

Virgin Mobile USA, Inc.
Form SC 13D
September 05, 2008

Table of Contents

Securities and Exchange Commission

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No.)*

VIRGIN MOBILE USA, INC.

(Name of Issuer)

Class A Common Stock, par value \$.01 per share

(Title of Class of Securities)

92769R108

(CUSIP Number)

Jin Mo Kim

SK Telecom Co., Ltd.

11 Euljiro 2 ga

Jung-gu, Seoul 100-999, Korea

+82-2-6100-1620

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 22, 2008

(Date of Event Which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.
:

TABLE OF CONTENTS

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Materials to be filed as Exhibits

Signature

EX-99.1: TRANSACTION AGREEMENT

EX-99.2: AMENDMENT NO. 1 TO REGISTRATION RIGHTS AGREEMENT

EX-99.3: AMENDED AND RESTATED STOCKHOLDERS AGREEMENT

EX-99.4: AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT

EX-99.5: AMENDED AND RESTATED BYLAWS

EX-99.6: JOINT FILING AGREEMENT

EX-99.7: CERTIFICATE OF DESIGNATIONS

EX-99.8: VOTING AGREEMENT

Table of Contents

CUSIP No. 92769R108

NAME OF REPORTING PERSON:

1 SK Telecom Co., Ltd.
S.S. or I.R.S. Identification Nos. of above persons

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 WC
OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6 Republic of Korea

SOLE VOTING POWER:

7

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **8**

52,040,314¹

| | | |
|-----------------------------|-----------|--|
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER: 14,133,917 ^{2,3} |
| WITH | 10 | SHARED DISPOSITIVE POWER: 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

52,040,314¹

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

63.1 %⁴

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

¹ Includes (i) 2,941,176 shares of Class A common stock issuable upon conversion of the Series A Preferred Stock of issuer beneficially owned by reporting person, subject to stockholder approval of the issuer, (ii) 10,999,373 shares of Class A common stock issuable upon conversion of the Common Units of Virgin Mobile USA, L.P. (an indirect, majority-owned subsidiary of the issuer) beneficially owned by reporting person, and (iii) 193,368 shares of Class A common stock beneficially owned by Helio, Inc., currently controlled by SK Telecom USA Holdings, Inc. This also includes 37,906,397 shares of Class A common stock of issuer beneficially owned by Sprint Ventures, Inc. and Corvina Holdings Limited (together with its affiliates). The reporting person, Sprint Ventures, Inc. and Corvina Holdings Limited (together with its affiliates) may be deemed to share beneficial ownership of the above-referenced shares as a result of the reporting person, Sprint Ventures, Inc., Corvina Holdings Limited and Cortaire Limited (an affiliate of Corvina Holdings Limited) being signatories to an Amended and Restated Stockholders Agreement, dated August 22, 2008, a copy of which is filed as Exhibit 99.3. The reporting person does not affirm the existence of a group with Corvina Holdings Limited (together with its affiliates) and Sprint Ventures, Inc. and disclaims beneficial ownership of the shares held by them. The reporting person is not responsible for the completeness and accuracy of the information concerning Corvina Holdings Limited and Sprint Venture Inc.

² Includes 29,005 shares of Class A common stock of issuer beneficially owned by Helio, Inc. and 1,649,905.95 common units of Virgin Mobile USA, L.P. beneficially owned by SK Telecom USA Holdings, Inc. that are being held in escrow to satisfy certain obligations of Helio Inc. and SK Telecom USA Holdings, Inc., respectively, pursuant to the terms of the Transaction Agreement (See Item 6).

³ Includes (i) 2,941,176 shares of Class A common stock issuable upon conversion of the Series A Preferred Stock of issuer beneficially owned by reporting person, subject to stockholder approval of the issuer, (ii) 10,999,373 shares of

Edgar Filing: Virgin Mobile USA, Inc. - Form SC 13D

Class A common stock issuable upon conversion of the Common Units of Virgin Mobile USA, L.P. (an indirect, majority-owned subsidiary of the issuer) beneficially owned by reporting person, and (iii) 193,368 shares of Class A common stock beneficially owned by Helio, Inc., currently controlled by SK Telecom USA Holdings, Inc.

⁴ Percentage calculated using an aggregate of 82,482,018 shares of Class A common stock currently outstanding, based upon the 53,233,237 shares of Class A common stock outstanding as reported by the issuer in its Form 10-Q for the quarterly period ended June 30, 2008.

