

Virgin Mobile USA, Inc.  
Form 8-K  
November 14, 2008

**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): November 14, 2008**

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 14, 2008, Virgin Mobile USA, Inc. (the Company) announced that its Chief Financial Officer, John Feehan, will remain with the Company in his current position. As disclosed in the Company's Current Report on Form 8-K filed September 17, 2008, Mr. Feehan had previously announced his intention to relocate to the Phoenix, Arizona area to become CFO of LifeLock®, a company engaged in identity theft protection.

In connection with this announcement, the registrant issued a press release, which is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to Item 5.02 of this Current Report, including Exhibit 99.1 hereto, shall not be considered filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such section, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended or under the Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth in such future filing that such information is to be considered filed or incorporated by reference therein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

The following exhibit relating to Item 5.02 shall be deemed to be furnished, and not filed:

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>          |
|--------------------|--|
| 99.1               | Press release issued November 14, 2008 |

**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: November 14, 2008

/s/ Peter Lurie

Name: Peter Lurie

Title: General Counsel