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METROPC Form 4 April 26, 20	CS COMMUNICA	TIONS I	NC									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL				
	UNITED	STATES			AND EXCH 1, D.C. 20549		E CO	MMISSION	OMB Number:	3235-0287		
	this box		***	ishingtoi	I, D.C. 2034)					January 31,		
if no los subject		MENT O	F OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires: 2005 Estimated average		
Section 16.				SECURITIES						burden hours per		
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							response 0.5					
obligati	ions Section 17						•	4ct of 1934, 935 or Section				
may co See Inst	nunue.			•	it Company A	•						
1(b).	uueuon											
(Print or Type	e Responses)											
1. Name and Address of Reporting Person [*] 2. Issue				uer Name and Ticker or Trading 5. Relationship of				Relationship of I	Reporting Person(s) to			
TA ASSOCIATES IX LLC			Symbol			C		Issuer				
				METROPCS COMMUNICATIONS INC [PCS]					(Check all applicable)			
			of Earliest Transaction				Director 10% Owner Officer (give titleX Other (specify					
				onth/Day/Year) 1 /24/2007				below) below) See General Remarks				
	DON ST. 56TH FI											
	(Street) 4. If Amendment, Date Original 6. Individual of Filed(Month/Day/Year) Applicable Line						oint/Group Filing(Check					
X Form filed by One Reporting Person												
BOSTON, MA 02116 Form filed by More than One Reporting Person								porting				
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative Secu	urities	Acquir	ed, Disposed of,	or Beneficial	y Owned		
1.Title of Security	2. Transaction Date			3. Transacti	4. Securities A			5. Amount of Securities	6. Ownership	7. Nature of		
(Instr. 3)	(Wolth/Day/Tear)	any		ate, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)				Beneficially	Form:	Beneficial		
		(Month/D	ay/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)		
						(\mathbf{A})		Reported	(I)	(11150.4)		
						(A) or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
				Code V	Amount	(D)	Price	(111SU.5 and 4)		C		
Common	04/24/2007			С	10,753,504	Δ	<u>(2)</u>	24,970,567	Ι	See Footnote		
Stock	04/24/2007			C	10,755,504	Α	<u>(2)</u>	24,770,507	1	$1 \frac{(1)}{(1)}$		
										See		
Common	04/24/2007			С	1,965,842	А	<u>(3)</u>	26,936,409	Ι	Footnote		
Stock										1 (1)		
C										See		
Common Stock	04/24/2007			S	3,313,772	D	\$ 23	23,622,637	Ι	Footnote		
DIOUK										1 (1)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D Convertible Preferred Stock	<u>(2)</u>	04/24/2007		С	261,005	<u>(4)</u>	<u>(4)</u>	Common Stock	10,753,5
Series E Convertible Preferred Stock	<u>(3)</u>	04/24/2007		С	160,994	(5)	(5)	Common Stock	1,965,8

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116		Х		See General Remarks		
Signatures						
TA Associates IX LLC		04/26/2007				
**Signature of Reporting Person		Date				
By: TA Associates, Inc., its Manager		04/26/2007				
**Signature of Reporting Person		Date				
By: Thomas P. Alber, Chief Financial Officer		04/26/2007				
<u>**</u> Signature of Reporting Person		Date				

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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 the General Partner of TA IX L.P. The reporting person disclaims benefical ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.

(2) The shares of Series D Convertible Preferred Stock (the "Series D Preferred Stock") converted, along with any accrued but unpaid dividends thereon, into common stock of MetroPCS Communications, Inc. (the "Company"). Each share of Series D Preferred Stock represented an original investment of \$100 which, with the accrued but unpaid dividends thereon, was converted to the Company's common stock at the rate of approximately \$3.13 per share of common stock.

The shares of Series E Convertible Preferred Stock (the "Series E Preferred Stock") converted, along with any accrued but unpaid dividends thereon, into common stock of MetroPCS Communications, Inc. (the "Company"). Each share of Series E Preferred Stock represented an original investment of \$100 which, with the accrued but unpaid dividends thereon, was converted to the Company's common stock at the rate of \$9.00 per share of common stock.

The Series D Preferred Stock had been automatically convertible 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

(4) 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 Company was required to redeem all outstanding shares of Series D Preferred Stock on July 17, 2015, at the liquidation value plus accrued but unpaid dividends.

The Series E Preferred Stock had been automatically convertible 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

(5) 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 Company was required to redeem all outstanding shares of Series E Preferred Stock on July 17, 2015, at the liquidation value plus accrued but unpaid dividends.

Remarks:

(3)

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

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.