 57TH STREET 24TH FLOOR NEW YORK, NY 10019	^	^ X	^	^

## Signatures

MHRC II LLC, By: /s/ Janet Yeung, Name: Janet Yeung, Title: Authorized Signatory

01/10/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 3 is being filed to report that MHRC II LLC, a Delaware limited liability company ("MHRC II"), became a beneficial owner of greater than 10% of the outstanding shares of common stock (the "Common Stock") of Leap Wireless International, Inc. (the "Issuer") solely as a result of a transfer of Mark H. Rachesky's membership interests in MHR Institutional Advisors II LLC, a Delaware limited liability company ("Institutional Advisors II") to MHRC II.

(2) These shares of Common Stock consist of (i) 3,340,378 shares of Common Stock held for the account of MHR Institutional Partners II LP, a Delaware limited partnership ("Institutional Partners II"), and (ii) 8,415,428 shares of Common Stock held for the account of MHR Institutional Partners IIA LP, a Delaware limited partnership ("Institutional Partners IIA", and, together with Institutional Partners II, the "Funds"). (Continued in footnote 3).

(3) Institutional Advisors II is the general partner of each of the Funds. In such capacity, Institutional Advisors II may be deemed to beneficially own the shares of Common Stock held for the accounts of each of the Funds. MHRC II is the managing member of Institutional Advisors II. In such capacity, MHRC II may be deemed to beneficially own the shares of Common Stock held for the accounts of each of the Funds.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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