

TA IX LP
Form SC 13G
February 14, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

MetroPCS Communications, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

591708102
(CUSIP Number)

December 31, 2010
(Date of Event which Requires Filing of this Statement)

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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)

* The 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 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 591708102

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1. NAMES OF REPORTING PERSONS

TA IX L.P.

TA Atlantic and Pacific V L.P.

TA/Atlantic and Pacific IV L.P.

TA Strategic Partners Fund A L.P.

TA Strategic Partners Fund B L.P.

TA Investors II L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) ☒ (b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

TA IX L.P.

Delaware

TA Atlantic and Pacific V L.P.

Delaware

TA/Atlantic and Pacific IV L.P.

Delaware

TA Strategic Partners Fund A L.P.

Delaware

TA Strategic Partners Fund B L.P.

Delaware

TA Investors II L.P.

Delaware

5. SOLE VOTING POWER

TA IX L.P.

12,344,070

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TA Atlantic and Pacific V L.P.	5,712,615
TA/Atlantic and Pacific IV L.P.	1,095,545
TA Strategic Partners Fund A L.P.	253,284
TA Strategic Partners Fund B L.P.	45,447
TA Investors II L.P.	247,465

6. SHARED VOTING POWER

None

7. SOLE DISPOSITIVE POWER

TA IX L.P.	12,344,070
TA Atlantic and Pacific V L.P.	5,712,615
TA/Atlantic and Pacific IV L.P.	1,095,545
TA Strategic Partners Fund A L.P.	253,284
TA Strategic Partners Fund B L.P.	45,447
TA Investors II L.P.	247,465

8. SHARED DISPOSITIVE POWER

None

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

TA IX L.P.	12,344,070
TA Atlantic and Pacific V L.P.	5,712,615
TA/Atlantic and Pacific IV L.P.	1,095,545
TA Strategic Partners Fund A L.P.	253,284
TA Strategic Partners Fund B L.P.	45,447
TA Investors II L.P.	247,465

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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TA IX L.P.	3.48%
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TA Atlantic and Pacific V L.P.	1.61%
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TA/Atlantic and Pacific IV L.P.	0.31%
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TA Strategic Partners Fund A L.P.	0.07%
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TA Strategic Partners Fund B L.P.	0.01%
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TA Investors II L.P.	0.07%
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12. TYPE OF REPORTING PERSON (see instructions)

Six Limited Partnerships

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Item 1. (a) Name of Issuer

MetroPCS Communications, Inc.

(b) Address of Issuer's Principal Executive Offices

2250 Lakeside Boulevard

Richardson, TX 75082

Item 2. (a) Name of Person Filing

TA IX L.P.

TA Atlantic and Pacific V L.P.

TA/Atlantic and Pacific IV L.P.

TA Strategic Partners Fund A L.P.

TA Strategic Partners Fund B L.P.

TA Investors II L.P.

(b) Address of the Principal Office or, if none, Residence

c/o TA Associates, Inc.

John Hancock Tower

200 Clarendon Street, 56th Floor

Boston, MA 02116

(c) Citizenship

Not Applicable

(d) Title of Class of Securities

Common Stock, par value \$0.0001 per share

(e) CUSIP Number

591708102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)** " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)** " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)** " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)** " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)** " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)** " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Not Applicable

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

TA IX L.P.	12,344,070
TA Atlantic and Pacific V L.P.	5,712,615
TA/Atlantic and Pacific IV L.P.	1,095,545
TA Strategic Partners Fund A L.P.	253,284
TA Strategic Partners Fund B L.P.	45,447
TA Investors II L.P.	247,465

(b) Percent of class:

TA IX L.P.	3.48%
TA Atlantic and Pacific V L.P.	1.61%
TA/Atlantic and Pacific IV L.P.	0.31%
TA Strategic Partners Fund A L.P.	0.07%
TA Strategic Partners Fund B L.P.	0.01%
TA Investors II L.P.	0.07%

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

(i) Sole power to vote or to direct the vote.

TA IX L.P.	12,344,070
TA Atlantic and Pacific V L.P.	5,712,615
TA/Atlantic and Pacific IV L.P.	1,095,545
TA Strategic Partners Fund A L.P.	253,284
TA Strategic Partners Fund B L.P.	45,447
TA Investors II L.P.	247,465

(ii) Shared power to vote or to direct the vote.

None

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(iii) Sole power to dispose or to direct the disposition of.

TA IX L.P.	12,344,070
TA Atlantic and Pacific V L.P.	5,712,615
TA/Atlantic and Pacific IV L.P.	1,095,545
TA Strategic Partners Fund A L.P.	253,284
TA Strategic Partners Fund B L.P.	45,447
TA Investors II L.P.	247,465

(iv) Shared power to dispose or to direct the disposition of.

None

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

This schedule 13G is filed pursuant to Rule 13d-1 (d). For the agreement of the TA group members to a joint filing, see below.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

Not Applicable

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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.

Agreement for Joint Filing

TA IX L.P., TA Atlantic and Pacific V L.P., TA/Atlantic and Pacific IV L.P., TA Strategic Partners Fund A L.P., TA Strategic Partners Fund B L.P., and TA Investors II L.P., hereby agree that TA Associates shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of MetroPCS Communications, Inc.

Dated: February 14, 2011

TA IX L.P.

By: TA Associates IX LLC., its General Partner

By: TA Associates, Inc., its Manager

By: /S/ Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

TA Atlantic and Pacific V L.P.

By: TA Associates AP V L.P., its General Partner

By: TA Associates, Inc., its General Partner

By: /S/ Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

TA/Atlantic and Pacific IV L.P.

By: TA Associates AP IV L.P., its General Partner

By: TA Associates, Inc., its General Partner

By: /S/ Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

TA Strategic Partners Fund A L.P.

By: TA Associates SPF L.P., its General Partner

By: TA Associates, Inc., its General Partner

By: /S/ Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

TA Strategic Partners Fund B L.P.

By: TA Associates SPF L.P., its General Partner

By: TA Associates, Inc., its General Partner

By: /S/ Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

TA Investors II L.P.

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By : TA Associates, Inc., its General Partner

By: /S/ Thomas P. Alber

Thomas P. Alber, Chief Financial Officer