

LEAP WIRELESS INTERNATIONAL INC

Form 8-K

May 04, 2007

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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): April 30, 2007

LEAP WIRELESS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

000-29752

33-0811062

(State or other jurisdiction of
incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

10307 Pacific Center Court

San Diego, California 92121

(Address of Principal Executive Offices)

(858) 882-6000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.03. Material Modifications to Rights of Security Holders.

On April 30, 2007, Cricket Communications, Inc. (Cricket), a wholly owned subsidiary of Leap Wireless International, Inc. (Leap), entered into a Third Supplemental Indenture, dated as of April 30, 2007, among Cricket, Wells Fargo Bank, N.A., as trustee, Leap and the other guarantors under the Indenture (the Third Supplemental Indenture), which amends and supplements the Indenture, dated as of October 23, 2006, among the Trustee, Cricket, Leap and the initial guarantors listed therein (the Indenture). The Indenture governs Cricket s 9.375% Senior Notes due 2014 (the Notes). As permitted by the Indenture, the Third Supplemental Indenture corrects and conforms certain provisions in the Indenture to provisions in the Description of Notes in Cricket s Offering Memorandum dated October 18, 2006 relating to the initial issuance of the Notes that were intended to be verbatim recitations of provisions in the Indenture but that were not properly reflected as such in the Indenture. The text of the Third Supplemental Indenture is attached hereto as Exhibit 4.3.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are filed herewith:

Exhibit No. Description

4.3.2 Third Supplemental Indenture, dated as of April 30, 2007, among Cricket, Wells Fargo Bank, N.A., as trustee, Leap and the other guarantors under the Indenture.

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SIGNATURES

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.

LEAP WIRELESS INTERNATIONAL, INC.

Date: May 4, 2007

By /s/ ROBERT J. IRVING, JR.

Name: Robert J. Irving, Jr.

Title: Senior Vice President and General
Counsel

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4.3.2 Third Supplemental Indenture, dated as of April 30, 2007, among Cricket, Wells Fargo Bank, N.A., as trustee, Leap and the other guarantors under the Indenture.