

FALCONE PHILIP  
Form 4  
December 14, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HARBERT MANAGEMENT CORP

2. Issuer Name and Ticker or Trading Symbol  
LEAP WIRELESS INTERNATIONAL INC [LEAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE RIVERCHASE PARKWAY SOUTH,  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/12/2007

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

BIRMINGHAM, AL 35244

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (A) or (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |       |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|-------|---|--|
|                                 |                                      |  |                                | Code   | V   | Amount   | (A) or (D)  | Price |   |  |
| Common Stock                    | 12/12/2007                           |  | P                              | 100,000  | A   | \$ 35.89   | 5,700,000 <sup>(1)</sup> <sub>(2)</sub>               | I     | By Harbinger Capital Partners Master Fund I, Ltd. |  |
| Common Stock                    | 12/12/2007                           |  | P                              | 31,000   | A   | \$ 35  | 5,731,000 <sup>(1)</sup> <sub>(2)</sub>               | I     | By Harbinger Capital Partners                     |  |

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|              |            |   |        |   |          |  |   |  |
|--------------|------------|---|--------|---|----------|--|---|--|
| Common Stock | 12/13/2007 | P | 69,800 | A | \$ 35    | 5,800,800 <sup>(1)</sup><br><u>(2)</u> | I | Master Fund I, Ltd.<br><br>By Harbinger Capital Partners Master Fund I, Ltd. |
| Common Stock | 12/13/2007 | P | 83,333 | A | \$ 34.48 | 5,884,133 <sup>(1)</sup><br><u>(2)</u> | I | By Harbinger Capital Partners Master Fund I, Ltd.                            |
| Common Stock | 12/12/2007 | P | 50,000 | A | \$ 35.89 | 2,850,000 <sup>(3)</sup>               | I | By Harbinger Capital Partners Special Situations Fund, L.P.                  |
| Common Stock | 12/12/2007 | P | 15,500 | A | \$ 35    | 2,865,500 <sup>(3)</sup>               | I | By Harbinger Capital Partners Special Situations Fund, L.P.                  |
| Common Stock | 12/13/2007 | P | 34,900 | A | \$ 35    | 2,900,400 <sup>(3)</sup>               | I | By Harbinger Capital Partners Special Situations Fund, L.P.                  |
| Common Stock | 12/13/2007 | P | 41,667 | A | \$ 34.48 | 2,942,067 <sup>(3)</sup>               | I | By Harbinger Capital Partners Special Situations Fund, L.P.                  |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HARBERT MANAGEMENT CORP<br>ONE RIVERCHASE PARKWAY SOUTH<br>BIRMINGHAM, AL 35244 |               | X         |         |       |
| FALCONE PHILIP<br>555 MADISON AVE<br>16TH FLOOR<br>NEW YORK, NY 10022           |               | X         |         |       |
| HARBERT RAYMOND J<br>ONE RIVERCHASE PARKWAY SOUTH<br>BIRMINGHAM, AL 35244       |               | X         |         |       |
| LUCE MICHAEL D<br>ONE RIVERCHASE PARKWAY SOUTH<br>BIRMINGHAM, AL 35244          |               | X         |         |       |

## Signatures

Harbert Management Corporation, By: /s/ William R. Lucas, Jr.

12/14/2007

\_\_Signature of Reporting Person

Date

/s/ Philip Falcone

12/14/2007

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|                                 |            |
|---------------------------------|------------|
| __Signature of Reporting Person | Date       |
| /s/ Raymond J. Harbert          | 12/14/2007 |
| __Signature of Reporting Person | Date       |
| /s/ Michael D. Luce             | 12/14/2007 |
| __Signature of Reporting Person | Date       |

## Explanation of Responses:

- \* 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).
- (1) These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund").

These securities may be deemed to be beneficially owned by Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael D. Luce. HMC serves as managing member of the managing member of the investment manager of the Master Fund. Philip Falcone is the portfolio manager of the Master Fund and a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (2) These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"). These securities may be deemed to be beneficially owned by HMC, Philip Falcone, Raymond J. Harbert and Michael Luce. HMC wholly owns the managing member of the Special Situations Fund's general partner. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.