

LEAP WIRELESS INTERNATIONAL INC

Form 8-K

February 11, 2002

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): February 11, 2002**

**Leap Wireless International, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation) (Commission File  
Number) (I.R.S. Employer Identification  
No.)

**0-29752**

**33-0811062**

**10307 Pacific Center Court, San Diego, California**  
(Address of Principal Executive Offices)

**92121**  
(Zip Code)

**Registrant's telephone number, including area code: (858) 882-6000**

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This Current Report on Form 8-K is filed by Leap Wireless International, Inc., a Delaware corporation ( Leap or the Company ), in connection with the matters described herein.

**Item 5. Other Events.**

On February 11, 2002, Leap announced its financial and certain other operational results for the quarter and fiscal year ended December 31, 2001, as set forth below.

The Company reported that it ended fiscal year 2001 with 1.119 million Cricket customers, up from the more than 724,000 customers reported as of September 30, 2001. Leap reported net additions of more than 394,000 customers during the quarter.

Cricket operational highlights from the fourth quarter of 2001 included:

Leap launched an additional 14 markets during the fourth quarter, bringing to 39 the total markets launched at the end of the year. Subsequent to the end of the quarter, Leap launched Cricket service in Buffalo, New York, completing the launch of all markets in its 40 Market Plan. Total potential customers covered by Cricket networks now stand at 25.2 million (2001 POPs).

Billed average revenue per user per month (ARPU) across all of Leap's operational markets rose to approximately \$38, compared to the approximately \$37 reported for the third quarter of 2001.

Overall cost per gross customer addition (CPGA), including pre-launch marketing expenses, was approximately \$246 for the quarter. CPGA for the entire fiscal year was \$241.

Overall cash cost per user (CCU) declined by approximately 10 percent.

Leap also reported the following results for its 10 one-year or older markets for the fourth quarter of 2001:

Combined churn was 3.6 percent.

Penetration of the 8.2 million potential customers (2001 POPs) covered by Cricket networks in these markets was 7.1 percent.

Aggregate earnings before interest, taxes, depreciation, amortization and marketing (EBITDAM) margin, based on service revenue, was over 50 percent, at the market level.

Aggregate earnings before interest, taxes, depreciation and amortization (EBITDA) margin, based on service revenue, was negative for the fourth quarter, at the market level, reflecting customer acquisition costs associated with increased sales during the holiday season.

Aggregate average minutes of use for these markets was approximately 1,150 minutes per month, consistent with historical customer usage patterns.

Key consolidated financial performance measures for the fourth fiscal quarter of 2001 were as follows:

Total operating revenues for Leap's U.S. operations were \$103.9 million, an increase of more than \$37 million over the \$66.7 million reported for the previous quarter. Service revenue rose to \$93.5 million, an increase of \$36.3 million over that reported for the third fiscal quarter of 2001.

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Consolidated EBITDA loss, excluding a \$136.3 million gain on the sale of wireless licenses, was \$119.0 million, an increase from the loss of \$85.3 million reported for the previous quarter. Cricket's continued rapid growth during the fourth quarter was a primary factor in the increase in the consolidated EBITDA loss during the quarter.

Leap's consolidated net loss for the fourth quarter was \$79.6 million, or \$2.17 per share, compared to a net loss of \$160.7 million or \$4.43 per share, in the prior quarter. Leap's consolidated net loss, adjusted to eliminate the gain on the sale of a portion of its wireless licenses in the Salt Lake City and Provo, Utah Basic Trading Areas, was \$215.9 million or \$5.88 per share.

Leap's total cash and cash equivalents, unrestricted investments, and deposits on Auction #35 as of December 31, 2001 were \$411.1 million.

Leap's property and equipment, net of depreciation, rose to \$1,112.3 million at December 31, 2001, an increase of \$682.1 million over that reported at December 31, 2000.

