

LEAP WIRELESS INTERNATIONAL INC  
Form DEFA14A  
July 26, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(RULE 14a-101)

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**LEAP WIRELESS INTERNATIONAL, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Leap Wireless International, Inc. ( Leap ) is filing the attached presentation materials in connection with Leap s solicitation of proxies for proposals to be voted on at its 2011 Annual Meeting of Stockholders. Leap may present the attached materials to stockholders and others on future occasions. The information contained in the attached presentation materials is summary information that is intended to be considered in the context of Leap s filings with the SEC and other public announcements. Leap undertakes no duty or obligation to publicly update or revise this information, although it may do so from time to time.

In connection with the 2011 Annual Meeting, Leap mailed to stockholders its definitive proxy statement filed with the SEC on June 28, 2011 (the Definitive Proxy Statement ). In addition, Leap files annual, quarterly and special reports, proxy and information statements and other information with the SEC. Stockholders are urged to read the Definitive Proxy Statement and other information because they contain important information about Leap and the proposals to be presented at the 2011 Annual Meeting. These documents are available free of charge at the SEC s website at [www.sec.gov](http://www.sec.gov) or from Leap at [www.leapwireless.com](http://www.leapwireless.com). The contents of the websites referenced herein are not deemed to be incorporated by reference into the Definitive Proxy Statement.

Leap and its directors, executive officers and certain employees may be deemed to be participants in the solicitation of proxies from stockholders in connection with the election of directors and other proposals to be voted on at the 2011 Annual Meeting. Information regarding the interests, if any, of these directors, executive officers and specified employees is included in the Definitive Proxy Statement filed by Leap with the SEC.

LEAP WIRELESS INTERNATIONAL, INC.  
Response to Institutional Shareholder Services Report  
July 25, 2011

2  
Presentation of Financial and Other Important Information  
Presentation of Financial Information  
Historical  
financial  
and  
operating  
data

in  
this  
presentation  
reflect  
the  
consolidated  
results  
of  
Leap  
Wireless  
International,  
Inc.  
(the  
Company  
or  
Leap )

and  
its  
subsidiaries  
and  
consolidated  
joint ventures for the periods indicated. The term voice services  
refers to the Company's Cricket Wireless, Muve Music  
and Cricket PAYGo

service offerings, and the term broadband  
services  
refers

to  
the  
Company's  
Cricket  
Broadband  
service.

This  
presentation  
includes  
financial  
information  
prepared  
in  
accordance  
with  
accounting  
principles  
generally  
accepted  
in  
the

United States ( GAAP ), as well as other financial measures referred to as non-GAAP. The non-GAAP financial measures, w  
Customer Addition (CPGA), Cash Cost Per User (CCU) and adjusted operating income before depreciation and amortization (

substitutes for, the information prepared in accordance with GAAP. For definitions of these non-GAAP financial measures and see

the  
information  
under  
the  
heading  
Financial  
Reports

Non-GAAP  
Financial  
Measures  
in  
the  
Investor  
Relations  
section  
of  
Leap's  
corporate  
website  
([investor.leapwireless.com](http://investor.leapwireless.com)).

Proxy Solicitation

In connection with the solicitation of proxies, Leap filed with the SEC on June 28, 2011 a definitive proxy statement and has filed proposals to be presented at Leap's 2011 Annual Stockholders Meeting (the 2011 Annual Meeting). Leap also mailed the definitive proxy statement to its stockholders. In addition, Leap files annual, quarterly and special reports, proxy and information statements and other information with the SEC. Leap's stock information because they contain important information about Leap and the proposals to be presented at the 2011 Annual Meeting website ([www.sec.gov](http://www.sec.gov)) or from Leap ([www.leapwireless.com](http://www.leapwireless.com)). The contents of the websites referenced herein are not deemed to constitute an offer by Leap and its directors, executive officers and certain employees may be deemed to be participants in the solicitation of proxies from Leap's stockholders in connection with the election of directors and other matters to be proposed at Leap's 2011 Annual Meeting. Information regarding the interests, if any, of these persons is included in the definitive proxy statement filed by Leap with the SEC.

Forward-Looking Statements

This  
presentation  
contains  
forward-looking  
statements  
within  
the  
meaning  
of  
the  
Private  
Securities  
Litigation  
Reform



Act  
of  
1995.

