Branson Sir Richard
Form 4
November 25, 2009

FORM 4

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Corvina Holdings LTD

(Last) (First) (Middle)

LA MOTTE CHAMBERS,

(Street)

ST HELIER, X0 JE1 1BJ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Virgin Mobile USA, Inc. [VM]

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/24/2009		J(4)(5)		69,336	D	(5)	0	I	See Footnotes (4) (5)
Class A Common Stock	11/24/2009		J(4)(5)		69,336	A	(5)	23,005,161	D	
Class A Common Stock	11/24/2009		J(6)		228	D	(6)	0	I	Owned by Cortaire Limited. See Footnotes (1) (2) (3)

Class A Common Stock	11/24/2009		J(6)	23,005,161	D	(6)	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Corvina Holdings LTD LA MOTTE CHAMBERS ST HELIER, X0 JE1 1BJ		X		
Cortaire LTD LA MOTTE CHAMBERS ST. HELIER, X0 JE1 1BJ		X		
Gamay Holdings LTD LA MOTTE CHAMBERS ST. HELIER, X0 JE1 1BJ		X		
Virgin Group Holdings LTD LA MOTTE CHAMBERS ST. HELIER, X0 JE1 1BJ		X		
Branson Sir Richard RICHARD??S HOUSE THE VALLEY, VIRGIN GORDA		X		

NECKER ISLAND, D8 POBOX 1091	
Cougar Investments LTD ST. PAUL'S GATE NEW STREET ST. HELIER, X0 JE4 8YP	X
Plough Investments LTD ST. PAUL'S GATE NEW STREET ST. HELIER, X0 JE4 8YP	X
Deutsche Bank Trustee Services (Guernsey) LTD PO BOX 424, LEFEBVRE COURT LEFEBVRE STREET ST. PETER PORT, X0 GY1 3WT	X
RBC TRUSTEES (C.I.) LTD LA MOTTE CHAMBERS ST HELIER X0 JE1 1BJ, X0	X

Signatures

See Signatures Included in Exhibit 99.1	11/24/2009
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(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) This Statement on Form 4 is filed jointly by (i) Corvina Holdings Limited ("Corvina"), (ii) Cortaire Limited ("Cortaire"), (iii) Gamay Holdings Limited ("Gamay"), (iv) Virgin Group Holdings Limited ("VGHL"), (v) Sir Richard Branson, (vi) Cougar Investments Limited ("Cougar"), (vii) Plough Investments Limited ("Plough"), (viii) Deutsche Bank Trustee Services (Guernsey) Limited ("DBTSGL"), solely in its capacity as trustee on behalf of The Virgo Trust, The Libra Trust, The Jupiter Trust, The Mars Trust, The Venus Trust, The Leo Trust and The Gemini Trust (such trusts collectively referred to as the "DB Trusts"), and (ix) RBC Trustees (C.I.) Limited ("RBC Trustees"), solely in its capacity as trustee on behalf of The Aquarius Trust, The Aries Trust, The Capricorn Trust, The Pisces Trust and The Saturn Trust (such trusts collectively referred to as the "RBC Trusts") (Continued to footnote 2).

(2) Cortaire is a wholly-owned subsidiary of Corvina. Corvina is held as to approximately 87% by VGHL. The remaining 13% of Corvina is owned jointly by Gamay and certain senior executives of the Virgin Group. Gamay is a wholly owned subsidiary of VGHL. VGHL is jointly owned by Sir Richard Branson, Cougar, Plough, the DB Trusts and the RBC Trusts. The principal beneficiaries of the DB Trusts and the RBC Trusts are Sir Richard Branson and certain members of his family. (Continued to footnote 3).

(3) Each reporting person other than Corvina disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or any other purpose.

(4) On each of October 16, 2007 (the "2007 Grant") and December 23, 2008 (the "2008 Grant"), Restricted Stock Units were granted to directors of Virgin Mobile USA, Inc. who were employed by the Virgin Group in connection with Virgin Mobile USA, Inc.'s regular director compensation arrangements. The reporting persons other than Cortaire previously reported that they may have a beneficial ownership interest in such Restricted Stock Units pursuant to arrangements between the Virgin Group and such directors. Each reporting person disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of all of such securities for purposes of Section 16 or any other purpose. (Continued to footnote 5).

(5) In connection with the vesting of the Restricted Stock Units received in the 2007 Grant and the 2008 Grant at the effective time of the merger discussed below, pursuant to arrangements between the Virgin Group and such directors, Corvina purchased from the directors the 69,336 shares of Class A Common Stock deliverable upon such vesting for an aggregate price of $355,367.50, or approximately $5.13 per share ("Merger Shares").

(6) Pursuant to the Merger Agreement dated July 27, 2009 among the Issuer, Sprint Nextel Corporation, and Sprint Mozart, Inc., each of these shares was cancelled at the effective time of the merger and converted into the right to receive 1.2724 shares (or 1.3668 shares, in the case of Merger Shares) of Sprint Nextel Corporation stock, having a market value of $3.75 per share on the effective date of the merger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.