

SPECTRASITE HOLDINGS INC
 Form SC 13G/A
 January 15, 2002

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

 SCHEDULE 13G
 (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
 TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
 PURSUANT TO RULE 13d-2(b)
 (Amendment No. 1)1

SpectraSite Holdings, Inc.

 (Name of Issuer)

Common Stock, \$.001 par value

 (Title of Class of Securities)

84760T 10 0

 (CUSIP Number)

December 31, 2001

 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)

 1The 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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 84760T 10 0

- | | | |
|----|--------------------------|------------------|
| 1) | Name of Reporting Person | Welsh, Carson, |
| | I.R.S. Identification | Anderson & Stowe |
| | No. of Above Person | VIII, L.P. |
| | (Entities Only) | |
-

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2) Check the Appropriate Box (a) [X]
 if a Member of a Group (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With: 5) Sole Voting Power 32,033,102 shares of Common Stock

6) Shared Voting Power -0-

7) Sole Dispositive Power 32,033,102 shares of Common Stock

8) Shared Dispositive Power -0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person 32,033,102 shares of Common Stock

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9) 20.9%

12) Type of Reporting Person PN

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1) Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only) WCAS Information Partners, L.P.

2) Check the Appropriate Box if a Member of a Group (a) [X] (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With: 5) Sole Voting Power 150,000 shares of Common Stock

6) Shared Voting Power -0-

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	7)	Sole Dispositive Power	150,000 shares of Common Stock
	8)	Shared Dispositive Power	-0-
9)		Aggregate Amount Beneficially Owned by Each Reporting Person	150,000 shares of Common Stock
10)		Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11)		Percent of Class Represented by Amount in Row (9)	0.1%
12)		Type of Reporting Person	PN

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1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	WCAS Capital Partners III, L.P.	
2)	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3)	SEC Use Only		
4)	Citizenship or Place of Organization	Delaware	
	Number of Shares Beneficially Owned by Each Reporting Person With:		
	5)	Sole Voting Power	1,375,000 shares of Common Stock
	6)	Shared Voting Power	-0-
	7)	Sole Dispositive Power	1,375,000 shares of Common Stock
	8)	Shared Dispositive Power	-0-
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	1,375,000 shares of Common Stock	
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares		

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11) Percent of Class
Represented by 0.9%
Amount in Row (9)

12) Type of Reporting
Person PN

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Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on January 10, 2000 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended and restated to read in their entirety as follows:

Item 4 - Ownership.

(a) Amount Beneficially Owned:

WCAS VIII: 32,033,102 shares of Common Stock
WCAS IP: 150,000 shares of Common Stock
WCAS CP III: 1,375,000 shares of Common Stock

(b) Percent of Class:

WCAS VIII: 20.9%
WCAS IP: 0.1%
WCAS CP III: 0.9%

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

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

WCAS VIII: 32,033,102 shares of Common Stock
WCAS IP: 150,000 shares of Common Stock
WCAS CP III: 1,375,000 shares of Common Stock

(ii) shared power to vote or to direct the vote: -0-

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

WCAS VIII: 32,033,102 shares of Common Stock
WCAS IP: 150,000 shares of Common Stock
WCAS CP III: 1,375,000 shares of Common Stock

(iv) shared power to dispose or to direct the disposition of: -0-

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Signature:

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

WELSH, CARSON, ANDERSON & STOWE VIII, L.P.
By: WCAS VIII Associates, L.L.C., General
Partner

By /s/ Jonathan M. Rather

Managing Member

WCAS INFORMATION PARTNERS, L.P.
By: WCAS IP Partners, General Partner

By /s/ Jonathan M. Rather

Attorney-in-Fact

WCAS CAPITAL PARTNERS III, L.P.
By: WCAS CP III Associates, L.L.C., General
Partner

By /s/ Jonathan M. Rather

Managing Member

Date: January 10, 2002