

LEAP WIRELESS INTERNATIONAL INC  
Form SC 13D  
October 14, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No.)

Leap Wireless International, Inc.\*  
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(Name of Issuer)

Common Stock  
-----

(Title of Class of Securities)

521863308  
-----

(CUSIP Number)

Joel B. Piassick  
2100 Third Avenue North, Suite 600  
Birmingham, Alabama 35203  
-----

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 14, 2008  
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(Date of Event which Requires Filing of This Statement)

\* IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER ENTITIES AND PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [X].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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- (1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 521863308  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Harbinger Capital Partners Master Fund I, Ltd.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)   
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS\*  
  
WC
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER  
  
0
8. SHARED VOTING POWER  
  
6,800,000
9. SOLE DISPOSITIVE POWER  
  
0
10. SHARED DISPOSITIVE POWER  
  
6,800,000
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
6,800,000
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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[\_]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8%

14. TYPE OF REPORTING PERSON\*

CO

CUSIP No. 521863308  
-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harbinger Capital Partners Offshore Manager, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

[\_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

6,800,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

6,800,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,800,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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[\_]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8%

14. TYPE OF REPORTING PERSON\*

CO

CUSIP No. 521863308  
-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

HMC Investors, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

[\_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

6,800,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

6,800,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,800,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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[\_]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8%

14. TYPE OF REPORTING PERSON\*

CO

CUSIP No. 521863308  
-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harbinger Capital Partners Special Situations Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

[\_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

3,425,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

3,425,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,425,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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[\_]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%

14. TYPE OF REPORTING PERSON\*

PN

CUSIP No. 521863308  
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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harbinger Capital Partners Special Situations GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

[\_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

3,425,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

3,425,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,425,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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[\_]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%

14. TYPE OF REPORTING PERSON\*

CO

CUSIP No. 521863308

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

HMC - New York, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

[\_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

3,425,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

3,425,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,425,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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[\_]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%

14. TYPE OF REPORTING PERSON\*

CO

CUSIP No. 521863308  
-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harbert Management Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

[\_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Alabama

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

3,425,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

3,425,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,425,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*



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[\_]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%

14. TYPE OF REPORTING PERSON\*

CO

CUSIP No. 521863308  
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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Philip Falcone

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

[\_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

10,225,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

10,225,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,225,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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[\_]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.8%

14. TYPE OF REPORTING PERSON\*

IN

CUSIP No. 521863308  
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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Raymond J. Harbert

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

[\_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

10,225,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

10,225,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,225,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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[\_]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.8%

14. TYPE OF REPORTING PERSON\*

IN

CUSIP No. 521863308  
-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael D. Luce

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

[\_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

10,225,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

10,225,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,225,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[\_]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.8%

14. TYPE OF REPORTING PERSON\*

IN

CUSIP No. 521863308  
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Item 1. Security and Issuer.

Leap Wireless International, Inc. (the "Issuer"), Common Stock, \$.0001 par value (the "Shares").

The principal executive offices of Issuer are located at 10307 Pacific Center Court, San Diego, CA, 92121.

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Item 2. Identity and Background.

(a-c,f) This Schedule 13D is being filed by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Management"), the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Fund"), Harbinger Capital Partners Special Situations GP, LLC, the general partner of the Special Fund ("HCPSS"), HMC - New York, Inc., the managing member of HCPSS ("HMCNY"), Harbert Management Corporation ("HMC"), the parent of HMCNY, Philip Falcone, a member of HMC Investors, a shareholder of HMC and the portfolio manager of the Master Fund and the Special Fund, Raymond J. Harbert, a member of HMC Investors and a shareholder of HMC, and Michael D. Luce, a member of HMC Investors and a shareholder of HMC (each of the Master Fund, Harbinger Management, HMC Investors, HMC, Special Fund, HCPSS, HMCNY, Philip Falcone, Raymond J. Harbert and Michael D. Luce may be referred to herein as a "Reporting Person" and collectively may be referred to as "Reporting Persons").

The Master Fund is a Cayman Islands corporation with its principal business address at c/o International Fund Services (Ireland) Limited, Third Floor, Bishop's Square, Redmond's Hill, Dublin 2, Ireland. Each of Harbinger Management, HMC Investors and HCPSS is a Delaware limited liability company. The Special Fund is a Delaware limited partnership. HMC is an Alabama corporation. HMCNY is a New York corporation. Each of Philip Falcone, Raymond J. Harbert and Michael D. Luce is a United States citizen. The principal business address for each of the Special Fund, HCPSS, HMCNY and Philip Falcone is 555 Madison Avenue, 16th Floor, New York, New York 10022. The principal business address for each of Harbinger Management, HMC Investors, HMC, Raymond J. Harbert and Michael D. Luce is 2100 Third Avenue North, Suite 600, Birmingham, Alabama 35203.

