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TRITON PCS HOLDINGS INC
 Form S-8 POS
 May 24, 2001

As filed with the Securities and Exchange Commission on May 24, 2001
 Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Post-Effective Date Amendment No. 1 To
 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

Triton PCS Holdings, Inc.
 (Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction
 of incorporation or organization)

23-2974475
 (I.R.S. Employer Identification No.)

1100 Cassatt Road
 Berwyn, Pennsylvania
 (Address of Principal Executive Offices)

19312
 (Zip Code)

TRITON PCS HOLDINGS, INC.
 1999 STOCK AND INCENTIVE PLAN
 (Full title of plan)

DOW, LOHNES & ALBERTSON, PLLC
 Counsel
 1200 New Hampshire Avenue, N.W.
 Suite 800
 Washington, D.C. 20036
 (Name and address of agent for service)

Telephone number of agent for service:

(202) 776-2000

CALCULATION OF REGISTRATION FEE

Title of security being registered	Amount being Registered (*)	Proposed Maximum offering Price per Share(**)	Proposed Maximum Aggregate offering Price	Amount of Registration f
Class A Common Stock, \$0.01 par value Per Share.....	1,500,000	\$35.12	\$52,680,000.00	\$13,170.00

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(*) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers an indeterminate number of additional shares which may be offered and issued in accordance with the Plan terms to prevent dilution from stock splits, stock dividends or similar transactions.

(**) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f)(1) under the Securities Act of 1933.

STATEMENT UNDER GENERAL INSTRUCTION E
REGISTRATION OF ADDITIONAL SECURITIES

This Post-Effective Amendment No. 1 To Registration Statement on Form S-8 (the "Registration Statement") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the "Securities Act") to register additional shares of the Registrant's common stock issuable pursuant to the Triton PCS Holdings, Inc. 1999 Stock and Incentive Plan (the "Plan"). Unless otherwise noted herein, this Registration Statement incorporates by reference the contents of the Registrant's registration statement on Form S-8 (File No. 333-93625), and all exhibits thereto, relating to the Plan, which was previously filed with the Securities and Exchange Commission on December 27, 1999.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

EXHIBIT INDEX

Exhibit No. -----	Exhibit -----
5	Opinion of Dow, Lohnes & Albertson, PLLC
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Dow, Lohnes & Albertson, PLLC (contained in their opinion in Exhibit 5)

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SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 To Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Berwyn, Commonwealth of Pennsylvania on the 22nd day of May, 2001.

TRITON PCS HOLDINGS, INC.

By: /s/ Michael E. Kalogris

Michael E. Kalogris
Chief Executive Officer and
Chairman of the Board of Directors

Triton PCS Holdings, Inc., a Delaware corporation, and each person whose signature appears below constitutes and appoints Michael Kalogris, with full power to act without others, such person's true and lawful attorney-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign this Post-Effective Amendment No. 1 To Registration Statement, and any and all amendments thereto (including, without limitation, post-effective amendments and any subsequent registration statement filed pursuant to Rule 462(b) or Rule 462(d) under the Securities Act of 1933, as amended), and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, full power and authority to do and perform each and every act and thing necessary or desirable to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Capacity -----	Date ----
/s/ Michael E. Kalogris ----- Michael E. Kalogris	Chief Executive Officer and Chairman of the Board of Directors (Principal (Executive Officer)	May 22,
/s/ Steven R. Skinner ----- Steven R. Skinner	President, Chief Operating Officer and Director	May 22,
/s/ David D. Clark ----- David D. Clark	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)	May 22,

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/s/ Andrew Davies ----- Andrew Davies	Vice President and Controller (Principal Accounting Officer)	May 22,
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/s/ Scott I. Anderson ----- Scott I. Anderson	Director	May 22,
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/s/ John D. Beletic ----- John D. Beletic	Director	May 22,
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/s/ Arnold L. Chavkin ----- Arnold L. Chavkin	Director	May __,
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/s/ William W. Hague ----- William W. Hague	Director	May __,
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/s/ John W. Watkins ----- John W. Watkins	Director	May 22,
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