

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-10** | Period of Report: **2012-12-31**  
SEC Accession No. [0001181431-13-002828](#)

(HTML Version on [secdatabase.com](http://secdatabase.com))

### ISSUER

#### **LEAP WIRELESS INTERNATIONAL INC**

CIK: [1065049](#) | IRS No.: **330811062** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **4812** Radiotelephone communications

Mailing Address  
*5887 COPLEY DRIVE  
SAN DIEGO CA 92111*

Business Address  
*5887 COPLEY DRIVE  
SAN DIEGO CA 92111  
8588826000*

### REPORTING OWNER

#### **MHRC II LLC**

CIK: [1566450](#)  
Type: **3** | Act: **34** | File No.: [001-34865](#) | Film No.: **13523217**

Mailing Address  
*40 WEST 57TH STREET  
24TH FLOOR  
NEW YORK NY 10019*

Business Address  
*40 WEST 57TH STREET  
24TH FLOOR  
NEW YORK NY 10019  
212.262.0005*

# FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### INITIAL STATEMENT OF 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

<b>1. Name and Address of Reporting Person</b> <u>MHRC II LLC</u> <hr/> (Last)                      (First)                      (Middle) <u>40 WEST 57TH STREET, 24TH FLOOR</u> <hr/> (Street) <u>NEW YORK, NY 10019</u> <hr/> (City)                      (State)                      (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>12/31/2012</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>LEAP WIRELESS INTERNATIONAL INC [LEAP]</u> <hr/> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title below)                      _____ Other (specify below)	<b>5. If Amendment, Date Original Filed (Month/Day/Year)</b>  <hr/> <b>6. Individual or Joint/Group Filing (Check applicable line)</b> <input checked="" type="checkbox"/> Form Filed by One Reporting Person _____ Form Filed by More than One Reporting Person
--	---	--	--

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>11,755,806</u>	<u>I (1) (2) (3)</u>	<u>See Footnotes (1) (2) (3)</u>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

1. This Form 3 is being filed to report that MHRC II LLC, a Delaware limited liability company ("MHRC II"), became a beneficial owner of greater than 10% of the outstanding shares of common stock (the "Common Stock") of Leap Wireless International, Inc. (the "Issuer") solely as a result of a transfer of Mark H. Rachesky's membership interests in MHR Institutional Advisors II LLC, a Delaware limited liability company ("Institutional Advisors II") to MHRC II.
2. These shares of Common Stock consist of (i) 3,340,378 shares of Common Stock held for the account of MHR Institutional Partners II LP, a Delaware limited partnership ("Institutional Partners II"), and (ii) 8,415,428 shares of Common Stock held for the account of MHR Institutional Partners IIA LP, a Delaware limited partnership ("Institutional Partners IIA", and, together with Institutional Partners II, the "Funds"). (Continued in footnote 3).
3. Institutional Advisors II is the general partner of each of the Funds. In such capacity, Institutional Advisors II may be deemed to beneficially own the shares of Common Stock held for the accounts of each of the Funds. MHRC II is the managing member of Institutional Advisors II. In such capacity, MHRC II may be deemed to beneficially own the shares of Common Stock held for the accounts of each of the Funds.

## Signatures

MHRC II LLC, By: /s/ Janet Yeung, Name: Janet Yeung, Title: Authorized Signatory

01/10/2013

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**