Such  
statements  
reflect  
management's  
current

expectations based on currently available operating, financial and competitive information, but are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those anticipated in or implied by the forward-looking statements. Our forward-looking statements include our expectations regarding our future product and service plan offerings, future plans to transition to LTE and expected results of our operations, and the appointment of nominees to the board of directors and are generally identified with words such as "believe,"

"think," "expect,"  
"estimate,"  
"intend,"  
"seek,"  
"anticipate,"  
"continue,"  
"plan,"  
"will,"  
"could,"  
"should,"  
"may"

and similar expressions. Risks, uncertainties and assumptions that could affect our forward-looking statements include, among other things, changes in demand for our services from our customers in an extremely competitive marketplace; the duration and severity of the current economic downturn in the United States; changes in interest rates, consumer credit conditions, consumer debt levels, consumer confidence, unemployment rates, energy costs and other macroeconomic factors; the impact of competitors

and our strategic initiatives; our ability to successfully implement product and service plan offerings, expand our retail distribution and execute our other strategic activities; our ability to obtain and maintain roaming and wholesale services from other carriers at cost-effective rates; our ability to report financial results over financial reporting; our ability to attract, integrate, motivate and retain an experienced workforce, including members of our sales and marketing services, which could exceed our expectations, and our ability to manage or increase network capacity to meet increasing customer demand in the future at a reasonable cost or on a timely basis; our ability to

comply with the covenants in any credit agreement, indenture or other similar instrument governing any of our existing or future

debt, including our indebtedness; our ability to effectively integrate, manage and operate our new joint venture in South Texas; failure of our network to meet our expectations and risks associated with the upgrade or transition

of certain of those systems, including our billing system; and other factors detailed in the section entitled "Risk Factors" included in our periodic reports filed with the SEC, including our Quarterly Report on Form 10-Q for the quarter ended March 31, 2012.

All forward-looking statements included in this presentation should be considered in the context of these risks. We undertake no obligation to update or revise our forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks and uncertainties, the forward-looking statements included in this presentation may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. We do not intend and do not place undue reliance on our forward-looking statements.

As investors review the analysis from Institutional Shareholder Services (ISS), they should take into account critical information that we believe **ISS failed to consider in making its** recommendation, including:

Pentwater s  
opportunistic,

short-term  
history  
of  
trading  
in  
Leap  
stock  
and  
its  
track  
record  
of  
disregarding  
other  
stockholders  
interests

MHR s  
long-term  
focus,  
track  
record  
of  
producing  
stockholder  
value

The  
lack  
of  
qualifications  
of  
the  
director  
nominees  
proposed  
by  
Pentwater  
and  
the  
risk  
we  
believe  
is  
posed  
to  
stockholder  
value  
if  
these

nominees  
are  
elected  
to  
the  
Leap  
Board

Extensive telecommunications experience of Leap's nominees

Leap's  
positive  
financial  
and  
operating  
performance  
compared  
to  
its  
relevant  
peer  
group

The  
success  
of  
Leap's  
broadband  
strategy

The  
Leap  
Board  
recommends  
that  
you  
vote  
FOR  
the  
slate  
of  
qualified  
Leap  
nominees  
on  
the  
WHITE  
proxy  
card  
and

encourages

you

to

simply

discard

any

gold

proxy

card

sent

to

you

by

Pentwater

3

Leap believes ISS has failed to consider critical information  
in making its recommendation

What ISS Failed to Consider:

Pentwater's Interests Not Aligned with Stockholders

Pentwater's track record reveals its **opportunistic short-term focus** and in

Leap's view Pentwater has **no interest in providing value to other** stockholders.

In contrast, MHR is a private equity fund with a **long-term focus** that has provided **tremendous value** to other stockholders.

-

Pentwater has **sold and shorted** Leap stock since announcing the proxy contest whereas MHR has **never sold or shorted** Leap stock.

-

Net of its short position, **Pentwater's holdings represent only ~1%** of Leap's shares, whereas **MHR holds ~20%** of Leap's shares.

-

Pentwater **sold down its entire position** in Post Properties prior to placing a director on the Post board.

-

Pentwater risked the interests of all other BPW Acquisition Corp. stock and warrant holders by attempting to **hold up** the merger of BPW and Talbots in order to **extract further value for itself**.

-

Pentwater has **no track record of producing value at public** companies whereas **Loral's stock price has increased ~340%** since September 2008, all while three of Leap's nominees served on the board.

Pentwater's interests aligned with other stockholders and

would give unaffiliated shareholders a strong voice in the boardroom.

ISS says

Reality

4

MHR supported Leap **replacing ~30% of its vice presidents and other** members of senior management last year in order to ensure that it had the right management team in place to execute Leap's current operational strategy. MHR not willing to hold management and other board members accountable

What ISS Failed to Consider:  
Halbower's Lack of Experience and Long-Term Interest  
...Halbower is the most obvious  
candidate  
and will be able to  
contribute immediately to board  
deliberations and strategic  
discussions.



ISS says . . .