- 2 -

Table of Contents

CUSIP No. 92769R108

NAME OF REPORTING PERSON:

- 1** SK Telecom USA Holdings, Inc.
S.S. or I.R.S. Identification Nos. of above persons

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- 2** (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

- 4** WC
OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- 5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

- 6** Delaware

SOLE VOTING POWER:

7

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY **8**

OWNED BY 52,040,314⁵

| | | |
|-----------------------------|-----------|--|
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER: 14,133,917 ^{6,7} |
| WITH | 10 | SHARED DISPOSITIVE POWER: 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

52,040,314⁵

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

63.1 %⁸

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

⁵ Includes (i) 2,941,176 shares of Class A common stock issuable upon conversion of the Series A Preferred Stock of issuer beneficially owned by reporting person, subject to stockholder approval of the issuer, (ii) 10,999,373 shares of Class A common stock issuable upon conversion of the Common Units of Virgin Mobile USA, L.P. (an indirect, majority-owned subsidiary of the issuer) beneficially owned by reporting person, and (iii) 193,368 shares of Class A common stock beneficially owned by Helio, Inc., currently controlled by SK Telecom USA Holdings, Inc. This also includes 37,906,397 shares of Class A common stock of issuer beneficially owned by Sprint Ventures, Inc. and Corvina Holdings Limited (together with its affiliates). The reporting person, Sprint Ventures, Inc. and Corvina Holdings Limited (together with its affiliates) may be deemed to share beneficial ownership of the above-referenced shares as a result of the reporting person, Sprint Ventures, Inc., Corvina Holdings Limited and Cortaire Limited (an affiliate of Corvina Holdings Limited) being signatories to an Amended and Restated Stockholders Agreement, dated August 22, 2008, a copy of which is filed as Exhibit 99.3. The reporting person does not affirm the existence of a group with Corvina Holdings Limited (together with its affiliates) and Sprint Ventures, Inc. and disclaims beneficial ownership of the shares held by them. The reporting person is not responsible for the completeness and accuracy of the information concerning Corvina Holdings Limited and Sprint Venture Inc.

⁶ Includes 29,005 shares of Class A common stock of issuer beneficially owned by Helio, Inc. and 1,649,905.95 common units of Virgin Mobile USA, L.P. beneficially owned by SK Telecom USA Holdings, Inc. that are being held in escrow to satisfy certain obligations of Helio Inc. and SK Telecom USA Holdings, Inc., respectively, pursuant to the terms of the Transaction Agreement (See Item 6).

Table of Contents

CUSIP No. 92769R108

NAME OF REPORTING PERSON:

1
Helio, Inc.
S.S. or I.R.S. Identification Nos. of above persons

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4
OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6
Delaware

SOLE VOTING POWER:

7

NUMBER OF 193,368

SHARED VOTING POWER:

SHARES
BENEFICIALLY **8**
OWNED BY

0

SOLE DISPOSITIVE POWER:

EACH
9

REPORTING

PERSON 193,368⁹

WITH SHARED DISPOSITIVE POWER:

10
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11
193,368

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13
0.2 %¹⁰

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14
CO

⁹ Includes 29,005 shares of Class A common stock of issuer beneficially owned by Helio, Inc. that are being held in escrow to satisfy certain obligations of Helio Inc. pursuant to the terms of the Transaction Agreement (See Item 6).

¹⁰ Percentage calculated using an aggregate of 82,482,018 shares of Class A common stock currently outstanding, based upon the 53,233,237 shares of Class A common stock outstanding as reported by the issuer in its Form 10-Q for the quarterly period ended June 30, 2008.

Table of Contents

Item 1. Security and Issuer.

Class A Common Stock, \$.01 par value
Virgin Mobile USA, Inc.
10 Independence Blvd.
Warren, NJ 07059

Item 2. Identity and Background.

