

METROP CS COMMUNICATIONS INC
 Form 3
 March 07, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 TA ASSOCIATES
 STRATEGIC PARTNERS
 FUND B LP

2. Date of Event Requiring Statement
 (Month/Day/Year)
 03/05/2007

3. Issuer Name and Ticker or Trading Symbol
 METROP CS COMMUNICATIONS INC [N/A]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

JOHN HANCOCK
 TOWER, 200 CLARENDON
 ST 56TH FLOOR

(Check all applicable)

(Street)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 See General Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	17,416	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	(Month/Day/Year)		Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	13,102 (1) (2)	\$ 9.4 (1)	D Â
Series E Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	2,391 (3) (4)	\$ 27 (3)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES STRATEGIC PARTNERS FUND B LP JOHN HANCOCK TOWER 200 CLARENDON ST 56TH FLOOR BOSTON, MA 02116	Â X	Â	Â	See General Remarks

Signatures

TA Strategic Partners Fund B L.P.	03/07/2007
__Signature of Reporting Person	Date
By: TA Associates SPF L.P., its General Partner	03/07/2007
__Signature of Reporting Person	Date
By: TA Associates, Inc., its General Partner	03/07/2007
__Signature of Reporting Person	Date
By: Thomas P. Alber, Chief Financial Officer	03/07/2007
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) The Series D Convertible Preferred Stock (the "Series D Preferred Stock") and the accrued but unpaid dividends thereon will automatically convert into common stock (the "Common Stock") of MetroPCS Communications, Inc. (the "Issuer") at the price of \$9.40 per share of Common Stock 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 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 Issuer is required to redeem all outstanding shares of Series D Preferred Stock on July 17, 2015, at the liquidation value plus accrued but unpaid dividends.
- (2) This amount includes 2,890 shares of Common Stock issuable pursuant to accrued dividends.
- (3)

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The Series E Convertible Preferred Stock (the "Series E Preferred Stock") and the accrued but unpaid dividends thereon will automatically convert into common stock (the "Common Stock") of MetroPCS Communications, Inc. (the "Issuer") at the price of \$27.00 per share of Common Stock upon (i) completion of a Qualified Public Offering (as defined in the Second Amended and Restated Stockholders Agreement); (ii) the Common Stock trading on a national securities exchange for a period of 30 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 Issuer is required to redeem all outstanding shares of Series E Preferred Stock on July 17, 2015, at the liquidation value plus accrued but unpaid dividends.

- (4) This amount includes 199 shares of Common Stock issuable pursuant to accrued dividends.

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Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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