

METROPCS COMMUNICATIONS INC

Form 3

March 07, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â TA Associates AP V L.P.

(Last)

(First)

(Middle)

JOHN HANCOCK
TOWER,Â 200 CLARENDON
ST. 56TH FLOOR

(Street)

BOSTON,Â MAÂ 02116

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/05/2007

3. Issuer Name **and** Ticker or Trading Symbol

METROPCS COMMUNICATIONS INC [N/A]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner☐ Officer ☒ Other

(give title below) (specify below)

See General Remarks

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,400,533

I

See Footnote 1 ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,446,511 (2) (3)	\$ 9.4 (2)	I	See Footnote 1 (1)
Series E Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	260,192 (4) (5)	\$ 27 (4)	I	See Footnote 1 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA Associates AP V L.P. JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON,Â MAÂ 02116	Â X	Â	Â	See General Remarks

Signatures

TA Associates AP V L.P.	03/07/2007
**Signature of Reporting Person	Date
By: TA Associates, Inc., its General Partner	03/07/2007
**Signature of Reporting Person	Date
By: Thomas P. Alber, Chief Financial Officer	03/07/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA Atlantic and Pacific V L.P. The reporting person disclaims beneficial ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.
- (2) The Series D Convertible Preferred Stock (the "Series D Preferred Stock") and the accrued but unpaid dividends thereon will automatically convert into common stock (the "Common Stock") of MetroPCS Communications, Inc. (the "Issuer") at the price of \$9.40 per share of Common Stock upon (i) completion of a Qualified Public Offering (as defined in the Securities Purchase Agreement, as amended); (ii) the Common Stock trading on a national securities exchange for a period of 30 consecutive trading dates above a price that implies a market valuation of the Series D Preferred Stock in excess of twice the initial purchase price of the Series D Preferred Stock; or (iii) the date specified by the holders of two-thirds of the initial purchase price of the Series D Preferred Stock. If not previously converted, the Issuer is required to redeem all outstanding shares of Series D Preferred Stock on July 17, 2015, at the liquidation value plus accrued but unpaid dividends.
- (3) This amount includes 318,597 shares of Common Stock issuable pursuant to accrued dividends.
- (4) The Series E Convertible Preferred Stock (the "Series E Preferred Stock") and the accrued but unpaid dividends thereon will automatically convert into common stock (the "Common Stock") of MetroPCS Communications, Inc. (the "Issuer") at the price of \$27.00 per share of Common Stock upon (i) completion of a Qualified Public Offering (as defined in the Second Amended and Restated Stockholders Agreement); (ii) the Common Stock trading on a national securities exchange for a period of 30 consecutive trading dates above a price that implies a market valuation of the Series E Preferred Stock in excess of twice the initial purchase price

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of the Series E Preferred Stock; or (iii) the date specified by the holders of two-thirds of the initial purchase price of the Series E Preferred Stock. If not previously converted, the Issuer is required to redeem all outstanding shares of Series E Preferred Stock on July 17, 2015, at the liquidation value plus accrued but unpaid dividends.

- (5) This amount includes 21,681 shares of Common Stock issuable pursuant to accrued dividends.

^

Remarks:

The Reporting Person is a member of a 13(d) group owning more than 10%. The Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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