

LEAP WIRELESS INTERNATIONAL INC  
Form 8-A12B/A  
June 22, 2011

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-A/A  
(Amendment No. 1)  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
LEAP WIRELESS INTERNATIONAL, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)**

**Delaware**

**33-0811062**

(State of incorporation or organization)

(IRS Employer  
Identification No.)

**5887 Copley Drive  
San Diego, California**

**92111**

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of  
the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

Preferred Stock Purchase Rights

The Nasdaq Global Select Market

If this form relates to the registration of a Class of  
securities pursuant to Section 12(b) of the Exchange Act  
and is effective pursuant to General Instruction A.(c),  
please check the following box.

Securities Act registration statement file number to which this form relates: Not applicable

If this form relates to the registration of a class of  
securities pursuant to Section 12(g) of the Exchange Act  
and is effective pursuant to General Instruction A.(d),  
please check the following box.

(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of Class)

**Item 1. Description of Registrant's Securities to be Registered.**

On June 21, 2011, Leap Wireless International, Inc. (the Company ) and Mellon Investor Services LLC (the Rights Agent ) entered into the First Amendment (the First Amendment ) to the Tax Benefit Preservation Plan, dated as of September 13, 2010, by and between the Company and the Rights Agent (the Plan ). Under the First Amendment, the expiration date of the preferred stock purchase rights (the Rights ) issued under the Plan was accelerated from September 30, 2020 to June 21, 2011, which effectively terminates the Plan as of such date. Accordingly, as of the close of business on June 21, 2011, there are no longer any Rights associated with the outstanding shares of the Company's common stock and no person has any rights pursuant to the Plan. The entry into the First Amendment and the acceleration of the expiration of the Rights was authorized and approved by the Company's Board of Directors on June 16, 2011.

The above summary is not intended to be complete and is qualified in its entirety by reference to the complete text of the First Amendment, a copy of which is filed as Exhibit 1 hereto and is incorporated by reference herein.

**Item 2. Exhibits.**

Item 2 is hereby amended and supplemented by adding the following exhibit:

Exhibit No. Description

1. First Amendment to the Tax Benefit Preservation Plan, dated as of September 13, 2010, entered into as of June 21, 2011 by and between Leap Wireless International, Inc. and Mellon Investor Services LLC (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K dated June 21, 2011 of Leap Wireless International, Inc.).
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

LEAP WIRELESS INTERNATIONAL, INC.

Date: June 21, 2011

By: /s/ ROBERT J. IRVING, JR.

Name: Robert J. Irving, Jr.

Title: Senior Vice President and General  
Counsel

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EXHIBIT INDEX

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