

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)

1. Name and Address of Reporting Person *

Â Gilhuley Marie
(Last) (First) (Middle)

10 INDEPENDENCE BLVD,
2ND FLOOR

(Street)

WARREN,Â NJÂ 07059

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/10/2007

3. Issuer Name and Ticker or Trading Symbol
Virgin Mobile USA, Inc. [NYSE : VM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
CONTROLLER

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of Shares

(Instr. 5)

| | | | | | | | |
|---|------------------|------------------|--|-----------------------|-------------------------|---|---|
| Class D Units of Virgin Mobile USA, LLC ⁽¹⁾ ⁽²⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock ⁽¹⁾ | 5,121 ⁽⁴⁾ | \$ ⁽⁴⁾ | D | Â |
| Options to Purchase Class D Units (right to buy) ⁽⁵⁾ | Â ⁽⁶⁾ | 12/23/2012 | Class A Common Stock ⁽⁵⁾ | 28,595 ⁽⁴⁾ | \$ 14.64 ⁽⁴⁾ | D | Â |
| Options to Purchase Class D Units (right to buy) ⁽⁵⁾ | Â ⁽⁷⁾ | 01/13/2015 | Class A Common Stock ⁽⁵⁾ | 6,402 ⁽⁴⁾ | \$ 17.45 ⁽⁴⁾ | D | Â |
| Options to Purchase Class D Units (right to buy) ⁽⁵⁾ | Â ⁽⁸⁾ | 07/01/2015 | Class A Common Stock ⁽⁵⁾ | 8,536 ⁽⁴⁾ | \$ 17.45 ⁽⁴⁾ | D | Â |
| Stock Appreciation Rights | Â ⁽⁹⁾ | 06/01/2012 | Class A Common Stock ⁽⁹⁾ | 17,072 ⁽⁴⁾ | \$ 17.45 ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gilhuley Marie 10 INDEPENDENCE BLVD, 2ND FLOOR WARREN, NJ 07059 | Â | Â | Â CONTROLLER | 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).

(1) Exchangeable for shares of Class A common stock of Virgin Mobile USA, Inc ("Class D Common Stock"), pursuant to the 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) Ms. Gilhuley's restricted Class D Units of Virgin Mobile USA, LLC ("Class D Units"), consisting of 12 units (which are exchangeable for 5,121 restricted 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 of the one LLC unit.

(5) Exchangeable for stock options to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.

(6) These options to purchase Class D Units were granted on December 23, 2002 and fully vested.

(7)

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These options to purchase Class D Units were granted on January 13, 2005 and are 75% vested as of August 2, 2007 and will vest 25% on August 2, 2008.

- (8) These options to purchase Class D Units were granted on July 1, 2005 and vested 50% as of July 1, 2007, will vest 25% on July 1, 2008 and 25% on July 1, 2009.

- (9) Ms. Gilhuley's Stock Appreciation Rights were granted on June 1, 2006 and will convert as of October 10, 2007 into options to purchase 17,072 shares of Class A Common Stock pursuant to the Reorganization Agreement based on the assumed exchange ratio described below. 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.

Â

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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