

LEAP WIRELESS INTERNATIONAL INC

Form POS AM

August 23, 2002

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As filed with the Securities and Exchange Commission on August 23, 2002

Registration No. 333-62654

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Post-Effective Amendment No. 1**

to

**Form S-3**

**REGISTRATION STATEMENT**

Under

**THE SECURITIES ACT OF 1933**

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**Leap Wireless International, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**4812**  
(Primary Standard Industrial  
Classification Code Number)  
**10307 Pacific Center Court**  
**San Diego, California 92121**  
**(858) 882-6000**

**33-0811062**  
(I.R.S. Employer  
Identification Number)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Agent for Service:**  
**HARVEY P. WHITE**  
**Chief Executive Officer**  
**Leap Wireless International, Inc.**  
**10307 Pacific Center Court**  
**San Diego, California 92121**  
**(858) 882-6000**

**Copies to:**  
**Barry M. Clarkson, Esq.**  
**Latham & Watkins**  
**12636 High Bluff Drive, Suite 300**  
**San Diego, California 92130**  
**(858) 523-5400**

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (Reg. No. 333-62654) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

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**DEREGISTRATION OF SECURITIES**

On June 8, 2001, Leap Wireless International, Inc. (the Registrant ) filed a registration statement on Form S-3 (No. 333-62654) (the Registration Statement ), which registered 155,460 shares of its common stock, par value \$0.0001 per share, for resale by the selling security holders named therein. The Registrant's contractual obligation to maintain the effectiveness of the Registration Statement has terminated. Pursuant to the undertaking contained in the Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to deregister all securities registered pursuant to the Registration Statement that remain unsold as of the date this Post-Effective Amendment No. 1 to Registration Statement is filed.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, County of San Diego, State of California, on August 23, 2002.

By: /s/ JAMES E. HOFFMANN

James E. Hoffmann  
Senior Vice President, General Counsel and  
Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>      | <u>Title</u>   | <u>Date</u>     |
|-----------------------|--|-----------------|
| /s/ HARVEY P. WHITE*  | Chief Executive Officer, Interim<br>Chief Financial Officer and Director<br>(Principal Executive and Financial<br>Officer) | August 23, 2002 |
| Harvey P. White       |  |                 |
| /s/ SUSAN G. SWENSON* | President, Chief Operating Officer<br>and Director   | August 23, 2002 |
| Susan G. Swenson      |  |                 |
| /s/ MANFORD LEONARD   | Vice President and Corporate<br>Controller<br>(Chief Accounting Officer)   | August 23, 2002 |
| Manford Leonard       |  |                 |
| /s/ JILL E. BARAD*    | Director   | August 23, 2002 |
| Jill E. Barad         |  |                 |
| Thomas J. Bernard     | Vice Chairman and Director   | August , 2002   |
| /s/ ANTHONY R. CHASE* | Director   | August 23, 2002 |
| Anthony R. Chase      |  |                 |
| /s/ ROBERT C. DYNES*  | Director   | August 23, 2002 |
| Robert C. Dynes       |  |                 |
| Thomas A. Page        | Director   | August , 2002   |

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/s/ MICHAEL B. TARGOFF\*

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Director

August 23, 2002

Michael B. Targoff

/s/ JEFFREY P. WILLIAMS\*

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Director

August 23, 2002

Jeffrey P. Williams

\*By:

/s/ JAMES E. HOFFMANN

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James E. Hoffmann  
Attorney-in-Fact