

SOUTH PLAINS ADVANCED COMMUNICATIONS & ELECTRONICS INC
Form SC 13D/A
November 01, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1) *

ALAMOSA HOLDINGS, INC.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE

(Title of Class of Securities)

011589108

(CUSIP Number)

SOUTH PLAINS ADVANCED COMMUNICATIONS & ELECTRONICS, INC.
ATTN: SCOTTY HART, GENERAL MANAGER
2425 MARSHALL STREET
LUBBOCK, TEXAS 79415
(806) 763-2301
(806) 763-2307 (FAX)

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

SEPTEMBER 4, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*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).

SCHEDULE 13D

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 NAME OF REPORTING PERSON
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)
 South Plains Advanced Communications & Electronics, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

 3 SEC USE ONLY

 SOURCE OF FUNDS
 4 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Texas

NUMBER OF SHARES	7	SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	SHARED VOTING POWER	8,694,732
WITH	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	8,694,732

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 8,694,732

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 9.5%

 TYPE OF REPORTING PERSON

14 CO

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 NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

South Plains Telephone Cooperative, Inc.

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) [x]
 (b) []

 SEC USE ONLY

3

 SOURCE OF FUNDS

4 OO

 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)

5 []

 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Texas

NUMBER OF	7	SOLE VOTING POWER	0
SHARES	-----		
BENEFICIALLY	8	SHARED VOTING POWER	8,694,732
OWNED BY	-----		
EACH	9	SOLE DISPOSITIVE POWER	0
REPORTING	-----		
PERSON	10	SHARED DISPOSITIVE POWER	8,694,732
WITH	-----		

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 8,694,732

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

12

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 9.5%

 TYPE OF REPORTING PERSON

14 CO

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This Amendment No. 1 to Schedule 13D (the "Amendment No. 1") amends and restates in its entirety the Schedule 13D filed by South Plains Advanced Communications & Electronics, Inc. ("SPACE") and South Plains Telephone Cooperative ("South Plains," and together with SPACE, the "Reporting Persons") by furnishing the information set forth below. This Amendment No. 2 relates to the adoption of a trading plan pursuant to Rule 10b5-1(c) by SPACE, as described below under Item 4.

ITEM 1. SECURITY AND ISSUER

This Schedule 13D relates to the common stock, par value \$0.01 (the "Common Stock") of Alamosa Holdings, Inc., a Delaware corporation ("Alamosa"). The principal executive offices of Alamosa are located at 5225 S. Loop 289, Lubbock, Texas 79424.

ITEM 2. IDENTITY AND BACKGROUND

This statement is filed by the Reporting Persons. SPACE is a wholly-owned subsidiary of South Plains. An agreement among the Reporting Persons with respect to the filing of this statement is attached hereto as Exhibit 1.

SPACE is a Texas corporation. The principal business activities of SPACE are to participate in deregulated telecommunications opportunities. South Plains is a Texas corporation. South Plains provides telephone and telecommunications services as a telephone cooperative. The principal business and office address of each of the Reporting Persons is 2425 Marshall Street, Lubbock, Texas 79415.

The name, business address, present principal occupation or employment, and citizenship of each director and executive officer of the Reporting Persons are set forth on Attachment A hereto. Such persons disclaim beneficial ownership of the shares of Common Stock held by the Reporting Persons.

During the last five years, none of the Reporting Persons nor, to the best of their knowledge, any of their directors or executive officers, has been (1) convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On February 14, 2001 SPACE acquired 8,769,732 shares of Common Stock of Alamosa as a result of a merger of Alamosa PCS Holdings, Inc., a Delaware Corporation ("Old Alamosa"), with Alamosa. The Reporting Persons' shares of Old Alamosa common stock were exchanged for shares of Common Stock of Alamosa (the "Merger Shares") at the ratio of 1:1. As a result, the Reporting Persons hold the same number of shares in Alamosa as they held in Old Alamosa and prior to the merger.

ITEM 4. PURPOSE OF THE TRANSACTION

As stated in Item 3 above, the Reporting Persons acquired the Merger Shares as a result of the merger.

Depending on market conditions and other factors, the Reporting Persons and the persons listed in Attachment A may acquire additional shares as they deem appropriate, whether in open market purchases, privately negotiated transactions or otherwise. The Reporting Persons and the persons listed in Attachment A also reserve the right to dispose of some or all of their shares in the open market, in privately negotiated transactions to third parties or otherwise. The Reporting Persons, and to the best of their knowledge the persons listed on Attachment A, have no plans or proposals which relate to or would result in any action specified in clauses (a) through (j) of Item 4 of Schedule 13D.

On September 4, 2001, SPACE entered into a trading plan (the "Trading Plan") with a third-party broker (the "Broker") pursuant to the provisions of Rule 10b5-1(c) of the Securities Exchange Act of 1934. The Trading Plan complies with the requirements of Rule 10b5-1(c) and permits sales to be made through the Broker on or after October 4, 2001 in accordance with the terms of Rule 145 under the Securities Act of 1933 and the terms of the Trading Plan. The Trading Plan provides for sales of a portion of the Merger Shares held by SPACE upon the satisfaction of certain pricing and other conditions. SPACE has adopted the Trading Plan for diversification and liquidity purposes. Within the requirements of Rule 10b5-1(c), SPACE may modify the Trading Plan from time to time or terminate the Trading Plan at any time.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The responses of each Reporting Person to Items 7 through 12 on the cover page of this statement relating to beneficial ownership as well as voting and dispositive power are incorporated herein by reference. The Reporting Persons beneficially own 8,769,732 shares or 9.5% of the outstanding Common Stock of Alamosa in the aggregate. The Reporting Persons indicating group status or shared voting power herein have done so by reason of their parent/subsidiary relationship only, and have no agreement, arrangement, or understanding with regard to shares of Common Stock.