**Forward-Looking Statements**

Except for the historical information contained herein, this report contains forward-looking statements reflecting management's current forecast of certain aspects of Leap's future. Some forward-looking statements can be identified by forward-looking words such as believe, think, may, could, will, estimate, continue, anticipate, intend, seek, plan, expect, should, would and similar expressions. This information, which Leap has assessed but which by its nature is dynamic and subject to rapid and even abrupt changes. Leap's actual results could differ materially from those stated or implied by such forward-looking statements due to risks and uncertainties associated with Leap's business. Factors that could cause actual results to differ include, but are not limited to: changes in the economic conditions of the various markets Leap's subsidiaries serve which could adversely affect the market for wireless services; Leap's ability to access capital markets; a failure to meet the operational, financial or other covenants contained in Leap's credit facilities; Leap's failure to obtain the amendments to the credit facilities which Leap has requested; Leap's ability to rollout networks in accordance with its plans, including receiving equipment and backhaul and interconnection facilities on schedule from third parties; failure of network systems to perform according to expectations; the effect of competition; the acceptance of Leap's product offering by its target customers; Leap's ability to retain customers; Leap's ability to maintain its cost, market penetration and pricing structure in the face of competition; technological challenges in developing wireless information services and customer acceptance of such services if developed; Leap's ability to integrate the businesses and technologies it acquires; rulings by courts or the FCC adversely affecting Leap's rights to own and/or operate certain wireless licenses or impacting its rights and obligations to acquire the licenses on which Leap was the high bidder in Auction #35; the impacts on the global and domestic economies and the financial markets of recent terrorist activities, the ensuing declaration of war on terrorism and the continued threat of terrorist activity and other acts of war or hostility; and other factors detailed in the section entitled Risk Factors included in Leap's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2001 and in Leap's other SEC filings. The forward-looking statements should be considered in the context of these risk factors. Investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements. Leap undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

In addition, EBITDA and EBITDAM are financial measures used in the financial community, and ARPU, CPGA, CCU and churn are metrics used in the wireless telecommunications industry. None of these terms are measures of financial performance under generally accepted accounting principles in the United States.

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Leap is a trademark of Leap Wireless International, Inc. Cricket is a registered trademark of Cricket Communications, Inc.

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**Table of Contents****LEAP WIRELESS INTERNATIONAL, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In Thousands)

	<u>December 31,</u>	
	<u>2001</u>	<u>2000</u>
	(Unaudited)	
<b>Assets</b>		
Cash and cash equivalents		
	\$242,979	\$338,878
Short-term investments		
	81,105	199,106
Restricted short-term investments		
	27,628	28,129
Inventories		
	45,338	9,032
Notes receivable, net		
	33,284	138,907
Other current assets		
	22,044	12,746
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Total current assets		
	452,378	726,798
Property and equipment, net		
	1,112,284	430,193
Investment in unconsolidated wireless operating company		
	34,691	
Wireless licenses, net		
	718,222	265,635
Goodwill and other intangible assets, net		
	43,613	30,297
Restricted investments		
	13,127	37,342
Deposits for wireless licenses		
	85,000	91,772
Other assets		
	26,271	30,679
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Total assets		
	\$2,450,895	\$1,647,407

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**Liabilities and Stockholders  
Equity**

Accounts payable and accrued  
liabilities  
\$147,695 \$58,735  
Current portion of long-term debt  
26,049  
Other current liabilities  
55,843 65,690

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Total current liabilities  
229,587 124,425  
Long-term debt  
1,676,845 897,878  
Other long-term liabilities  
186,023 41,846

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Total liabilities  
2,092,455 1,064,149

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Stockholders' equity:

Preferred stock

Common stock

4 3

Additional paid-in capital

1,148,337 893,401

Unearned stock-based  
compensation

(5,138) (10,019)

Accumulated deficit

(786,195) (302,898)

Accumulated other comprehensive  
income

1,432 2,771



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Total stockholders' equity  
358,440 583,258

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Total liabilities and stockholders  
equity  
\$2,450,895 \$1,647,407

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**LEAP WIRELESS INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)  
(In Thousands, Except Per Share Data)**

