

LEAP WIRELESS INTERNATIONAL INC  
 Form 4  
 December 10, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Strickland Robert A

(Last) (First) (Middle)

C/O LEAP WIRELESS  
 INTERNATIONAL, INC., 5887  
 COPLEY DRIVE

(Street)

SAN DIEGO, CA 92111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 LEAP WIRELESS  
 INTERNATIONAL INC [LEAP]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/06/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Technical Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 or Price		
Common Stock	12/06/2013		F		8,786 (1)	D	\$ 17.09 66,214
Common Stock	12/09/2013		M		25,000	A	\$ 9.41 91,214
Common Stock	12/09/2013		S		25,000	D	\$ 17.0454 66,214 (2)

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

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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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 9.41	12/09/2013		M	25,000	(3) 03/14/2022	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Strickland Robert A C/O LEAP WIRELESS INTERNATIONAL, INC. 5887 COPLEY DRIVE SAN DIEGO, CA 92111			Chief Technical Officer	

## Signatures

By: Kristopher L. Hanson, Attorney-in-Fact For: Robert A. Strickland 12/10/2013

\_\_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).
- (1) Represents the withholding of shares to cover taxes due on vesting of restricted stock award.
- (2) The sale prices for this transaction ranged from \$17.00 to \$17.11. The filer hereby agrees to provide, upon request, full information regarding the number of shares sold at each separate price.
- (3) The option, representing a right to purchase a total of 100,000 shares, initially was scheduled to vest in four equal installments on March 14, 2013, March 14, 2014, March 14, 2015 and March 14, 2016. Leap Wireless International, Inc.'s Compensation Committee approved accelerating the vesting of the portion that was scheduled to vest on March 14, 2014 (25,000) effective December 6, 2013.

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.