(a) Name and Place of Organization:

This statement is filed jointly by the following (each a Reporting Person and together the Reporting Persons):

SK Telecom Co., Ltd. Republic of Korea

SK Telecom USA Holdings, Inc. Delaware

Helio, Inc. Delaware

(b) Principal Office and Business Address:

SK Telecom Co., Ltd.
11 Euljiro 2 ga
Jung-gu, Seoul 100-999, Korea

SK Telecom USA Holdings, Inc.
c/o SK Telecom Co., Ltd.
11 Euljiro 2 ga
Jung-gu, Seoul 100-999, Korea

Helio, Inc.
c/o SK Telecom Co., Ltd.
11 Euljiro 2 ga
Jung-gu, Seoul 100-999, Korea

(c) Principal Business:

Wireless telecommunications provider.

(d) Criminal Proceeding:

(e) Civil Proceeding:

Table of Contents

None of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining further violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws during the last five years.

(f) Citizenship:

Not applicable.

The name, place of residence, present principal occupation or employment and citizenship of each director and executive officer of the Reporting Persons are set forth in Schedule A, attached hereto and incorporated by reference.

Item 3. Source and Amount of Funds or Other Consideration

SK Telecom USA Holdings, Inc., a wholly owned subsidiary of SK Telecom Co., Ltd. (i) acquired 10,999,373 common units of Virgin Mobile USA, L.P. (convertible into 10,999,373 shares of Class A common stock of issuer) in exchange for its transfer of 316,504,681 preferred membership units of Helio LLC to Virgin Mobile USA, L.P. and (ii) acquired 25,000 shares of Series A Preferred Stock of issuer (convertible into 2,941,176 shares of Class A common stock of issuer subject to receiving the requisite approval of stockholders of issuer) in exchange for \$25 million in cash. Such consideration was paid out of the general operating funds of SK Telecom Co., Ltd.

Helio, Inc., currently controlled by SK Telecom USA Holdings, Inc., acquired 193,368 shares of Class A common stock of issuer in exchange for its transfer to the issuer of 5,564,149 common membership units of Helio LLC.

Item 4. Purpose of Transaction.

The Reporting Persons acquired beneficial ownership of the securities of the issuer pursuant to a business combination transaction in which Virgin Mobile USA, L.P. acquired all of the membership units of Helio LLC in exchange for the issuance to the Reporting Persons of 10,999,373 common units of Virgin Mobile USA, L.P. (that are convertible into 10,999,373 shares of Class A common stock of issuer) and 193,368 shares of Class A common stock of the issuer. In addition, SK Telecom USA Holdings, Inc. invested \$25 million in cash into the issuer in exchange for the issuance by the issuer of 25,000 shares of its newly issued Series A Preferred Stock.

In connection with the consummation of the business combination described herein, (i) the Bylaws of the issuer were amended and restated to provide, among other things, for (1) an increase in the size of the Board of Directors of the issuer from ten to eleven directors and (2) the right of SK Telecom USA Holdings, Inc. to appoint two directors to the Board of Directors of the issuer, subject to SK Telecom USA Holdings, Inc. continuing to hold certain

Table of Contents

minimum interests in the issuer and (ii) the Reporting Persons entered into several agreements relating to the control of the issuer and the securities of the issuer. These agreements are further discussed in Item 6 below.

Item 5. Interest in Securities of the Issuer.

(a) aggregate number and percentage of class of securities:

See line 11 and line 13 of each cover page.

(b) (i) sole power to vote or to direct the vote:

See line 7 of each cover page.

(ii) shared power to vote or to direct the vote:

See line 8 of each cover page.

(iii) sole power to dispose or to direct the disposition of:

See line 9 of each cover page.

(iv) shared power to dispose or to direct the disposition of:

See line 10 of each cover page.

(c) Other than as described in this 13D, there has been no transaction in securities of the issuer by the Reporting Persons during the last 60 days.

(d) 29,005 shares of Class A common stock of issuer owned by Helio, Inc. and 1,649,905.95 common units of Virgin Mobile USA, L.P. owned by SK Telecom USA Holdings, Inc. are being held in escrow to satisfy certain obligations of Helio Inc. and SK Telecom USA Holdings, Inc., respectively, pursuant to the terms of the Transaction Agreement (defined in Item 6 below) and shall not be sold until such time as they are released from such escrow arrangement (on or about March 31, 2010) or are used to satisfy such obligations. The Reporting Persons retain all voting power of such securities until such time as they are released from the escrow arrangement.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Transaction Agreement

