

ARCH WIRELESS INC  
Form SC 13G  
December 12, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_\_) \*

ARCH WIRELESS, INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

039392600

-----  
(CUSIP Number)

December 2, 2002

-----  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 039392600

SCHEDULE 13G

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PAGE 2 OF 7 PAGES

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1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION

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NO. OF ABOVE PERSON

ABRAMS CAPITAL, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [ ] (B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5. SOLE VOTING POWER 0
6. SHARED VOTING POWER 1,092,135
7. SOLE DISPOSITIVE POWER 0
8. SHARED DISPOSITIVE POWER 1,092,135

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,092,135

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%

12. TYPE OF REPORTING PERSON\* 00 - LIMITED LIABILITY COMPANY

CUSIP NO. 039392600 SCHEDULE 13G PAGE 3 OF 7 PAGES

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON DAVID C. ABRAMS

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [ ] (B) [ ]

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA  
-----  
5. SOLE VOTING POWER  
0  
-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:  
6. SHARED VOTING POWER  
1,148,719  
-----  
7. SOLE DISPOSITIVE POWER  
0  
-----  
8. SHARED DISPOSITIVE POWER  
1,148,719  
-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,148,719  
-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]  
-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.2%  
-----  
12. TYPE OF REPORTING PERSON  
IN  
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CUSIP NO. 039392600 SCHEDULE 13G PAGE 4 OF 7 PAGES  
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ITEM 1.

(a) Name of Issuer: Arch Wireless, Inc.  
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(b) Address of Issuer's Principal Executive Offices:

1800 West Park Drive, Suite 250, Westborough, MA 01581  
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ITEM 2.

(a) and (c) Name and Domicile/Citizenship of Persons Filing:

(i) Abrams Capital, LLC, a Delaware limited liability company  
("Abrams Capital").

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(ii) David C. Abrams, a United States citizen.

(b) and (f) Each of the Reporting Persons has a business address of  
222 Berkeley Street, 22nd Floor, Boston, Massachusetts 02116.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 039392600

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D 1(B), OR 13D-2(B) or (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) [ ] Broker or Dealer registered under Section 15 of the Act
- (b) [ ] Bank as defined in section 3(a)(6) of the Act
- (c) [ ] Insurance Company as defined in section 3(a)(19) of the Act
- (d) [ ] Investment Company registered under section 8 of the Investment Company Act of 1940
- (e) [ ] Investment Adviser registered in accordance with Rule 13d-1(6)(1)(ii)(E) Advisers Act or under the laws of any State
- (f) [ ] Employee Benefit Plan, or Endowment Fund in accordance with Rule 240.13d-1(b)(1)(ii)(F)
- (g) [ ] Parent Holding Company or control person, in accordance with Rule 240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) [ ] A Savings Association as defined in Rule 3(b) of the Federal Deposit Insurance Act
- (i) [ ] A Church Plan that is excluded from the definition of an investment company under Rule 3(c)(14) of the Investment Company Act of 1940
- (j) [ ] Group, in accordance with Rule 240.13d-1(b)(1)(ii)(J)

CUSIP NO. 039392600

SCHEDULE 13G

PAGE 5 OF 7 PAGES

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item I.

ABRAMS CAPITAL, LLC\*

(a) Amount Beneficially Owned: 1,092,135

(b) Percent of Class: 5.9%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 1,092,135

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 1,092,135

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DAVID C. ABRAMS\*\*

(a) Amount Beneficially Owned: 1,148,719  
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(b) Percent of Class: 6.2%  
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(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0  
-----

(ii) shared power to vote or to direct the vote: 1,148,719  
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(iii) sole power to dispose or to direct the disposition of: 0  
-----

(iv) shared power to dispose or to direct the disposition of: 1,148,719  
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\* Shares reported for Abrams Capital, LLC include shares beneficially owned by private investment partnerships of which Abrams Capital, LLC is the General Partner.

\*\* Shares reported for David C. Abrams include shares beneficially owned by private investment partnerships and a private investment corporation which entities may be deemed to be controlled by Mr. Abrams, who is the Managing Member of the sole General Partner of such partnerships and Managing Member of the Investment Adviser to the private investment corporation.

CUSIP NO. 039392600  
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SCHEDULE 13G

PAGE 6 OF 7 PAGES  
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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

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ITEM 10. CERTIFICATION

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 039392600  
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SCHEDULE 13G

PAGE 7 OF 7 PAGES  
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

Dated: December 11, 2002

ABRAMS CAPITAL, LLC

By: David C. Abrams  
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David C. Abrams, Managing Member

DAVID C. ABRAMS

By: David C. Abrams  
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David C. Abrams