

LEAP WIRELESS INTERNATIONAL INC  
Form SC 13G/A  
September 28, 2004

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OMB APPROVAL  
OMB Number: 3235-0145  
Expires: December 31, 2005  
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hours per response...11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No.1)\*

Leap Wireless International, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.0001 per share

-----  
(Title of Class of Securities)

521863308

-----  
(CUSIP Number)

September 22, 2004

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\* The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act but shall be subject to all other provisions of the Act (however, see  
the Notes).

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CUSIP No. 521863308  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harbert Distressed Investment Master Fund, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

5,976,517

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

5,976,517

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,976,517

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO  
-----

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

HMC Distressed Investment Offshore Manager, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

5,976,517

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

5,976,517

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,976,517

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

-----

CUSIP No. 521863308

-----

1. NAME OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

HMC Investors, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,099,425

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,099,425

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,099,425

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

-----  
CUSIP No. 521863308  
-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Philip Falcone

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,099,425

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,099,425

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,099,425

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

-----  
CUSIP No. 521863308  
-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Raymond J. Harbert

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,099,425

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,099,425

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,099,425

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

-----  
CUSIP No. 521863308  
-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael D. Luce

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)   
(b)

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,099,425

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,099,425

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,099,425

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

-----  
CUSIP No. 521863308  
-----

Item 1(a). Name of Issuer:

Leap Wireless International, Inc.  
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(b). Address of Issuer's Principal Executive Offices:

10307 Pacific Center Court  
San Diego, California 92121  
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Item 2(a). Name, Principal Business Address, and Citizenship of Persons Filing:

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Harbert Distressed Investment Master Fund, Ltd. - Cayman Islands  
c/o International Fund Services (Ireland) Limited  
Third Floor, Bishop's Square  
Redmond's Hill  
Dublin 2, Ireland

HMC Distressed Investment Offshore Manager, L.L.C. - Delaware  
HMC Investors, L.L.C. - Delaware  
Philip Falcone - U.S.A.  
Raymond J. Harbert - U.S.A.  
Michael D. Luce - U.S.A.

555 Madison Avenue  
16th Floor  
New York, New York 10022  
United States of America

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(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share  
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(e). CUSIP Number:

521863308  
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Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with s.240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with s.240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.



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Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Harbert Distressed Investment Master Fund, Ltd. - 5,976,517  
HMC Distressed Investment Offshore Manager, L.L.C. - 5,976,517  
HMC Investors, L.L.C. - 6,099,425  
Philip Falcone - 6,099,425  
Raymond J. Harbert - 6,099,425  
Michael D. Luce - 6,099,425  
-----

(b) Percent of class:

Harbert Distressed Investment Master Fund, Ltd. - 10.0%  
HMC Distressed Investment Offshore Manager, L.L.C. - 10.0%  
HMC Investors, L.L.C. - 10.2%  
Philip Falcone - 10.2%  
Raymond J. Harbert - 10.2%  
Michael D. Luce - 10.2%  
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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Harbert Distressed Investment Master Fund, Ltd. - 0  
HMC Distressed Investment Offshore Manager, L.L.C. - 0  
HMC Investors, L.L.C. - 0  
Philip Falcone - 0  
Raymond J. Harbert - 0  
Michael D. Luce - 0

(ii) Shared power to vote or to direct the vote:

Harbert Distressed Investment Master Fund, Ltd. - 5,976,517  
HMC Distressed Investment Offshore Manager, L.L.C. - 5,976,517  
HMC Investors, L.L.C. - 6,099,425  
Philip Falcone - 6,099,425  
Raymond J. Harbert - 6,099,425  
Michael D. Luce - 6,099,425

(iii) Sole power to dispose or to direct the disposition of:

Harbert Distressed Investment Master Fund, Ltd. - 0  
HMC Distressed Investment Offshore Manager, L.L.C. - 0  
HMC Investors, L.L.C. - 0  
Philip Falcone - 0  
Raymond J. Harbert - 0  
Michael D. Luce - 0

(iv) Shared power to dispose or to direct the disposition of:

Harbert Distressed Investment Master Fund, Ltd. - 5,976,517  
HMC Distressed Investment Offshore Manager, L.L.C. - 5,976,517  
HMC Investors, L.L.C. - 6,099,425  
Philip Falcone - 6,099,425  
Raymond J. Harbert - 6,099,425  
Michael D. Luce - 6,099,425

Item 5. Ownership of Five Percent or Less of a Class.

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

N/A  
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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A  
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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A  
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Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A  
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Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A  
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Item 10. Certification.

(b) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):

By signing below I certify that, to the best of my knowledge and

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belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Harbert Distressed Investment Master Fund, Ltd.\*  
By: HMC Distressed Investment Offshore Manager, L.L.C.  
By: HMC Investors, L.L.C., Managing Member

By: /s/ Joel B. Piassick  
-----

HMC Distressed Investment Offshore Manager, L.L.C.\*  
By: HMC Investors, L.L.C., Managing Member

By: /s/ Joel B. Piassick  
-----

HMC Investors, L.L.C.\*

By: /s/ Joel B. Piassick  
-----

/s/ Philip Falcone\*  
-----  
Philip Falcone

/s/ Raymond J. Harbert\*  
-----  
Raymond J. Harbert

/s/ Michael D. Luce\*  
-----  
Michael D. Luce

September 27, 2004

\*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

Exhibit A

AGREEMENT

The undersigned agree that this amendment to Schedule 13G dated September 27, 2004 relating to the Common Stock, par value \$0.0001 per share of Leap Wireless International, Inc. shall be filed on behalf of the undersigned.

Harbert Distressed Investment Master Fund, Ltd.\*  
By: HMC Distressed Investment Offshore Manager, L.L.C.  
By: HMC Investors, L.L.C., Managing Member

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By: /s/ Joel B. Piassick  
-----

HMC Distressed Investment Offshore Manager, L.L.C.\*  
By: HMC Investors, L.L.C., Managing Member

By: /s/ Joel B. Piassick  
-----

HMC Investors, L.L.C.\*

By: /s/ Joel B. Piassick  
-----

/s/ Philip Falcone\*  
-----

Philip Falcone

/s/ Raymond J. Harbert\*  
-----

Raymond J. Harbert

/s/ Michael D. Luce\*  
-----

Michael D. Luce

\*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

03773.0003 #513531