Reality

5

Halbower has no relevant telecommunications experience he has **never** worked for, managed or sat on the board of a telecommunications company.

Halbower has nothing new to propose. We believe Pentwater's plan for Leap is vague, misinformed and **does not contain a single idea** that the Board hasn't either implemented or initiated with significantly more depth.

Halbower **never asked to speak to the Leap Board or management team** to discuss Pentwater's operational proposals

we believe this is because he simply **doesn't have anything new to propose.**

In our view, Halbower's firm (Pentwater) takes a short-term approach to investing and his track record suggests he is not likely to have a vested interest in giving stockholders a voice in the boardroom:

In 2008, Pentwater ran a proxy contest at Post Properties, which was settled by allowing David R. Schwartz to stand for election to the board. Schwartz served on the Post board for **only 14 months.**

Even before Mr. Schwartz joined

Post's  
board,  
Pentwater  
had  
already  
sold  
its  
entire  
position  
in  
Post  
common  
stock.

Between the time Pentwater announced its proxy contest and when Schwartz resigned, Post's share price **dropped 57%**.

What ISS Failed to Consider:  
Poor Track Record of Pentwater's Nominees

The dissident has explicitly  
identified two nominees

Switz  
and Roscitt

with extensive,

relevant senior-level industry  
experience.  
ISS says . . .  
Reality  
6

Switz  
and Roscitt  
are experienced in the telecom industry  
experienced in  
presiding over the destruction of value  
for stockholders in the telecom  
industry.

While Roscitt  
was Chairman and CEO of ADC Telecommunications, its stock price  
plummeted  
84%.  
During  
his  
tenure  
on  
the  
board  
of  
Net2Phone,  
Net2Phone's  
stock  
price  
declined  
60%,  
and  
during  
his  
time  
on  
Sequoia  
Software's  
board,  
Sequoia's  
stock  
price  
fell  
44%.

Switz  
has a similar track record. ADC Telecommunications was sold for **16% less**  
per share  
than the share price when Switz  
became CEO seven years earlier

(after succeeding Roscitt). During Switz's tenure on the board of Micron Technology, Micron's stock price had **declined 54%**, and during his tenure on the board of Hickory Tech Corporation, Hickory's stock price **declined 22%**.

What ISS Failed to Consider:  
Experience of Leap's Directors and Nominees  
ISS says . . .  
Reality

7

Other than the CEO, this  
[telecom] experience [of the  
incumbent directors] appears

to be largely their experience as directors of Leap . Moreover, with its two newest nominees the board appears to have continued its pattern of nominating candidates without any operating experience in the industry.

Simply **not true** that Leap s directors and nominees lack relevant experience.

Dr. Rachesky serves as Chairman of Loral Space & Communications (satellite communications) and Telesat Canada (satellite communications for television and telephone networks).

Mr. Targoff is a director of Loral and ViaSat (satellite/digital communications) an d was **founder and principal** of a private investment company focused on early-stage companies in **telecommunications and related industries**.

Mr. Harkey has been an **executive of and investor in** companies in diverse industries, including retail, hospitality and **telecommunications and serves on** the Loral Board.

Mr. Leavitt (a Leap nominee) is a managing director and the current head of

global technology,  
media and telecommunications  
at an investment bank.

Ms. Kruger (a Leap nominee) served as an executive vice president of **Qwest**  
Communications  
(residential and business telecom services) and **Excel**  
Communications  
(integrated voice and data communications products and  
services).

Mr. Hutcheson, Leap's president, CEO, a director and a member of Leap's founding  
management team served as vice president, marketing in the Wireless  
Infrastructure Division at **Qualcomm Incorporated**  
(mobile technologies).



What ISS Failed to Consider:  
Positive Performance Compared to Relevant Peers  
ISS says  
Reality  
8  
MetroPCS is Leap's nearest  
and most relevant  
peer and

compares Leap's financial and operational performance only to MetroPCS in its report

There is only a 5% overlap in markets between Leap and MetroPCS.

There is a **greater than 90% overlap in markets between Leap and Sprint, Verizon, T-Mobile and AT&T.**

When Leap's performance is viewed within the broader prepaid wireless section, Leap compares favorably as demonstrated by 1Q11 results:

Leap **penetration rate (6%)** within the prepaid segment as a percentage of covered POPs was higher than T-Mobile (3%) and Sprint (5%) and just behind Tracfone (7%).

Leap **average revenue per user (ARPU)** of \$39.35 increased near the highest in the prepaid segment, ahead of Sprint, T-Mobile and Tracfone.

Leap **churn (3.1%)** was among the **lowest in the prepaid segment**, again ahead of Sprint, T-Mobile and Tracfone.