	<u>Three Months Ended</u>		<u>Year Ended</u>	
	<u>December 31,</u>			
	<u>2001</u>	<u>2000</u>	<u>2001</u>	<u>2000</u>
<b>Revenues:</b>				
Service revenues	\$93,468	\$9,057	\$215,917	\$40,599
Equipment revenues	10,404	5,205	39,247	9,718
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Total revenues	103,872	14,262	255,164	50,317
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<b>Operating expenses:</b>				
Cost of service	(37,507)	(6,545)	(94,510)	(20,821)
Cost of equipment	(85,723)	(24,038)	(202,355)	(54,883)
Selling and marketing	(44,240)	(15,979)	(115,222)	(31,709)
General and administrative	(55,360)	(28,195)	(152,051)	(85,640)
Depreciation and amortization	(50,385)	(7,312)	(119,177)	(24,563)

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Total operating expenses  
 (273,215) (82,069) (683,315) (217,616)  
 Gain on sale of wireless licenses  
 136,258 143,633

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Operating loss  
 (33,085) (67,807) (284,518) (167,299)  
 Equity in net loss of investments in and loans receivable  
 from unconsolidated wireless operating companies  
 3,562 (6,623) (54,000) (78,624)  
 Interest income  
 2,801 14,539 26,424 48,477  
 Interest expense  
 (54,358) (31,450) (178,067) (112,358)  
 Foreign currency transaction gains (losses)  
 (118) 867 (1,257) 13,966  
 Gain on sale of subsidiary  
 313,432  
 Gain on issuance of stock by unconsolidated wireless  
 operating company  
 32,602  
 Other income (expense), net  
 (163) (65) 8,443 1,913

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Income (loss) before income taxes and extraordinary items  
 (81,361) (90,539) (482,975) 52,109  
 Income taxes  
 1,721 (12,992) (322) (47,540)

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Income (loss) before extraordinary items  
(79,640) (103,531) (483,297) 4,569  
Extraordinary loss on early extinguishment of debt  
(4,737)

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Net income (loss)  
\$(79,640) \$(103,531) \$(483,297) \$(168)

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Basic net income (loss) per common share:

Income (loss) before extraordinary items  
\$(2.17) \$(3.82) \$(14.27) \$0.18  
Extraordinary loss  
(0.19)

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Net income (loss)  
\$(2.17) \$(3.82) \$(14.27) \$(0.01)

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Diluted net income (loss) per common share:

Income (loss) before extraordinary items  
\$(2.17) \$(3.82) \$(14.27) \$0.14  
Extraordinary loss  
(0.15)

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Net income (loss)  
\$(2.17) \$(3.82) \$(14.27) \$(0.01)

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Shares used in per share calculations:

Basic  
36,683 27,121 33,861 25,398

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Diluted  
36,683 27,121 33,861 32,543

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OPERATIONAL METRICS  
(UNAUDITED)**

	As of and for the Quarter Ended			
	December 31, 2001	September 30, 2001	June 30, 2001	March 31, 2001
Gross additions	473,372	301,189	179,883	163,929
Deactivations				
78,724 48,792 47,026 17,364				
Net additions				
394,648 252,397 132,857 146,565				
End of period customers				
1,119,106 724,458 472,061 339,204				
Weighted average customers				
898,876 560,544 394,124 262,048				
CPGA				
\$246 \$243 \$245 \$214				
Equipment subsidy associated with customer gross additions (in 000s)				
\$72,640 \$42,106 \$23,063 \$18,636				
Selling & marketing associated with customer gross additions (in 000s)				
\$43,850 \$31,209 \$20,985 \$16,504				
Covered POPs (2001 estimate in millions)				
24.3 19.5 12.9 9.5				
Penetration of covered POPs				
4.2% 3.7% 3.7% 3.6%				
Cumulative markets launched				
39 25 20 14				
Cumulative BTAs launched				
47 28 23 17				
Cell sites in service				
2,186 1,562 1,132 753				