The following transactions have occurred within the past 60 days with respect to shares of Common Stock of Alamosa held by the Reporting persons: (i) on October 4, 2001 SPACE sold 25,000 shares of Common Stock of Alamosa at a price of \$15.00 per share and (ii) on October 11, 2001, SPACE sold 50,000 shares of Common Stock of Alamosa at a price of \$17.24 per share. Both sales were made by brokers in open market transactions pursuant to the Trading Plan.

Additional information is contained on Attachment A. Except as set forth on Attachment A hereto, to the best knowledge of the Reporting Persons no person identified on Attachment A beneficially owns any shares of Common Stock or has effected any transactions in shares of Common Stock during the preceding 60 days.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Except as set forth above, no Reporting Person nor, to the best knowledge of the Reporting Persons, any person identified on Attachment A is a party to any other contract, arrangement, understanding or relationship, legal or otherwise, with respect to any securities of Alamosa.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 1 Joint Filing Agreement, dated as of February 14, 2001, entered into by and between South Plains Advanced Communications & Electronics, Inc. and South Plains Telephone Cooperative, Inc.

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 31, 2001

SOUTH PLAINS ADVANCED
COMMUNICATIONS & ELECTRONICS, INC.

By: /s/ Scotty Hart

Scotty Hart
General Manager

SOUTH PLAINS TELEPHONE COOPERATIVE, INC.

By: /s/ Scotty Hart

 Scotty Hart
 General Manager

ATTACHMENT A

DIRECTORS AND EXECUTIVE OFFICERS OF
 SOUTH PLAINS ADVANCED COMMUNICATIONS & ELECTRONICS, INC. ("SPACE") AND
 SOUTH PLAINS TELEPHONE COOPERATIVE, INC. ("SPTC")

NAME AND POSITION -----	PRESENT BUSINESS ADDRESS -----	PRESENT PRINCIPAL OCCUPATION -----	AMOUNT OF SECURITIES (1) -----	DATE ACQUIRED -----	P
Scotty Hart, General Manager of SPACE and SPTC	2425 Marshall St. Lubbock, Texas 79415	General Manager of SPACE and South Plains	1,300 (2,3)	2-14-01	
Gary Harrell, President of the Board of Directors and Director of SPACE and SPTC	HCO 1, Box 224 Plainview, Texas 79072	Irrigation and water system consultant and farmer	4,000	2-14-01	
Don Mimms, Vice President of the Board of Directors and Director of SPACE and SPTC	3376 N. State Road, #303 Levelland, Texas 79336	Farmer	5,125	2-14-01	
Bill Sides, Secretary and Director of SPACE and SPTC	Route 1, Box 210 Lubbock, Texas 79401	Farmer	1,300	2-14-01	
Dan Houchin, Treasurer and Director of SPACE and SPTC	Route 1 Plainview, Texas 79072	Farmer	0	2-14-01	
Lonnie Arthur, Director of SPACE and SPTC	RR 3, Box 170A Floydada, Texas 79235	Farmer	900	2-14-01	
Kenneth Ehler Director of SPACE and SPTC	Route 6, Box 707W Lubbock, Texas 79412	Farmer	7,000	2-14-01	
Mike Fillingim Director of SPACE and SPTC	RR 20, Box 370 Lubbock, Texas 79423	Farmer	2,000	2-14-01	

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Bryan Patterson, Director of SPACE and SPTC	Route 1, Box 102 Amherst, Texas 79312	Farmer	650	2-14-01
Steve Smith, Director of SPACE and SPTC	Route 6, Box 601 Lubbock, Texas 79423	Farmer	2,000	2-14-01

- 1 Each of the share amounts listed below represents less than 0.1% of the outstanding shares of Common Stock. Each person listed below has the sole voting and dispositive power of the shares identified for such person.
- 2 Includes 1,000 shares held by Mr. Hart and 300 shares held by Lubbock HLH, Ltd., an entity controlled by Mr. Hart.
- 3 Mr. Hart also has the right to acquire 28,000 shares at a price of \$17.00 and 5,714 shares at a price of \$10.50 per share, respectively pursuant to options granted under Alamosa's stock option plan. Such options are exercisable immediately and expire on December 9, 2009 and February 27, 2011 respectively. The options to acquire 28,000 shares were received as a result of the merger of Old Alamosa and Alamosa in exchange for an employee stock option to acquire 28,000 shares of Old Alamosa for \$17.00 per share.
- 4 Acquired as Merger Shares.

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
1	Joint Filing Agreement, dated as of February 14, 2001, entered into by and between South Plains Advanced Communications & Electronics, Inc. and South Plains Telephone Cooperative, Inc.