

Virgin Mobile USA, Inc.
 Form 3
 October 10, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Messenger David R.J.</p> <p>(Last) (First) (Middle)</p> <p>10 INDEPENDENCE BLVD, 2ND FLOOR</p> <p>(Street)</p> <p>WARREN,Â NJÂ 07059</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/10/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Virgin Mobile USA, Inc. [NYSE : VM]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief People Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Class D Units of Virgin Mobile USA, LLC ⁽¹⁾ ⁽²⁾	Â ⁽³⁾	Â ⁽³⁾	Class A Common Stock ⁽¹⁾	8,963 ⁽⁴⁾	\$ ⁽⁴⁾	D	Â
Options to Purchase Class D Units (right to buy) ⁽⁵⁾	Â ⁽⁶⁾	07/11/2015	Class A Common Stock ⁽⁵⁾	42,679 ⁽⁴⁾	\$ 17.45 ⁽⁴⁾	D	Â
Stock Appreciation Rights ⁽⁷⁾	Â ⁽⁷⁾	06/01/2012	Class A Common Stock ⁽⁷⁾	51,215	\$ 17.45 ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Messenger David R.J. 10 INDEPENDENCE BLVD, 2ND FLOOR WARREN, NJ 07059	Â	Â	Â Chief People Officer	Â

Signatures

/s/ Nathan Marinoff,
Attorney-in-Fact

10/10/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Exchangeable for shares of Class A Common Stock of Virgin Mobile USA, Inc ("Class A Common Stock") pursuant to the
- (1) Reorganization and Purchase Agreement, dated as of October 10, 2007, by and among the Company, Virgin Mobile USA, LLC and other parties thereto (the "Reorganization Agreement").
 - (2) Mr. Messenger's Class D Units of Virgin Mobile USA, LLC ("Class D Units"), consisting of 100 Units, (exchangeable for 8,967 shares of Class A Common Stock pursuant to the Reorganization Agreement) based on the assumed exchange ratio described below, were granted on May 23, 2007 and will vest 25% on May 23, 2008, 25% on May 23, 2009, 25% on May 23, 2010 and 25% on May 23, 2011.
 - (3) Not applicable.
 - (4) Based upon an assumed exchange ratio of 426.79 shares of Class A Common Stock for one LLC Unit.
 - (5) Exchangeable for options to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.
 - (6) Mr. Messenger's options to purchase Class D Units were granted on July 11, 2005 and vested 50% as of July 11, 2007, will vest 25% on July 11, 2008 and 25% on July 11, 2009.
 - (7) Mr. Messenger's stock Appreciation Rights were granted on June 1, 2006 and will convert as of October 10, 2007 into options to purchase 51,215 shares of Class A Common Stock pursuant to the Reorganization Agreement. They vested 25% as of June 1, 2007, will vest 25% on June 1, 2008, 25% on June 1, 2009 and 25% on June 1, 2010.

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Remarks:

Exhibit 24.1 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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