

Virgin Mobile USA, Inc.
Form 15-12B
December 07, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 001-33735

VIRGIN MOBILE USA, INC.

(Exact name of registrant as specified in its charter)

10 Independence Boulevard

Warren, NJ 07059

Telephone: (908) 607-4000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Class A Common Stock, par value \$0.01 per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 1*

Pursuant to the requirements of the Securities Exchange Act of 1934, Virgin Mobile USA, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

DATE: December 7, 2009

By: /s/ Peter Lurie
Name: Peter Lurie
Title: Vice President

* Pursuant to the Agreement and Plan of Merger, dated as of July 27, 2009, by and among Virgin Mobile USA, Inc. (the

Company),
Sprint Nextel
Corporation
(Sprint Nextel)
and Sprint
Mozart, Inc., a
wholly owned
subsidiary of
Sprint Nextel
(Merger Sub),
Merger Sub
merged with
and into the
Company with
the Company
continuing as
the surviving
corporation in
the merger as a
wholly owned
subsidiary of
Sprint Nextel.