

Edgar Filing: SPECTRASITE HOLDINGS INC - Form SC 13G/A

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

CUSIP No. 84760T 10 0

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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

CUSIP No. 84760T 10 0

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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) [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
		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