

LEAP WIRELESS INTERNATIONAL INC

Form 4

November 05, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

11/04/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Legal & Admin Officer

**C/O LEAP WIRELESS
INTERNATIONAL, INC., 5887
COPLEY DRIVE**

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SAN DIEGO, CA 92111

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/04/2013		M	6,250	A \$ 8.09	41,409	D
Common Stock	11/04/2013		S ⁽¹⁾	6,250	D \$ 16.1562	35,159	D
Common Stock	11/04/2013		S ⁽³⁾	762	D \$ 16.142	34,397	D
Common Stock	11/04/2013		S ⁽⁵⁾	30,000	D \$ 16.1562	11,219	I by Trust

(2)

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

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(9-02)

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 Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.09	11/04/2013		M	6,250	<u>(6)</u> 11/02/2021	Common Stock	6,250

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: Kristopher L. Hanson, Attorney-in-Fact For: Robert J. Irving, Jr.

11/05/2013

__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).

(1) The sales were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on September 13, 2013, which plan is intended to comply with Rule 10b5-1.

(2)

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The sale prices for this transaction ranged from \$16.07 to \$16.22. The filer hereby agrees to provide, upon request, full information regarding the number of shares sold at each separate price.

- (3) Represents the sale of shares to cover taxes due on vesting of restricted stock award pursuant to a Rule 10b5-1 Sales Plan dated as of March 8, 2012, which plan is intended to comply with Rule 10b5-1.
- (4) The sale prices for this transaction ranged from \$16.10 to \$16.17. The filer hereby agrees to provide, upon request, full information regarding the number of shares sold at each separate price.
- (5) The sales were effected pursuant to a Rule 10b5-1 Sales Plan dated September 13, 2013, which plan is intended to comply with Rule 10b5-1.
- (6) The option vests in four equal annual installments on November 2, 2012, November 2, 2013, November 2, 2014 and November 2, 2015, respectively.

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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