

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

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

Form S-3

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

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 Chief Financial Officer and Director (Principal Executive and Financial Officer)	August 23, 2002
Harvey P. White		
/s/ SUSAN G. SWENSON*	President, Chief Operating Officer and Director	August 23, 2002
Susan G. Swenson		
/s/ MANFORD LEONARD	Vice President and Corporate Controller (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*

Director

August 23, 2002

Michael B. Targoff

/s/ JEFFREY P. WILLIAMS*

Director

August 23, 2002

Jeffrey P. Williams

*By:

/s/ JAMES E. HOFFMANN

James E. Hoffmann
Attorney-in-Fact