

Branson Sir Richard  
Form 4  
December 23, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

LA MOTTE CHAMBERS,

3. Date of Earliest Transaction (Month/Day/Year)  
12/22/2008

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

(Street)

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

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

ST HELIER, X0 JE1 1BJ

(City) (State) (Zip)

**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	12/22/2008		P		105,857	A	\$ 8.5
Class A Common Stock	12/23/2008		A <sup>(6)</sup>		96,000	A	<u>6</u>
Class A Common Stock							228

See Footnotes (4) (5) (6)  
Owned by Cortaire Limited. See Footnotes (1) (2) (3)

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

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SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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 X  
 ST. HELIER, X0 JE4 8YP

Deutsche Bank Trustee Services (Guernsey) LTD  
 LEFEBVRE COURT X  
 LEFEBVRE STREET  
 ST PETER PORT, GUERNSEY, X0 GY16EJ

## Signatures

See Signatures Included in  
 Exhibit 99.1 12/23/2008

\_\_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 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 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 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.

On October 16, 2007 an aggregate of 15,999 Restricted Stock Units was granted 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 previously reported that they may have a beneficial ownership interest in such Restricted Stock Units pursuant to arrangements between the Virgin Group 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. (Continued to footnote 5).

In connection with the vesting of 25% of the Restricted Stock Units on October 10, 2008, pursuant to arrangements between the Virgin Group and such directors, and as previously reported, Corvina purchased from the directors the 3,999 shares of Class A Common Stock deliverable upon such vesting. (Continued to footnote 6).

On December 23, 2008 an aggregate of 96,000 Restricted Stock Units was granted 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. Again the reporting persons other than Cortaire may have a beneficial ownership interest in such Restricted Stock Units pursuant to arrangements between the Virgin Group 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. These Restricted Stock Units vest 33-1/3% on November 1, 2009, 33-1/3% on November 1, 2010 and 33-1/3% on November 1, 2011. (Continued to footnote 7).

The aggregate number of Restricted Stock Units reported as beneficially owned following the foregoing grants reflects the forfeiture of 4,000 remaining unvested Restricted Stock Units granted on October 16, 2007 upon the resignation on December 12, 2008 of one of the directors of Virgin Mobile USA, Inc. who was employed by the Virgin Group.

(8)

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The number of shares of Class A Common Stock reported as directly owned by Corvina has been corrected to exclude the 228 shares that have been reported, both previously and in this Form 4, as indirectly owned through Cortaire.

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.