

Virgin Mobile USA, Inc.  
Form 8-K  
September 29, 2009

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

Washington, D.C. 20549

**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): September 25, 2009**

**Virgin Mobile USA, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-33735**  
(Commission File Number)

**20-8826316**  
(I.R.S. Employer

Identification Number)

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**10 Independence Boulevard**

**Warren, NJ**  
(Address of principal executive offices)

**(908) 607-4000**

**07059**  
(Zip Code)

**Registrant's telephone number, including area code**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On September 25, 2009, Virgin Mobile USA, L.P., the operating company of Virgin Mobile USA, Inc. (the Company ), entered into a Letter Agreement (the Letter Agreement ) with Sprint Spectrum, L.P. which amended the Amended and Restated PCS Services Agreement between the Company and Sprint Spectrum, L.P., dated October 16, 2007, as amended (the PCS Services Agreement ). Pursuant to the Letter Agreement, Sprint will apply a discount to the total charges under the PCS Services Agreement for voice and data services for each monthly billing cycle from August 1, 2009 through December 31, 2009. As previously disclosed in the Company s Current Report on Form 8-K dated July 27, 2009, the Company is party to a definitive transaction agreement with Sprint Nextel Corporation, an affiliate of Sprint Spectrum, L.P., in connection with the proposed acquisition of the Company by Sprint Nextel.

**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.

**Virgin Mobile USA, Inc.**

Date: September 29, 2009

/s/ Peter Lurie  
Name: Peter Lurie  
Title: General Counsel