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

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SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILES 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

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

Date of Event Which Requires Filing of this Statement

- [ ] Rule 13d-1(b)
- [ ] Rule 13d-1(c)
- [X] Rule 13d-1(d)

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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

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1) Name of Reporting Person
I.R.S. Identification
No. of Above Person
(Entities Only)

Welsh, Carson, Anderson & Stowe VIII, L.P.

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2)	Check the Appropriate if a Member of a Grou		(a) [ X ] (b) [ ]			
3)	SEC Use Only					
4)	Citizenship or Place of Organization	Delaware				
Number of 5) 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 Disposi- tive Power	32,033,102 shares of Common Stock		
		8)	Shared Dis- positive Power	-0-		
9)	Aggregate Amount Beneficially Owned by Each Reporting Person			32,033,102 shares of Common Stock		
10)	Check if the Aggregat Amount in Row (9) Excludes Certain Shar					
11)	Percent of Class Represented by Amount in Row (9)			20.9%		
12)	Type of Reporting Person			PN		
CUSI	TP No. 84760T 10 0			Page 3 of 6 Page		
1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)		WCAS Information Partners, L.P.			
2)	Check the Appropriate if a Member of a Grou	Box p		(a) [ X ] (b) [ ]		
3)	SEC Use Only					
4)	Citizenship or Place of Organization		Delaware			
		5)	Sole Voting Power	150,000 shares of Common Stock		
		6)	Shared Voting Power	-0-		

		7)	Sole Disposi- tive Power	150,000 shar Common Stock	es of
		8)	Shared Dis- positive Power	-0-	
9)	Aggregate Amount Benef Owned by Each Reportin			150,000 shares of Common Stock	
10)	Check if the Aggregat Amount in Row (9) Excludes Certain Shar				
11)	Percent of Class Represented by Amount in Row (9)			0.1%	
12)	Type of Reporting Person			PN	
CUSI	P No. 84760T 10 0			Page	4 of 6 Pages
1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)			CAS Capital artners III, L.P.	
2)	Check the Appropriate if a Member of a Grou			(a) [ X ] (b) [ ]	
3)	SEC Use Only				
4)	Citizenship or Place of Organization		De		
Number of Shares Beneficially Owned by Each Reporting Person With:		5)	Sole Voting Power	1,375,000 shares of Common Stock	of
		6)	Shared Voting Power	-0-	
		7)	Sole Disposi- tive Power	1,375,000 shares Common Stock	of
		8)	Shared Dis- positive Power	-0-	
9)	Aggregate Amount Bene Owned by Each Report		1,375,000 shares Common Stock	of	
10)	Check if the Aggregat Amount in Row (9) Excludes Certain Shar				

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

0.9%

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12) Type of Reporting Person

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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

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

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