

NEXTEL PARTNERS INC
Form 8-K/A
July 28, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K/A

Amendment No. 1 to

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **July 28, 2004**

NEXTEL PARTNERS, INC.

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

000-29633
(Commission
File Number)

91-1930918
(IRS Employer
Identification No.)

**4500 Carillon Point
Kirkland, Washington 98033
(425) 576-3600**

(Address and Telephone Number of Registrant's Principal Executive Offices)

Item 12.

Results of Operations and Financial Condition.

Nextel Partners, Inc. (the Company) hereby amends and restates the press release attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by this reference in order to correct a typographical error contained in the press release as to the stated maturity date of the Company's 11% Senior Notes due 2010 (instead of 2008 as erroneously reported).

The information in this report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The information presented in the attached press release includes financial information prepared in accordance with generally accepted accounting principles in the United States of America, or GAAP, as well as other financial measures that may be considered non-GAAP financial measures, including Adjusted EBITDA; service revenue margin; free cash flow; pro forma net income (loss) adjusted for the loss on early retirement of debt and deferred taxes; pro forma income (loss) attributable to common stockholders adjusted for the loss on early retirement of debt and deferred taxes; ARPU; LRS; and net capital expenditures. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP. As described more fully in the notes to the financial tables attached to the press release, management believes these non-GAAP measures provide meaningful additional information about the Company's performance and its ability to service its long-term debt and other fixed obligations and to fund its continued growth. The non-GAAP financial measures should be considered in addition to, but not as a substitute for, the information prepared in accordance with GAAP. Reconciliations from GAAP results to these non-GAAP financial measures are provided in the notes to the financial tables attached to the press release.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEXTEL PARTNERS, INC.

Date: July 28, 2004

By: /s/ JOHN CHAPPLE
John Chapple
President, Chief Executive Officer and Chairman
of the Board

INDEX TO EXHIBITS

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Exhibit No.
99.1

Description
Amended and restated press release, dated July 28, 2004, issued by Nextel Partners, Inc.