Table of Contents

On August 22, 2008, in accordance with the terms and conditions set forth in the Transaction Agreement, dated June 27, 2008 (the Transaction Agreement), by and among the issuer, Virgin Mobile USA, L.P. (VMU Opco), Helio, Inc., Helio LLC, SK Telecom USA Holdings, Inc. (SK Telecom), EarthLink, Inc. (EarthLink) and Corvina Holdings Limited (Virgin Group), VMU Opco acquired all of the membership units of Helio LLC in exchange for the issuance of 12,806,632 common units of VMU Opco to SK Telecom and Earthlink and the issuance of 193,368 shares of Class A common stock of the issuer to Helio, Inc. In addition, each of Virgin Group and SK Telecom invested \$25 million in cash into the issuer in exchange for the issuance by the issuer of 25,000 shares of its newly issued Series A Preferred Stock of issuer. The Transaction Agreement is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Amendment to the Registration Rights Agreement

On August 22, 2008, in accordance with the terms of the Transaction Agreement, the issuer entered into Amendment No. 1 to the Registration Rights Agreement, dated as of October 16, 2007, by and among the issuer, Virgin Group, Cortaire Limited, a company incorporated in the British Virgin Islands (Cortaire), Sprint Ventures, Inc., a Kansas corporation (Sprint), Best Buy Co., Inc., and Freedom Wireless, Inc., pursuant to which, SK Telecom and EarthLink have been joined as parties to the Registration Rights Agreement. The Amendment No. 1 to the Registration Rights Agreement is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

Amended and Restated Stockholders Agreement

On August 22, 2008, in accordance with the terms of the Transaction Agreement, the issuer entered into the Amended and Restated Stockholders Agreement, by and among the issuer, Virgin Group, Cortaire, SK Telecom, and Sprint, pursuant to which SK Telecom has been joined as a party to the Amended and Restated Stockholders Agreement. The Amended and Restated Stockholders Agreement is filed as Exhibit 99.3 hereto and is incorporated herein by reference.

Amended and Restated Limited Partnership Agreement of VMU Opco

On August 22, 2008, in accordance with the terms of the Transaction Agreement, the issuer entered into the Amended and Restated Limited Partnership Agreement of VMU Opco (the Limited Partnership Agreement), by and among the issuer, VMU GP I, LLC, Bluebottle USA Holdings L.P., Sprint, SK Telecom and Earthlink, pursuant to which, (i) SK Telecom and Earthlink have been admitted as limited partners of VMU Opco, and (ii) a new series of preferred units of VMU Opco was created with designations, preferences and other rights, terms and conditions that were substantially similar to the designations, preferences and other rights, terms and conditions of the Series A Preferred Stock of issuer. The Amended and Restated Limited Partnership Agreement of VMU Opco is filed as Exhibit 99.4 hereto and is incorporated herein by reference.

Amendment of the Bylaws

On August 22, 2008, the issuer s Bylaws were amended and restated as contemplated in the Transaction Agreement. The Amended and Restated Bylaws of the issuer provide, among other

Table of Contents

things, (1) an increase in the size of the Board of Directors of the issuer from ten to eleven directors and (2) the right of SK Telecom to appoint two directors to the Board of Directors of the issuer, subject to SK Telecom continuing to hold certain minimum interests in the issuer. The Amended and Restated Bylaws of the issuer is filed as Exhibit 99.5 hereto and is incorporated herein by reference.

Certificate of Designations

On August 22, 2008, the issuer filed with the Secretary of State of the State of Delaware the Certificate of Designations of Series A Preferred Stock of Virgin Mobile USA, Inc., pursuant to which, the issuer created 50,000 shares of Series A Preferred Stock. Subject to the approval by the stockholders of the issuer, the Series A Preferred Stock will be convertible automatically for Class A common stock, par value \$0.01, of the issuer upon the earlier of (i) four years from the date of issuance and (ii) such time as the market price of the Class A common stock of the issuer exceeds \$8.50 per share. The Series A Preferred Stock of the issuer will have a 6% annual dividend and will be convertible at the option of the holder after 18 months after the date of issuance subject to the approval by the stockholders of the issuer. The Certificate of Designations of Series A Preferred Stock of the issuer is filed as Exhibit 99.6 hereto and is incorporated herein by reference.

