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LEAP WIRELESS INTERNATIONAL INC
Form POS AM
April 23, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 23, 2001
Registration No. 333-64459

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 4
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LEAP WIRELESS INTERNATIONAL, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	4812	33-0811062
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

10307 PACIFIC CENTER COURT
SAN DIEGO, CALIFORNIA 92121
(858) 882-6000
(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:
SCOTT N. WOLFE, ESQ.
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 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, 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

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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(c) 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 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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DEREGISTRATION OF SECURITIES

On September 28, 1998, Leap Wireless International, Inc. filed a registration statement on Form S-1 (No. 333-64459) (the "Form S-1") which registered 2,271,060 shares of its common stock for issuance upon the possible future conversion of the Trust Convertible Preferred Securities of QUALCOMM Financial Trust I, a wholly-owned statutory business trust of QUALCOMM Incorporated, pursuant to a conversion agreement between Leap and Qualcomm. The Form S-1 was declared effective by the Commission on October 13, 1998.

As of the date of this Post-Effective Amendment No. 4 to the Form S-1, 2,268,732 shares of Leap's common stock have been issued pursuant to the Form S-1.

This Post-Effective Amendment No. 4 to the Form S-1 deregisters all of the 2,328 shares of common stock that remain unissued hereunder as of the date hereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 4 to the Registration Statement on Form S-1 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 April 23, 2001.

By: /s/ THOMAS D. WILLARDSON

Thomas D. Willardson
Senior Vice President, Finance and Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 4 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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SIGNATURE -----	TITLE -----	DATE -----
/s/ HARVEY P. WHITE* ----- Harvey P. White	Chief Executive Officer and Director (Chief Executive Officer)	April 23, 2001
/s/ SUSAN G. SWENSON* ----- Susan G. Swenson	President, Chief Operating Officer and Director	April 23, 2001
/s/ THOMAS D. WILLARDSON ----- Thomas D. Willardson	Senior Vice President, Finance and Treasurer (Chief Financial Officer)	April 23, 2001
/s/ STEPHEN P. DHANENS ----- Stephen P. Dhanens	Vice President and Controller (Chief Accounting Officer)	April 23, 2001
/s/ JILL E. BARAD ----- Jill E. Barad	Director	April 23, 2001
/s/ THOMAS J. BERNARD* ----- Thomas J. Bernard	Vice Chairman and Director	April 23, 2001
----- Alejandro Burillo Azcarraga	Director	April , 2001
/s/ ANTHONY R. CHASE ----- Anthony R. Chase	Director	April 23, 2001
/s/ ROBERT C. DYNES ----- Robert C. Dynes	Director	April 23, 2001
----- Scot B. Jarvis	Director	April , 2001
/s/ MICHAEL B. TARGOFF* ----- Michael B. Targoff	Director	April 23, 2001
/s/ JEFFREY P. WILLIAMS* ----- Jeffrey P. Williams	Director	April 23, 2001
*By: /s/ JAMES E. HOFFMANN ----- James E. Hoffmann Attorney-in-Fact		