

Virgin Mobile USA, Inc.
Form 3
October 10, 2007

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)

| | | | | | |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Feehan John D JR</p> <p>(Last) (First) (Middle)</p> <p>10 INDEPENDENCE BLVD, 2ND FLOOR</p> <p>(Street)</p> <p>WARREN,Â NJÂ 07059</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/10/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Virgin Mobile USA, Inc. [NYSE : VM]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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

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

(Instr. 5)

| | | | | | | | |
|---|-------------------|------------------|-------------------------------------|-----------------------|-------------------------|---|---|
| Class D Units of Virgin Mobile USA, LLC ⁽¹⁾ ⁽²⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock ⁽¹⁾ | 10,243 ⁽⁴⁾ | \$ ⁽⁴⁾ | D | Â |
| Options to Purchase Class D Units (right to buy) ⁽⁵⁾ | Â ⁽⁶⁾ | 08/06/2012 | Class A Common Stock ⁽⁵⁾ | 32,009 ⁽⁴⁾ | \$ 14.64 ⁽⁴⁾ | D | Â |
| Options to Purchase Class D Units (right to buy) ⁽⁵⁾ | Â ⁽⁷⁾ | 07/01/2015 | Class A Common Stock ⁽⁵⁾ | 8,536 ⁽⁴⁾ | \$ 17.45 ⁽⁴⁾ | D | Â |
| Stock Appreciation Rights ⁽⁸⁾ | Â ⁽⁹⁾ | 06/01/2012 | Class A Common Stock ⁽⁸⁾ | 17,072 ⁽⁴⁾ | \$ 17.45 ⁽⁴⁾ | D | Â |
| Stock Appreciation Rights ⁽⁸⁾ | Â ⁽¹⁰⁾ | 08/18/2012 | Class A Common Stock ⁽⁸⁾ | 25,607 ⁽⁴⁾ | \$ 19.95 ⁽⁴⁾ | D | Â |
| Stock Appreciation Rights ⁽⁸⁾ | Â ⁽¹¹⁾ | 12/18/2012 | Class A Common Stock ⁽⁸⁾ | 9,816 ⁽⁴⁾ | \$ 19.95 ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Feehan John D JR 10 INDEPENDENCE BLVD, 2ND FLOOR WARREN, NJ 07059 | Â | Â | Â Chief Financial Officer | Â |

Signatures

/s/ Nathan Marinoff,
Attorney-in-Fact

10/10/2007

**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).
- (1) Exchangeable for shares of Class A Common Stock of Virgin Mobile USA, Inc ("Class A Common Stock"), pursuant to the Reorganization and Purchase Agreement, dated as of October 10, 2007, by and among the Company, Virgin Mobile USA, LLC and other parties thereto (the "Reorganization Agreement").
- (2) Mr. Feehan's restricted Class D Units of Virgin Mobile USA, LLC ("Class D Units"), consisting of 24 units (which are exchangeable for 10,243 restricted shares of Class A Common Stock pursuant to the Reorganization Agreement) based on the assumed exchange ratio described below, were granted on May 23, 2007 and will vest 25% on May 23, 2008, 25% on May 23, 2009, 25% on May 23, 2010 and 25% on May 23, 2011.
- (3) Not applicable.
- (4) Based upon an assumed exchange ratio of 426.79 shares of Class A Common Stock for one LLC Unit.

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- (5) Exchangeable for options to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.
- (6) These options to purchase Class D Units were granted on August 6, 2002 and are fully vested.
These options to purchase Class D Units were granted on July 1, 2005 and vested 50% as of July 1, 2007, and will vest 25% on July 1, 2008 and 25% on July 1, 2009. The Stock Appreciation Rights will convert as of October 10, 2007 into option to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.
- (7) These Stock Appreciation Rights will convert as of October 10, 2007 into options to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.
- (8) These Stock Appreciation Rights were granted on June 1, 2006 and vested 25% as of June 1, 2007, will vest 25% on June 1, 2008, 25% on June 1, 2009 and 25% on June 1, 2010.
- (9) These Stock Appreciation Rights were granted on August 8, 2006 and vested 25% as of August 8, 2007, will vest 25% on August 8, 2008, 25% on August 8, 2009 and 25% on August 8, 2010.
- (10) These Stock Appreciation Rights were granted on December 18, 2006 and vested 25% as of August 8, 2007, will vest 25% on August 8, 2008, 25% on August 8, 2009 and 25% on August 8, 2010.
- (11) These Stock Appreciation Rights were granted on December 18, 2006 and vested 25% as of August 8, 2007, will vest 25% on August 8, 2008, 25% on August 8, 2009 and 25% on August 8, 2010.

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Remarks:

Exhibit 24.1 - Power of Attorney

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

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