(d) None of Philip Falcone, Raymond J. Harbert or Michael D. Luce has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting

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or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

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### Item 3. Source and Amount of Funds or Other Consideration.

As of the date hereof the Master Fund may be deemed to beneficially own 6,800,000 Shares.

As of the date hereof Harbinger Management may be deemed to beneficially own 6,800,000 Shares.

As of the date hereof HMC Investors may be deemed to beneficially own 6,800,000 Shares.

As of the date hereof the Special Fund may be deemed to beneficially own 3,425,000 Shares.

As of the date hereof HCPSS may be deemed to beneficially own 3,425,000 Shares.

As of the date hereof HMCNY may be deemed to beneficially own 3,425,000 Shares.

As of the date hereof HMC may be deemed to beneficially own 3,425,000 Shares.

As of the date hereof Philip Falcone may be deemed to beneficially own 10,225,000 Shares.

As of the date hereof Raymond J. Harbert may be deemed to beneficially own 10,225,000 Shares.

As of the date hereof Michael D. Luce may be deemed to beneficially own 10,225,000 Shares.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.

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### Item 4. Purpose of Transaction.

The Reporting Persons have acquired their Shares for investment. The Reporting Persons evaluate their investment in the Shares on a continual basis. Other than as expressly set forth below, the Reporting Persons have no plans or proposals as of the date of this filing that relate to, or would result in, any of the actions enumerated in Item 4 of Schedule 13D.

The Reporting Persons expect to engage in discussions with management of the Issuer regarding the near and long term management and operation of the Issuer. The purpose of such discussions will be to communicate with the Issuer's management regarding the investment objectives of the Reporting Persons and to share with the Issuer's management such ideas as the Reporting Persons may have regarding the maximization of stockholder value.

The Reporting Persons reserve the right (a) to be in contact with members of the Issuer's management, the members of the Issuer's Board of Directors, other significant stockholders and others regarding alternatives that the Issuer could employ to increase stockholder value; (b) to effect transactions that would change the number of shares that the Reporting Persons may be deemed to beneficially own; (c) to act in concert with any other stockholders of the Issuer, or other persons, for a common purpose should the Reporting Persons determine to do so; and/or (d) to recommend courses of actions to the Issuer's management, the Issuer's Board of Directors, the Issuer's other stockholders and others.

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Item 5. Interest in Securities of the Issuer.

(a, b) As of the date hereof, the Master Fund may be deemed to be the beneficial owner of 6,800,000 Shares, constituting 9.8% of the Shares of the Issuer, based upon 69,209,326 Shares outstanding as of the date of this filing.

The Master Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 6,800,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 6,800,000 Shares.

(a, b) As of the date hereof, Harbinger Management may be deemed to be the beneficial owner of 6,800,000 Shares, constituting 9.8% of the Shares of the Issuer, based upon 69,209,326 Shares outstanding as of the date of this filing.

Harbinger Management has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 6,800,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 6,800,000 Shares.

(a, b) As of the date hereof, HMC Investors may be deemed to be the beneficial owner of 6,800,000 Shares, constituting 9.8% of the Shares of the Issuer, based upon 69,209,326 Shares outstanding as of the date of this filing.

HMC Investors has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 6,800,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 6,800,000 Shares.

(a, b) As of the date hereof, the Special Fund may be deemed to be the beneficial owner of 3,425,000 Shares, constituting 4.9% of the Shares of the Issuer, based upon 69,209,326 Shares outstanding as of the date of this filing.

The Special Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,425,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,425,000 Shares.

(a, b) As of the date hereof, HCPSS may be deemed to be the beneficial owner of 3,425,000 Shares, constituting 4.9% of the Shares of the Issuer, based upon 69,209,326 Shares outstanding as of the date of this filing.

HCPSS has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,425,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,425,000 Shares.

(a, b) As of the date hereof, HMCNY may be deemed to be the beneficial owner of 3,425,000 Shares, constituting 4.9% of the Shares of the Issuer, based upon 69,209,326 Shares outstanding as of the date of this filing.

HMCNY has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,425,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,425,000 Shares.

(a, b) As of the date hereof, HMC may be deemed to be the beneficial owner of 3,425,000 Shares, constituting 4.9% of the Shares of the Issuer, based upon 69,209,326 Shares outstanding as of the date of this filing.

