

LEAP WIRELESS INTERNATIONAL INC

Form 8-K

April 13, 2005

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

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **April 12, 2005**

**LEAP WIRELESS INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

**000-29752**

**33-0811062**

(State or Other Jurisdiction of  
Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**10307 Pacific Center Court  
San Diego, California 92121**  
(Address of Principal Executive Offices)

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**(858) 882-6000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 7.01 Regulation FD Disclosure.

Item 9. Financial Statements and Exhibits.

SIGNATURES

EXHIBIT 99.1

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**Item 7.01 Regulation FD Disclosure.**

*Request for Waiver of Certain Defaults and Potential Defaults under Credit Agreement.*

On April 12, 2005, the registrant's wholly-owned operating subsidiary, Cricket Communications, Inc. (together with the registrant, the Company), requested a waiver of certain defaults and potential defaults under the Credit Agreement, dated as of January 10, 2005, among the Company, Bank of America, N.A. as Administrative Agent, Goldman Sachs Credit Partners L.P., Credit Suisse First Boston and the other lenders party thereto (the Credit Agreement). The Company cannot guarantee that the lenders under the Credit Agreement (the Lenders) will grant the waiver.

The Company's letter to the Lenders is attached as an exhibit.

**Item 9. Financial Statements and Exhibits.**

(c) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Letter from Cricket Communications, Inc. to the Lenders under the Credit Agreement, dated as of January 10, 2005, among the Company, Bank of America, N.A., Goldman Sachs Credit Partners L.P., Credit Suisse First Boston and the other lenders party thereto, dated April 12, 2005.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LEAP WIRELESS INTERNATIONAL, INC.

Date: April 12, 2005

By                     /s/ Dean M. Luvisa

Name: Dean M. Luvisa  
Title: Acting Chief Financial Officer and Treasurer

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**EXHIBIT INDEX**

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