Voting Agreements

On June 27, 2008, in connection with the execution of the Transaction Agreement, each of Virgin Group and Sprint entered into a Voting Agreement (each a Voting Agreement and together the Voting Agreements) with SK Telecom and, for limited purposes, the issuer, pursuant to which each of Virgin Group and Sprint agree to vote at any meeting of the stockholders of the issuer at a meeting called therefor, all shares of Class A common stock of issuer (and all other equity securities of issuer entitled to vote thereon) beneficially owned by it in favor of the approval of (i) the issuance of Class A common stock of issuer upon conversion of the Series A Preferred Stock of issuer, and (ii) the amendment of the Certificate of Incorporation of issuer to increase the number of authorized shares of Class B common stock of issuer to three and to include SK Telecom as a Founding Stockholder for purposes of Article VIII thereof. Each of the Voting Agreements is filed as Exhibit 99.8 hereto and is incorporated herein by reference.

Item 7. Materials to be filed as Exhibits.

- Exhibit 99.1 Transaction Agreement
- Exhibit 99.2 Amendment No. 1 to the Registration Rights Agreement
- Exhibit 99.3 Amended and Restated Stockholders Agreement
- Exhibit 99.4 Amended and Restated Limited Partnership Agreement of VMU Opco
- Exhibit 99.5 Amended and Restated Bylaws
- Exhibit 99.6 Joint Filing Agreement
- Exhibit 99.7 Certificate of Designations of Series A Preferred Stock
- Exhibit 99.8 Voting Agreement

Table of Contents

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 5th, 2008

SK Telecom Co., Ltd.

/s/ Tae Jin Park

Name: Tae Jin Park

Title: Vice President

SK Telecom USA Holdings, Inc.

/s/ Jin Woo So

Name: Jin Woo So

Title: President

Helio, Inc.

/s/ Won Hee Sull

Name: Won Hee Sull

Title: President

- 10 -

Table of Contents**Schedule A****Board of Directors and Executive Officers**

No person contained on this Schedule A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the past five years.

No person contained on this Schedule A has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining further violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws during the last five years.

SK Telecom Co., Ltd.:

| Name | Address | Office | Principal Occupation | Citizenship |
|---------------|---|--|--|--------------------|
| Shin Bae Kim | SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | President, Chief Executive Officer and Representative Director of SK Telecom Co., Ltd. | President, Chief Executive Officer and Representative Director | Korea |
| Sung Min Ha | SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Director and Head of Mobile Network Operations Business | Head of Mobile Network Operations Business of SK Telecom Co., Ltd. | Korea |
| Young Ho Park | SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | President & Chief Executive Officer of SK Holdings | President & Chief Executive Officer of SK Holdings | Korea |
| Hyun Chin Lim | SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Independent Non-executive Director | Dean, College of Social Science, Seoul National University | Korea |
| Dal Sup Shim | SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Independent Non-executive Director | Visiting Research Fellow, Institute for Global Economics | Korea |

Table of Contents

| Name | Address | Office | Principal Occupation | Citizenship |
|-----------------|---|---------------------------------------|--|--------------------|
| Rak Young Uhm | SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Independent Non-executive Director | Visiting Professor Graduate School of Public Administration, Seoul National University | Korea |
| Jay Young Chung | SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Independent Non-executive Director | Professor, Graduate School of Business Administration, Sung Kyun Kwan University | Korea |
| Jae Ho Cho | SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Independent Non-executive Director | Professor of Finance, College of Business Administration, Seoul National University | Korea |

SK Telecom USA Holdings, Inc.:

| Name | Address | Office | Principal Occupation | Citizenship |
|-------------|--|---------------|-----------------------------|--------------------|
| So Jin Woo | c/o SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | President | President | Korea |

Helio, Inc.:

| Name | Address | Office | Principal Occupation | Citizenship |
|---------------|--|---------------|--|--------------------|
| Kyong Mok Cho | c/o SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Director | Executive Vice President, SK Telecom Co., Ltd. | Korea |

Table of Contents

| Name | Address | Office | Principal Occupation | Citizenship |
|---------------|--|---------------------------|--|--------------------|
| Sky D. Dayton | c/o SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Director | Entrepreneur | US |
| Jin Woo So | c/o SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Director | President, Global Business, SK Telecom Co., Ltd. | Korea |
| Sung Won Suh | c/o SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Director | Executive Vice President, SK Telecom | Korea |
| Wonhee Sull | c/o SK Telecom Co., Ltd. 11 Euljiro 2 ga Jung-gu Seoul 100-999 Korea | Director and President | President | Korea |