

LEAP WIRELESS INTERNATIONAL INC

Form 424B3

March 08, 2002

**PROSPECTUS SUPPLEMENT DATED MARCH 8, 2002  
(TO PROSPECTUS DATED MAY 23, 2001)**

Filed pursuant to Rule 424(b)(3) and (c)  
Commission File No. 333-60390

**Leap Wireless International, Inc.**

**373,367 Shares of Common Stock**

This prospectus supplement supplements the prospectus, dated May 23, 2001, of Leap Wireless International, Inc. relating to the offer and sale by the selling security holders identified in the prospectus of up to 373,367 shares of Leap Wireless International, Inc. common stock. The shares offered by the prospectus were originally issued by us to the selling security holders in connection with an agreement and plan of merger among us, one of our wholly-owned subsidiaries and Backwire.com, Inc. This prospectus supplement should be read in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that information contained herein supersedes the information contained in the prospectus.

**SELLING SECURITY HOLDERS**

Recently, Val e-Investments, L.P. distributed the 7,918 shares of Leap common stock it owned to its limited partners, which distributees were not specifically named in the prospectus. The following table sets forth information with respect to the shares owned by these stockholders of Leap who were not specifically identified in the prospectus as selling security holders and updates the footnote information for RRR Financial, Inc. and S.A.C. Capital Associates, LLC. Under the rules of the Securities and Exchange Commission, beneficial ownership includes shares over which the indicated beneficial owner exercises voting and/or investment power or has the right to acquire voting and/or investment power within 60 days. The information regarding shares beneficially owned after the offering assumes the sale of all shares offered by the selling security holders. The table of selling security holders in the prospectus is hereby amended to include the following selling security holders and update the footnote information for RRR Financial, Inc. and SAC Capital Associates, LLC:

| Name                              | Number of<br>Shares<br>Beneficially<br>Owned<br>Prior to the<br>Offering | Number of<br>Shares<br>Being Offered | Shares Beneficially<br>Owned<br>After Offering |            |
|-----------------------------------|--|--------------------------------------|--|------------|
|                                   |  |                                      | Number   | Percentage |
| John J. Pendray                   | 1,006  | 1,006                                |  |            |
| Raymond W. Scott                  | 135  | 135                                  |  |            |
| RRR Financial, Inc.(1)            | 41   | 41                                   |  |            |
| S.A.C. Capital Associates, LLC(2) | 9,042  | 9,042                                |  |            |
| Val e-Investments, LLC(3)         | 78   | 78                                   |  |            |
| Vanguard Atlantic Ltd.(4)         | 6,699  | 6,699                                |  |            |

(1) Robert R. Rhinehart is the president of the selling security holder and has voting and investment power with respect to these shares.

(2) S.A.C. Capital Advisors, LLC and S.A.C. Capital Management, LLC, the investment

advisors to  
S.A.C.  
Capital  
Associates,  
LLC, each  
share all  
investment  
and voting  
power with  
respect to the  
shares of  
common  
stock that  
S.A.C.  
Capital  
Associates,  
LLC is  
offering in  
this  
prospectus.  
Mr. Steven A.  
Cohen  
controls  
S.A.C.  
Capital  
Advisors,  
LLC and  
S.A.C.  
Capital  
Management,  
LLC.(3) Jan  
Rumberger,  
manager, has  
voting and  
investment  
power with  
respect to  
these  
shares.(4) Officers  
of the selling  
security  
holder acting  
under board  
resolution  
have voting  
and  
investment  
power with  
respect to  
these shares.