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40 MARKET PLAN**

State	Market	BTA	Launched as of 12/31/01	Licensed POPs (2001 est.) (1)	Covered POPs (2001 est.) (1)
AR	Central Arkansas	Little Rock	X	971,470	413,673
	Pine Bluff	X	154,091	64,331	
	Hot Springs	X	140,502	49,263	
	Fort Smith(2)	Fort Smith	X	330,029	112,735
	Jonesboro	Jonesboro	X	182,637	93,122
	Northwest Arkansas(3)	Fayetteville	X	332,638	182,644
AZ	Phoenix(4)	Phoenix	X	3,539,920	2,951,523
	Tucson	Tucson	X	857,246	756,722
CA	Modesto-Merced	Modesto	X	507,765	348,579
	Merced	X	230,409	153,741	
	Visalia	Visalia	X	503,948	352,844
CO	Denver(5)	Denver/Boulder	X	2,759,099	2,279,310
	North Colorado(6)	Ft. Collins	X	256,324	213,919
	Greeley	X	184,429	145,495	
	Pueblo	Pueblo	X	316,376	127,964
GA	Columbus	Columbus	X	366,390	182,420
	Macon	Macon	X	668,632	229,179
ID	Boise	Boise	X	596,255	369,827
KS	Wichita	Wichita	X	660,794	512,300
MI	Kalamazoo and Battle	Kalamazoo	X	379,353	181,103
	Creek	Battle Creek		241,424	78,530
	Flint	Flint	X	508,496	319,481
	Jackson	Jackson	X	205,759	112,377
NC	Charlotte(7)	Charlotte	X	2,107,435	1,025,864



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Triad Area Greensboro/ X 1,469,394 625,148

Winston-Salem

Hickory(8) Hickory X 345,317 97,216

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40 MARKET PLAN (cont.)**

State	Market	BTA	Launched as of 12/31/01	Licensed POPs (2001 est.) (1)	Covered POPs (2001 est.) (1)
NE					
Lincoln(9) Lincoln	X	349,510	197,370		
Omaha(10) Omaha	X	998,073	567,720		
NM					
Albuquerque(4) (11) Albuquerque	X	842,451	646,759		
Santa Fe(12) Santa Fe	X	222,016	91,743		
NV					
Reno-Sparks and Reno	X	601,268	351,108		
Carson City					
NY					
Buffalo Buffalo		1,212,839	962,820		
Syracuse Syracuse	X	780,393	513,720		
OH					
Dayton Dayton/Springfield	X	1,221,056	858,783		
Toledo Toledo	X	789,824	510,564		
Sandusky	X	139,491	74,070		
OK					
Tulsa Tulsa	X	958,093	627,841		
OR					
Eugene(13) Eugene	X	325,831	246,192		
Salem(14) Salem	X	534,999	249,958		
PA					
Pittsburgh Pittsburgh	X	2,469,722	2,264,798		
TN					
Chattanooga(4) Chattanooga	X	572,258	327,581		
Knoxville Knoxville	X	1,130,516	484,568		
Memphis Memphis	X	1,565,645	976,263		
Middle Tennessee(4) Nashville	X	1,785,651	1,017,184		
Clarksville	X	268,476	120,806		
UT					
Wasatch Front Salt Lake City/Ogden	X	1,652,234	1,372,417		
Provo	X	384,722	328,395		
WA					
Spokane Spokane	X	751,212	469,888		

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**Total**  
**40 48 39 38,372,412 25,239,858**

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(1) Information relating to population and potential customers is based on 2001 population estimates provided by Easy Analytic Software, Inc. (EASI).

(2) Sister  
City  
calling  
plan  
available  
with  
Northwest  
Arkansas  
market.(3) Sister  
City  
calling  
plan  
available  
with Fort  
Smith  
market.(4) Slice  
market.(5) Sister  
City  
calling  
plan  
available  
with  
Northern  
Colorado  
market.

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- (6) Sister City calling plan available with Denver market.
  - (7) Sister City calling plan available with Hickory market.
  - (8) Sister City calling plan available with Charlotte market.
  - (9) Sister City calling plan available with Omaha market.
  - (10) Sister City calling plan available with Lincoln market.
  - (11) Sister City calling plan available with Santa Fe market.
  - (12) Sister City calling plan available with Albuquerque market.
  - (13) Sister City calling plan available with Salem market.
  - (14) Sister City calling plan available with Eugene market.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 11, 2002

LEAP WIRELESS INTERNATIONAL, INC.

By: /s/ THOMAS D. WILLARDSON

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Thomas D. Willardson  
Senior Vice President, Finance  
and Treasurer