

FORM D

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

1283699

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FORM D

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NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

METROPCS COMMUNICATIONS, INC. PRIVATE PLACEMENT OF SERIES E CONVERTIBLE PREFERRED STOCK

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE

Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

METROPCS COMMUNICATIONS, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
8144 WALNUT HILL LANE, SUITE 800 DALLAS, TEXAS 75231 (214) 265-5550

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business

WIRELESS SERVICE OPERATOR

Type of Business Organization

- corporation, limited partnership, already formed, business trust, limited partnership, to be formed, other (please specify)

Month Year
0 3 0 4

Actual or Estimated Date of Incorporation or Organization: Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

D E

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

HOPPER, HARRY

Business or Residence Address (Number and Street, City, State, Zip Code)

201 N. UNION STREET, SUITE 300, ALEXANDRIA, VA 22314-2642

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

MCCULLEN, JOSEPH T., JR.

Business or Residence Address (Number and Street, City, State, Zip Code)

ONE LIBERTY SQUARE, SUITE 1215, BOSTON, MA 02109

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

PATTERSON, ARTHUR

Business or Residence Address (Number and Street, City, State, Zip Code)

428 UNIVERSITY AVENUE, PALO ALTO, CA 94301

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

SCULLEY, JOHN

Business or Residence Address (Number and Street, City, State, Zip Code)

152 WEST 57TH ST., 23RD FLOOR, NEW YORK, NY 10019

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

WADE, JAMES

Business or Residence Address (Number and Street, City, State, Zip Code)

75 STATE STREET, SUITE 2500, BOSTON, MA 02109

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

TA IX L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

HIGH STREET TOWER, SUITE 2500, 125 HIGH STREET, BOSTON, MA 02110

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

TA ATLANTIC AND PACIFIC V L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

HIGH STREET TOWER, SUITE 2500, 125 HIGH STREET, BOSTON, MA 02110

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

MADISON DEARBORN CAPITAL PARTNERS IV, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

THREE FIRST NATIONAL PLAZA, SUITE 3800, CHICAGO, IL 60602