ISS says  
Reality  
9

Leap's cost structure is  
excessive relative to PCS

Leap operates in 65 markets whereas MetroPCS operates in only 13

Leap's markets have **significantly less population density** than MetroPCS, although the size of Leap's operating markets (on a covered POPs basis) has continued to grow with each wave of markets launched since 2000

Despite the difference in population density, **Leap has been able to deliver** comparable sales, general and administrative costs to MetroPCS when compared on an apples-to-apples basis only a 6% average difference in SG&A per covered POP over the last four quarters. Leap's foray into broadband diverted and wasted considerable corporate resources and endorses that PCS, by contrast, eschewed a broadband strategy.

ISS fails to understand that Leap's 3G strategy has been a strong success

- Broadband service has contributed **over \$72 million of adjusted OIBDA** over the last four quarters

- Established a **solid foundation** for Leap's current smartphone offerings

Carriers who skipped the initial broadband investment are now forced, due to slow LTE adoption, to spend substantial additional capital to upgrade their 2G networks and improve the significantly limited customer

experience

for

3G smartphones on their networks

-

Other carriers likely to **lose subscribers**

frustrated with poor performance

of their 3G smartphone devices on 2G networks

What ISS Failed to Consider:

Comparable SG&A and 3G Success

APPENDIX

*% of Coverage Overlap with Leap (Based on Square Miles)*  
Leap Has Minimal Coverage Overlap with MetroPCS vs.  
Other Wireless Peers

11

Source: CoverageRight from American Roamer Database

13  
65  
Leap  
MetroPCS  
Leap Operates in More Markets with Less Population  
Density than MetroPCS  
Covered POPs (MM)  
(2)



:  
95  
99  
Total Markets  
(1)  
Based  
upon  
information  
in  
MetroPCS's  
annual  
report  
on  
Form  
10-K  
for  
the  
year  
ended  
December  
31,  
2010;  
MetroPCS  
markets  
include  
Los  
Angeles,  
New  
York  
City,  
San  
Francisco,  
Dallas,  
South  
Florida,  
Detroit,  
Boston/Hartford,  
Philadelphia,  
Atlanta,  
North  
Florida,  
Sacramento,  
Central  
Florida  
and  
Las  
Vegas  
(2)  
Covered  
POPs

calculated  
based  
on  
95.3M  
POPs  
for  
Leap  
and  
98.7M  
POPs  
for  
MetroPCS  
7.6  
1.5  
Leap  
MetroPCS  
741  
874  
Leap  
MetroPCS  
Average Covered POPs  
Per Market (MM)  
Average Density Per Market  
(Covered POPs / Square Mile)  
(1)  
12

Leap SG&A Comparable to MetroPCS

13

Leap SG&A comparable to Metro SG&A on apples-to-apples comparison

Metro reports SG&A in aggregate (1Q11: \$169.8M); identifies selling cost component (1Q11: \$91.9M) in CPGA reconciliation

Leap separately reports G&A (1Q11: \$95.4M) and selling cost (1Q11: \$109.8M)

Leap,  
however,  
includes  
Customer  
Care  
and  
Billing  
expense  
(1Q11:  
\$33.7M)  
in  
reported  
G&A;  
Metro  
does  
not  
include  
in  
reported G&A  
but instead includes in Cost of Service

Bar  
charts  
above  
eliminate  
\$33.7M  
of  
Leap  
1Q11  
Customer  
Care  
and  
Billing  
expense  
from  
Leap  
G&A  
to  
align  
with  
Metro  
SG&A reporting methodology

Leap sells greater percentage of handsets in Company-owned stores. Leap Selling Cost reflects expenses related to larger number of retail stores and retail store employees

Source: Leap's and MetroPCS's quarterly reports on Form 10-Q and related earnings releases for the quarter ended March 31, 2011. Covered POPs calculations based on 95.3M POPs for Leap and 98.7M POPs for MetroPCS

SG&A Per Covered POP 1Q09  
1Q11  
14

Leap currently operates in 65 markets and MetroPCS operates in 13

Relative quarterly spending varies depending on companies  
respective market launch activities and

promotional efforts

Increased sales and marketing expense for Leap in 1Q09 due to market launch activities in Philadelphia and Chicago

Increased promotional efforts for Leap in 3Q09 in response to competitive Boost Mobile activity

Despite significant difference in number of markets, only a 6% average difference in SG&A per covered POP over last four quarters

Source:

Leap's  
and  
MetroPCS  
annual  
reports  
on  
Form  
10-K,  
quarterly  
reports  
on  
Form  
10-Q  
and/or  
earnings  
releases  
for  
the  
periods  
presented.