

LEAP WIRELESS INTERNATIONAL INC  
Form POSASR  
March 14, 2014

As filed with the Securities and Exchange Commission on March 14, 2014

Registration No. 333-157690  
Registration No. 333-157697  
Registration No. 333-163383

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

---

FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Post-Effective Amendment No. 1 to Form S-3 Registration Statement No. 333-157690  
Post-Effective Amendment No. 1 to Form S-3 Registration Statement No. 333-157697  
Post-Effective Amendment No. 1 to Form S-3 Registration Statement No. 333-163383

---

LEAP WIRELESS INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

---

Delaware  
(State or other jurisdiction of  
incorporation or organization)

33-0811062  
(I.R.S. Employer  
Identification Number)

5887 Copley Drive  
San Diego, CA 92111  
(858) 882-6000  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive  
offices)

S. Douglas Hutcheson  
Chief Executive Officer  
c/o Leap Wireless International, Inc.  
5887 Copley Drive  
San Diego, California 92111  
(858) 882-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
		(Do not check if a smaller reporting company)	

Deregistration of Securities

These Post-Effective Amendments are being filed to deregister unsold securities of Leap Wireless International, Inc. (the “Registrant”) that were registered on the following Registration Statements on Form S-3ASR (collectively, the “Registration Statements”):

- Registration Statement No. 333-157690, pertaining to the registration of an unspecified number of debt securities; common stock (with par value \$0.0001 per share, the “Common Stock”); preferred stock; warrants to purchase debt securities, preferred stock or depositary shares; rights to purchase Common Stock or preferred stock; securities purchase contracts; securities purchase units; depositary shares and guarantees of debt securities, for the purpose of issuance by the Registrant or, in the case of debt securities and guarantees of debt securities, certain of the Registrant’s subsidiaries, in each case from time to time at indeterminate prices;
- Registration Statement No. 333-157697, pertaining to the registration of up to 11,755,806 shares of Common Stock held by the security holders named therein, for the purpose of enabling such security holders to offer for resale such securities from time to time at fixed prices, prevailing market prices at the times of resale, prices related to the prevailing market prices, varying priced determined at times of sale or negotiated prices; and
- Registration Statement No. 333-163383, pertaining to the registration of up to 15,537,869 shares of Common Stock held by the security holders named therein, for the purpose of enabling such security holders to offer for resale such securities from time to time at fixed prices, prevailing market prices at the times of resale, prices related to the prevailing market prices, varying priced determined at times of sale or negotiated prices.

On July 12, 2013, the Registrant entered into the Agreement and Plan of Merger (the “Merger Agreement”) by and among the Registrant, AT&T Inc., a Delaware corporation (“Parent”), Laser, Inc., a Delaware corporation, and Mariner Acquisition Sub Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub”). Pursuant to the Merger Agreement, on March 13, 2014, Merger Sub merged with and into the Registrant, with the Registrant continuing as the surviving corporation and becoming a wholly owned subsidiary of Parent (the “Merger”).

In connection with the consummation of the Merger, the offerings pursuant to the Registration Statements have been terminated. In accordance with undertakings made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Registrant hereby removes from registration the securities of the Registrant registered but unsold under the Registration Statements. Each Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, California, on March 14, 2014. No other person is required to sign this Post-Effective Amendment to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.

LEAP WIRELESS INTERNATIONAL, INC.

By: /s/ S. Douglas Hutcheson  
Name: S. Douglas Hutcheson  
Title: Chief Executive Officer