

METROP CS COMMUNICATIONS INC
 Form 3
 March 07, 2007

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â LANDRY C KEVIN		(Month/Day/Year)	METROP CS COMMUNICATIONS INC [N/A]	
(Last)	(First)	(Middle)	03/05/2007	
TA ASSOCIATES,Â 125 HIGH STREET, SUITE 2500			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BOSTON,Â MAÂ 02110			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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	1,323	D	Â
Common Stock	94,781	I	See Footnote 1 <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	09/21/2015	Common Stock	40,000	\$ 21.46	D	Â
Stock Option (right to buy)	Â (3)	03/14/2006	Common Stock	10,000	\$ 21.46	D	Â
Stock Option (right to buy)	Â (4)	01/26/2017	Common Stock	10,000	\$ 34	D	Â
Series D Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	71,239 (5) (6)	\$ 9.4 (5)	I	See Footnote 7 (7)
Series E Convertible Preferred Stock	Â (8)	Â (8)	Common Stock	13,010 (8) (9)	\$ 27 (8)	I	See Footnote 9 (10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDRY C KEVIN TA ASSOCIATES 125 HIGH STREET, SUITE 2500 BOSTON,Â MAÂ 02110	Â X	Â	Â	Â

Signatures

C. Kevin Landry 03/07/2007
 __Signature of Reporting Person Date

By: Thomas P. Alber, 03/07/2007
 Attorney-in-Fact Date
 __Signature of Reporting Person

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).
- The reporting person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in 94,781 shares of
- (1) Common Stock. The reporting person disclaims beneficial ownership of such securities, except to the extent of 14,453 shares of Common Stock as to which he holds a pecuniary interest.
 - (2) This option was granted on September 21, 2005. This option vests over a period of three years as follows: The option shall vest and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (in accordance with the provisions of the Director Plan).
 - (3) This option was granted on March 14, 2006. This option vests over a period of three years as follows: The option shall vest and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (in accordance with the provisions of the Director Plan).
 - (4) This option was granted on January 26, 2007. This option vests over a period of three years as follows: The option shall vest and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (in accordance with the provisions of the Director Plan).

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- (5) 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.
- (6) This amount includes 15,708 shares of Common Stock issuable pursuant to accrued dividends.
- (7) The reporting person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in 5,220 shares of Series D Preferred Stock that will convert into 71,239 shares of Common Stock. The reporting person disclaims beneficial ownership of such securities, except to the extent of 796 shares of Series D Preferred Stock as to which he holds a pecuniary interest.
- (8) 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 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.
- (9) This amount includes 1,084 shares of Common Stock issuable pursuant to accrued dividends.
- (10) The reporting person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in 3,220 shares of Series E Preferred Stock that will convert into 13,010 shares of Common Stock. The reporting person disclaims beneficial ownership of such securities, except to the extent of 490 shares of Series E Preferred Stock as to which he holds a pecuniary interest.

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.