

LEAP WIRELESS INTERNATIONAL INC  
 Form 4  
 March 18, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 IRVING ROBERT J JR

2. Issuer Name and Ticker or Trading Symbol  
 LEAP WIRELESS INTERNATIONAL INC [LEAP]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Legal & Admin Officer

(Last) (First) (Middle)  
 C/O LEAP WIRELESS INTERNATIONAL, INC., 5887 COPLEY DRIVE  
 (Street)  
 SAN DIEGO, CA 92111  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/13/2014  
 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	03/13/2014		D	(A) or (D) V Amount Price 43,120 D \$ 15 (1)	0	D	
Common Stock	03/13/2014		D	(A) or (D) V Amount Price 11,219 D \$ 15 (1)	0	I	by Trust

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.905	03/13/2014		D	24,375	<u>(2)</u>	11/14/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.09	03/13/2014		D	12,500	<u>(2)</u>	11/02/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.1	03/13/2014		D	19,000	<u>(4)</u>	03/16/2022	Common Stock
Performance-Based Share Units	\$ 0	03/13/2014		D	8,500	03/13/2014	12/31/2015	Common Stock
Performance-Based Share Units	\$ 0	03/13/2014		D	15,000	03/13/2014	12/31/2015	Common Stock
Performance-Based Share Units	\$ 0	03/13/2014		D	85,000	03/13/2014	12/31/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRVING ROBERT J JR C/O LEAP WIRELESS INTERNATIONAL, INC. 5887 COPLEY DRIVE SAN DIEGO, CA 92111			Chief Legal & Admin Officer	

## Signatures

By: Barbara J. Olson, Attorney-in-Fact For: Robert J. Irving, Jr.

03/18/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Leap Wireless International, Inc. (the "Issuer") was acquired (the "Merger") pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement"), by and among the Issuer, AT&T Inc. ("AT&T"), Laser, Inc. and Mariner Acquisition Sub Inc., a wholly owned subsidiary of AT&T ("Merger Sub"). All shares of the Issuer's Common stock, were exchanged for merger consideration consisting of (i) \$15.00 in cash per share of Common Stock (the "Per Share Cash Merger Consideration"), and (ii) one non-transferable contingent value right (a "CVR"), without interest. Each CVR represents the right to a pro rata share of the proceeds, if any, resulting from the sale of the license granted to the Issuer by the Federal Communications Commission having the call sign WQJQ707.

(1) The option originally vested in four equal annual installments on November 2, 2012, November 2, 2013, November 2, 2014 and November 2, 2015, respectively.

Pursuant to the Merger Agreement, each outstanding option of the Reporting Person, whether vested or unvested, that was granted under one of the Issuer's stock plans and that has an exercise price equal to or below the Per Share Cash Merger Consideration was cancelled and converted into the right to receive (i) cash equal to the product of the total number of shares underlying the option multiplied by the difference, if any, of the Per Share Cash Merger Consideration and the exercise price per share underlying each option, less any applicable withholding taxes and (ii) one CVR for each share underlying the option.

(2) The option originally vested in four equal installments on March 16, 2013, March 16, 2014, March 16, 2015 and March 16, 2016, respectively.

On March 16, 2012, the reporting person was granted an option (the "PSU") to purchase 17,000 shares of Common Stock, of which 8,500 were outstanding immediately prior to the Merger. The option originally was to become eligible to vest based on the Issuer's results as measured against performance levels for each of Fiscal Year 2012 and 2013, but pursuant to the Merger Agreement, the performance condition was deemed to have been met, resulting in treating the option as if it had vested with regard to the remaining 8,500 shares of Common Stock. The PSU was cancelled and entitled the reporting person to receive (i) an amount in cash equal to the product of (x) the number of shares covered by the PSU (in this case, the 8,500 shares) multiplied by the (y) Per Share Merger Consideration, less applicable withholding taxes and (ii) one CVR for each share covered by the PSU.

On November 14, 2012, the reporting person was granted an option (the "PSU") to purchase 30,000 shares of Common Stock, of which 15,000 were outstanding immediately prior to the Merger. The option originally was to become eligible to vest based on the Issuer's results as measured against performance levels for each of Fiscal Year 2012 and 2013, but pursuant to the Merger Agreement, the performance condition was deemed to have been met, resulting in treating the option as if it had vested with regard to the remaining 15,000 shares of Common Stock. The PSU was cancelled and entitled the reporting person to receive (i) an amount in cash equal to the product of (x) the number of shares covered by the PSU (in this case, the 15,000 shares) multiplied by the (y) Per Share Merger Consideration, less applicable withholding taxes and (ii) one CVR for each share covered by the PSU.

On May 14, 2013, the reporting person was granted an option (the "PSU") to purchase 85,000 shares of Common Stock. The option originally was to become eligible to vest based on the Issuer's results as measured against performance levels for each of Fiscal Year 2013 and 2014, but pursuant to the Merger Agreement, the performance condition was deemed to have been met, resulting in treating the option as if it had vested with regard to the 85,000 shares of Common Stock. The PSU was cancelled and entitled the reporting person to receive (i) an amount in cash equal to the product of (x) the number of shares covered by the PSU (in this case, the 85,000 shares) multiplied by the (y) Per Share Merger Consideration, less applicable withholding taxes and (ii) one CVR for each share covered by the PSU.

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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