

LEAP WIRELESS INTERNATIONAL INC
 Form 3
 March 06, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.			(Month/Day/Year)	LEAP WIRELESS INTERNATIONAL INC [LEAP]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O INTERNATIONAL FUND SERVICES LIMITED,Â THIRD FL, BISHOP'S SQUARE REDMOND'S HILL				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
				<input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other	
				(give title below) (specify below)	6. Individual or Joint/Group Filing(Check Applicable Line)
				*See Remarks	<input type="checkbox"/> Form filed by One Reporting Person
DUBLIN,Â L2Â 00000					<input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,800,000	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Common Stock	3,425,000	D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN, L2 00000	^	^ X	^	*See Remarks
HARBINGER HOLDINGS, LLC 555 MADISON AVENUE, 16TH FLOOR NEW YORK, NY 10022	^	^ X	^	*See Remarks
HARBINGER CAPITAL PARTNERS LLC 555 MADISON AVENUE, 16TH FLOOR NEW YORK, NY 10022	^	^ X	^	*See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022	^	^ X	^	*See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022	^	^ X	^	*See Remarks

Signatures

Harbinger Capital Partners Master Fund I, Ltd.(+), By: Harbinger Capital Partners LLC, By: Harbinger Holdings, LLC, Managing Member, By: /s/ Philip Falcone	03/06/2009
**Signature of Reporting Person	Date
Harbinger Holdings, LLC(+), By: /s/ Philip Falcone	03/06/2009
**Signature of Reporting Person	Date
Harbinger Capital Partners LLC(+), By: Harbinger Holdings, LLC, Managing Member, By: /s/ Philip Falcone	03/06/2009
**Signature of Reporting Person	Date
	03/06/2009

Harbinger Capital Partners Special Situations Fund, L.P.(+), By: Harbinger Capital Partners Special Situations GP, LLC, By: Harbinger Holdings, LLC, Managing Member, By: /s/ Philip Falcone

__Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations GP, LLC(+), By: Harbinger Holdings, LLC, Managing Member, By: /s/ Philip Falcone

03/06/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. (THE "MASTER FUND") AND/OR HARBINGER CAPITAL

(1) PARTNERS SPECIAL SITUATIONS FUND, L.P. (THE "SPECIAL SITUATIONS FUND") (COLLECTIVELY, THE "FUNDS"). ALL OTHER ENTITIES OR PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.

(2) These securities are owned by the Master Fund, which is a Reporting Person.

These securities may be deemed to be indirectly beneficially owned by the following: Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund, Harbinger Holdings, LLC ("Harbinger Holdings"), the managing member of

(3) Harbinger LLC and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund. Philip Falcone previously reported his beneficial ownership on a Form 3 filed on March 11, 2008 and has made required Form 4 filings since that date.

(4) Each entity or person listed in Footnotes 2 and 3 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such entity or person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(5) These securities are owned by the Special Situations Fund, which is a Reporting Person.

These securities may be deemed to be indirectly beneficially owned by the following: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund, Harbinger Holdings, the managing member of HCPSS and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.

(7) Each entity or person listed in Footnotes 5 and 6 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such entity or person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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Remarks:

(+)Â The Reporting Persons may be deemed to be a "group" for purposes of the amended. The Reporting Persons disclaim beneficial ownership of any securities deemed to be owned directly by the Reporting Persons. This report shall not be deemed an admission that the member of a group or the beneficial owner of any securities not directly owned by the Reporting

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.