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HMC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,425,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,425,000 Shares.

(a, b) As of the date hereof, Philip Falcone may be deemed to be the beneficial owner of 10,225,000 Shares, constituting 14.8% of the Shares of the Issuer, based upon 69,209,326 Shares outstanding as of the date of this filing.

Mr. Falcone has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 10,225,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 10,225,000 Shares.

(a, b) As of the date hereof, Raymond J. Harbert may be deemed to be the beneficial owner of 10,225,000 Shares, constituting 14.8% of the Shares of the Issuer, based upon 69,209,326 Shares outstanding as of the date of this filing.

Mr. Harbert has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 10,225,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 10,225,000 Shares.

(a, b) As of the date hereof, Michael D. Luce may be deemed to be the beneficial owner of 10,225,000 Shares, constituting 14.8% of the Shares of the Issuer, based upon 69,209,326 Shares outstanding as of the date of this filing.

Mr. Luce has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 10,225,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 10,225,000 Shares.

(c) The trading dates, number of Shares purchased and sold and price per share for all transactions in the Shares by the Reporting Persons in the past sixty days are set forth in Exhibit B.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

N/A

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Item 7. Material to be Filed as Exhibits.

THE FOLLOWING MATERIALS ARE FILED AS EXHIBITS TO THIS SCHEDULE 13D:

Exhibit A: Agreement between the Reporting Persons to file jointly  
Exhibit B: Schedule of Transactions in the Shares of the Issuer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Harbinger Capital Partners Master Fund I, Ltd.  
By: Harbinger Capital Partners Offshore Manager, L.L.C.  
By: HMC Investors, L.L.C., Managing Member

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By: /s/ Joel B. Piassick  
-----

Harbinger Capital Partners Offshore Manager, L.L.C.  
By: HMC Investors, L.L.C., Managing Member

By: /s/ Joel B. Piassick  
-----

HMC Investors, L.L.C.

By: /s/ Joel B. Piassick  
-----

Harbinger Capital Partners Special Situations Fund, L.P.  
By: Harbinger Capital Partners Special Situations GP, LLC  
By: HMC - New York, Inc., Managing Member

By: /s/ Joel B. Piassick  
-----

Harbinger Capital Partners Special Situations GP, LLC  
By: HMC - New York, Inc., Managing Member

By: /s/ Joel B. Piassick  
-----

HMC - New York, Inc.

By: /s/ Joel B. Piassick  
-----

Harbert Management Corporation

By: /s/ Joel B. Piassick  
-----

/s/ Philip Falcone  
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Philip Falcone

/s/ Raymond J. Harbert  
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Raymond J. Harbert

/s/ Michael D. Luce  
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Michael D. Luce

October 14, 2008

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13D, dated October 14, 2008 relating to the Common Stock, \$.0001 par value, of Leap Wireless International, Inc. shall be filed on behalf of the undersigned.



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Harbinger Capital Partners Master Fund I, Ltd.  
By: Harbinger Capital Partners Offshore Manager, L.L.C.  
By: HMC Investors, L.L.C., Managing Member

By: /s/ Joel B. Piassick  
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Harbinger Capital Partners Offshore Manager, L.L.C.  
By: HMC Investors, L.L.C., Managing Member

By: /s/ Joel B. Piassick  
-----

HMC Investors, L.L.C.

By: /s/ Joel B. Piassick  
-----

Harbinger Capital Partners Special Situations Fund, L.P.  
By: Harbinger Capital Partners Special Situations GP, LLC  
By: HMC - New York, Inc., Managing Member

By: /s/ Joel B. Piassick  
-----

Harbinger Capital Partners Special Situations GP, LLC  
By: HMC - New York, Inc., Managing Member

By: /s/ Joel B. Piassick  
-----

HMC - New York, Inc.

By: /s/ Joel B. Piassick  
-----

Harbert Management Corporation

By: /s/ Joel B. Piassick  
-----

/s/ Philip Falcone  
-----

Philip Falcone

/s/ Raymond J. Harbert  
-----

Raymond J. Harbert

/s/ Michael D. Luce  
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Michael D. Luce

October 14, 2008

Exhibit B

Exhibit B

Transactions in the Common Stock

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TRANSACTIONS BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

Date of Transaction -----	Number of Shares Purchase/(Sold) -----	Price per Share -----
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None

TRANSACTIONS BY HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

Date of Transaction -----	Number of Shares Purchase/(Sold) -----	Price per Share -----
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None

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