

LEAP WIRELESS INTERNATIONAL INC  
Form SC 13D/A  
September 16, 2010

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**[Rule 13d-102]**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO § 240.13d-1(a) AND AMENDMENTS  
THERE TO FILED PURSUANT TO § 240.13d-2(a)  
(Amendment No. 9 )\***

Leap Wireless International, Inc.

(Name of Issuer)

Common Stock, Par Value \$.0001 Per Share

(Title of Class of Securities)

521863308

(CUSIP Number)

Doron Lipshitz, Esq.

O Melveny & Myers LLP

7 Times Square

New York, New York 10036

(212) 326-2000

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

September 14, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

\* 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 521863308

13D

Page 2 of 7 Pages

NAMES OF REPORTING PERSONS

1

MHR INSTITUTIONAL PARTNERS IIA LP

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

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 8,415,428

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

8,415,428

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,415,428

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.7%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

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CUSIP No. 521863308

13D

Page 3 of 7 Pages

NAMES OF REPORTING PERSONS

1

MHR INSTITUTIONAL ADVISORS II LLC

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

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 11,755,806

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

11,755,806

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

11,755,806

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

15.0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

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CUSIP No. 521863308

13D

Page 4 of 7 Pages

NAMES OF REPORTING PERSONS

1

MHR FUND MANAGEMENT LLC

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

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 15,537,869

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

15,537,869

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

15,537,869

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

19.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

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CUSIP No. 521863308

13D

Page 5 of 7 Pages

NAMES OF REPORTING PERSONS

1

MARK H. RACHESKY, M.D.

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

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 15,592,295

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

15,592,295



WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

15,592,295

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

19.9%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN; HC

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This statement on Schedule 13D (this Statement ) further amends and supplements, as Amendment No. 9, the Schedule 13D filed on August 26, 2004 (the Original Schedule 13D ), which was amended and restated on December 19, 2007 by Amendment No. 1 to the Original Schedule 13D ( Amendment No. 1 ), on December 20, 2007 by Amendment No. 2 to the Original 13D ( Amendment No. 2 ), on December 21, 2007 by Amendment No. 3 to the Original Schedule 13D ( Amendment No. 3 ), on December 24, 2007 by Amendment No. 4 to the Original 13D ( Amendment No. 4 ), on January 31, 2008 by Amendment No. 5 to the Original 13D ( Amendment No. 5 ), on June 1, 2009 by Amendment No. 6 to the Original 13D ( Amendment No. 6 ), on June 4, 2009 by Amendment No. 7 to the Original Schedule 13D ( Amendment No. 7 ) and on September 4, 2009 by Amendment No. 8 to the Original Schedule 13D ( Amendment No. 8 and, together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6 and Amendment No. 7, the Schedule 13D ) and relates to shares of common stock, par value \$0.0001 per share (the Common Stock ), of Leap Wireless International, Inc. (the Issuer ). Defined terms used in this Statement but not defined herein shall have the respective meanings given to such terms in Amendment No. 8.

**Item 4. Purpose of Transaction.**

Item 4 is hereby amended to add the following:

As further disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 14, 2010, the Board of Directors of the Issuer (the Board ) has adopted that certain Tax Benefit Preservation Plan between the Issuer and Mellon Investor Services LLC, as rights agent (as amended from time to time, the Plan ). The Plan includes a procedure whereby the Board will consider requests to exempt certain proposed acquisitions of Common Stock from the applicable ownership triggers under the Plan if the Board determines that the requested acquisition will not limit or impair the availability of the net operating losses to the Issuer. From time to time and in their sole discretion, the Reporting Persons may make such requests pursuant to the terms of the Plan.

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: September 16, 2010

MHR INSTITUTIONAL PARTNERS IIA LP

By: MHR Institutional Advisors II LLC,  
its General Partner

By: /s/ Hal Goldstein

Name: Hal Goldstein  
Title: Vice President

MHR INSTITUTIONAL ADVISORS II LLC

By: /s/ Hal Goldstein

Name: Hal Goldstein  
Title: Vice President

MHR FUND MANAGEMENT LLC

By: /s/ Hal Goldstein

Name: Hal Goldstein  
Title: Managing Principal

MARK H. RACHESKY, M.D.

By: /s/ Hal Goldstein, Attorney in Fact