

Branson Sir Richard
Form 4
October 18, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Corvina Holdings LTD

(Last) (First) (Middle)

LA MOTTE CHAMBERS,

(Street)

ST HELIER, X0 JE1 1BJ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Virgin Mobile USA, Inc. [VM]

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock ⁽⁴⁾ | 10/16/2007 | | A ⁽⁴⁾ | | 15,999 | A | (4) 15,999 | I | See Footnote ⁽⁴⁾ |
| Class A Common Stock | 10/16/2007 | | C ⁽⁵⁾ | | 22,791,533 | A | (5) 22,791,533 | D | |
| Class A Common Stock | 10/16/2007 | | C ⁽⁵⁾ | | 228 | A | (5) 228 | I | Owned by Cortaire Limited ^{(1) (2) (3)} |

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

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.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------|---|-----------------|----------------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Class A Units of Virgin Mobile USA, LLC (5) | (5) | 10/16/2007 | | C(5) | | | 1 (5) | (6) | (6) | Class A Common Stock | 22,9 |
| Class A Units of Virgin Mobile USA, LLC (5) | (5) | 10/16/2007 | | C(5) | | | 1 (5) | (6) | (6) | Class A Common Stock | |
| Class C Common Stock | (7) | 10/16/2007 | | C(5) | | 115,602 | | (6) | (6) | Class A Common Stock | 11 |
| Class C Common Stock | (7) | 10/16/2007 | | C(5) | | 1 | | (6) | (6) | Class A Common Stock | |
| Contractual obligation (obligation to sell) (8) | \$ 7.37 | 10/16/2007 | | C(8) | | | 1 (8) | 03/19/2007 | 07/05/2015 | Class A Common Stock | 73 |
| Option to Purchase Class A Common Stock (obligation to sell) (8) | \$ 7.37 | 10/16/2007 | | C(8) | | 73,390 | | 03/19/2007 | 07/05/2015 | Class A Common Stock | 73 |

| | | | | | | | | | |
|---|----------|------------|------------------|--------|------------------------|------------|------------|----------------------|----|
| Contractual obligation (obligation to sell) ⁽⁸⁾ | \$ 20.93 | 10/16/2007 | C ⁽⁸⁾ | | <u>1</u> <u>(8)</u> | 03/19/2007 | 12/20/2015 | Class A Common Stock | 54 |
| Option to Purchase Class A Common Stock (obligation to sell) ⁽⁸⁾ | \$ 20.93 | 10/16/2007 | C ⁽⁸⁾ | 54,421 | | 03/19/2007 | 12/20/2015 | Class A Common Stock | 54 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Corvina Holdings LTD LA MOTTE CHAMBERS ST HELIER, X0 JE1 1BJ | | X | | |
| Cortaire LTD LA MOTTE CHAMBERS ST. HELIER, X0 JE1 1BJ | | X | | |
| Gamay Holdings LTD LA MOTTE CHAMBERS ST. HELIER, X0 JE1 1BJ | | X | | |
| Virgin Group Holdings LTD LA MOTTE CHAMBERS ST. HELIER, X0 JE1 1BJ | | X | | |
| Branson Sir Richard THE VALLEY, VIRGIN GORDA NECKER ISLAND, D8 28036 | | X | | |
| Cougar Investments LTD ST. PAUL'S GATE NEW STREET ST. HELIER, X0 JE4 8YP | | X | | |
| Plough Investments LTD ST. PAUL'S GATE NEW STREET ST. HELIER, X0 JE4 8YP | | X | | |
| Deutsche Bank Trustee Services (Guernsey) LTD LEFEBVRE COURT LEFEBVRE STREET ST PETER PORT, GUERNSEY, X0 GY16EJ | | X | | |
| | | X | | |

RBC TRUSTEE (C.I.) LTD
LA MOTTE CHAMBERS
ST HELIER, X0 JE1 1BJ

Signatures

/s/ Nathan Marinoff, Authorized Signatory for Corvina Holdings
Limited

10/18/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

This Statement on Form 4 is filed jointly by (i) Corvina Holdings Limited ("Corvina"), (ii) Cortaire Limited ("Cortaire"), (iii) Gamay Holdings Limited ("Gamay"), (iv) Virgin Group Holdings Limited ("VGHL"), (v) Sir Richard Branson, (vi) Cougar Investments Limited ("Cougar"), (vii) Plough Investments Limited ("Plough"), (viii) Deutsche Bank Trustee Services (Guernsey) Limited ("DBTSG"), solely
(1) in its capacity as trustee on behalf of the Virgo Trust, The Libra Trust, the Jupiter Trust, the Mars Trust, the Venus Trust, the Leo Trust and The Gemini Trust (such trusts collectively referred to as the "DB Trusts"), and (ix) RBC Trustees (C.I.) Limited ("RBC Trustees"), solely in its capacity as trustee on behalf of The Aquarius Trust, The Aries Trust, the Capricorn Trust, The Pisces Trust and The Saturn Trust (such trusts collectively referred to as the "RBC Trusts"). (Continued to footnote 2)

Cortaire is a wholly-owned subsidiary of Corvina. Corvina is held as to approximately 87% by VGHL. The remaining 13% of Corvina is
(2) owned jointly by Gamay and certain senior executives of the Virgin Group. Gamay is a wholly owned subsidiary of VGHL. VGHL is jointly owned by Sir Richard Branson, Cougar, Plough, the DB Trusts and the RBC Trusts. The principal beneficiaries of the DB Trusts and the RBC Trusts are Sir Richard Branson and certain members of his family. (Continued to footnote 3).

Each reporting person other than Corvina disclaims beneficial ownership of the securities reported herein except to the extent of its
(3) pecuniary interest therein and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

Represents grants of an aggregate of 15,999 Restricted Stock Units to directors of Virgin Mobile USA, Inc. who are employed by the Virgin Group in connection with Virgin Mobile USA, Inc.'s regular director compensation arrangements. The reporting persons other than Cortaire may have a beneficial ownership interest in such Restricted Stock Units pursuant to arrangements between the Virgin Group
(4) and such directors. Each reporting person disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of all of such securities for purposes of Section 16 or any other purpose. The Restricted Stock Units vest 25% on October 10, 2008, 25% on October 10, 2009, 25% on October 10, 2010 and 25% on October 10, 2011.

Class A Units of Virgin Mobile USA, LLC were exchanged for shares of Class A Common Stock and Class C Common Stock of Virgin Mobile USA, Inc. ("Class A Common Stock" and "Class C Common Stock", respectively) pursuant to the Reorganization and Purchase Agreement, dated as of October 10, 2007, by and among the Virgin Mobile USA, Inc., Virgin Mobile USA, LLC and other parties thereto
(5) (the "Reorganization Agreement").

(6) Not applicable.

(7) Shares of Class C Common Stock are convertible into shares of Class A Common Stock at any time.

Two executives of the Virgin Group have contractual rights that, following the reorganization pursuant to the Reorganization Agreement,
(8) entitled the executives to purchase from Corvina an aggregate of 125,011 shares of Class A Common Stock subject to adjustment, at \$7.37 and \$20.93 per share, respectively.

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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