

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 * Â PATTERSON ARTHUR C (Last) (First) (Middle) 428 UNIVERSITY AVENUE (Street) PALO ALTO,Â CAÂ 94301 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/05/2007	3. Issuer Name and Ticker or Trading Symbol METROP CS COMMUNICATIONS INC [NONE]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	474,080	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	504	I	Held directly by Accel Internet Fund III L.P. <u>(3)</u> <u>(4)</u>
Common Stock	278,145	I	Held directly by Accel Investors '94 L.P. <u>(3)</u> <u>(5)</u>
Common Stock	6,886,357	I	Held directly by Accel IV L.P. <u>(3)</u> <u>(6)</u>
Common Stock	142,875	I	Held directly by Accel Keiretsu L.P. <u>(3)</u> <u>(7)</u>
Common Stock	165,330	I	Held directly by Ellmore C. Patterson Partners <u>(3)</u> <u>(8)</u>
Common Stock	2,015	I	Held directly by Accel VII L.P. <u>(3)</u> <u>(9)</u>

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Common Stock 2,796 D Â

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 (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â ⁽¹⁰⁾	01/24/2010	Common Stock	90,300	\$ 4.7	D	Â
Stock Option (right to buy)	Â ⁽¹¹⁾	08/03/2015	Common Stock	22,208	\$ 21.4	D	Â
Stock Option (right to buy)	Â ⁽¹²⁾	03/14/2016	Common Stock	6,760	\$ 21.46	I	Held directly by Accel VII L.P. ⁽³⁾ ⁽⁹⁾
Stock Option (right to buy)	Â ⁽¹²⁾	03/14/2016	Common Stock	1,690	\$ 21.46	I	Held directly by Accel Internet Fund III L.P. ⁽³⁾ ⁽⁴⁾
Stock Option (right to buy)	Â ⁽¹²⁾	03/14/2016	Common Stock	4,550	\$ 21.46	I	Held directly by Accel IV L.P. ⁽³⁾ ⁽⁶⁾
Stock Option (right to buy)	Â ⁽¹³⁾	01/26/2017	Common Stock	6,240	\$ 34	I	Held directly by Accel VII L.P. ⁽³⁾ ⁽⁹⁾
Stock Option (right to buy)	Â ⁽¹³⁾	01/26/2017	Common Stock	1,560	\$ 34	I	Held directly by Accel Internet Fund III L.P. ⁽³⁾ ⁽⁴⁾
Stock Option (right to buy)	Â ⁽¹³⁾	01/26/2017	Common Stock	4,200	\$ 34	I	Held directly by Accel IV L.P. ⁽³⁾ ⁽⁶⁾
Series D Convertible Preferred Stock	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	Common Stock	560,983 ⁽¹⁴⁾ ⁽¹⁵⁾	\$ 9.4 ⁽¹⁴⁾	I	Held directly by Accel Internet Fund III L.P. ⁽³⁾ ⁽⁴⁾

Series D Convertible Preferred Stock	Â (14)	Â (14)	Common Stock	277,410 (14) (16)	\$ 9.4 (14)	I	Held directly by Accel Investors '99 L.P. (3) (16)
Series D Convertible Preferred Stock	Â (14)	Â (14)	Common Stock	1,020,486 (14) (17)	\$ 9.4 (14)	I	Held directly by ACP Family Partnership L.P. (3) (17)
Series D Convertible Preferred Stock	Â (14)	Â (14)	Common Stock	409,112 (14) (18)	\$ 9.4 (14)	I	Held directly by Ellmore C. Patterson Partners (3) (8)
Series D Convertible Preferred Stock	Â (14)	Â (14)	Common Stock	2,244,016 (14) (19)	\$ 9.4 (14)	I	Held directly by Accel VII L.P. (3) (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATTERSON ARTHUR C 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	Â X	Â X	Â	Â

Signatures

/s/ Tracy L. Sedlock, as Attorney in Fact for Arthur C. Patterson

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).

These securities are held directly by Brandy-Trust Private Equity Partners L.P., Brandywine-Anne Hyde Patterson c/o A.O. Choate, Brandywine-Anne Hyde Patterson Trust U/A 1-31-23, Brandywine-Caroline Choate de Chazal Trust U/A 2-10-56, Brandywine-David C. Patterson U/A 2-10-56, Brandywine-Jane C. Beck Trust U/A 2-10-56, Brandywine-Michael E. Patterson Trust U/A 2-10-56, (1) Brandywine-Robert E. Patterson Trust U/A 2-10-56 and Brandywine-Thomas HC Patterson Trust U/A 2-10-56, with which the reporting person is affiliated and may be deemed to be a member of a "group" under Section 13d-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and may be deemed to share voting and/or investment power with respect to the shares owned by such entities.

(2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) The reporting person is affiliated with the following entities, and with such entities is deemed to be a member of a "group" under Section 13d-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): Accel Internet Fund III L.P., Accel Investors '94 L.P., Accel Investors '99 L.P., Accel IV LP, Accel Keiretsu L.P., Accel VII L.P., ACP Family Partnership L.P. and Ellmore C. Patterson Partners. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(4)

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Accel Internet Fund III Associates L.L.C. is the general partner of Accel Internet Fund III L.P. and has sole voting and investment power. The reporting person, James R. Swartz, James W. Breyer, J. Peter Wagner and Theresia G. Ranzetta are the managing members of Accel Internet Fund III Associates L.L.C. and share such power.

- (5) The reporting person, James R. Swartz, Paul H. Klingenstein and James W. Breyer are the general partners of Accel Investors '94 L.P. and share voting and investment power.
- Accel IV Associates L.P. is the General Partner of Accel IV L.P. and has sole voting and investment power. The reporting person, James R. Swartz, James W. Breyer, Paul H. Klingenstein, Homestake Partners L.P., of which James R. Swartz is sole general partner, Luke B. Evinin and Eugene D. Hill are the general partners of Accel IV Associates L.P. and share such powers.
- (6) R. Swartz, James W. Breyer, Paul H. Klingenstein, Homestake Partners L.P., of which James R. Swartz is sole general partner, Luke B. Evinin and Eugene D. Hill are the general partners of Accel IV Associates L.P. and share such powers.
- (7) Accel Partners & Co., Inc. is the general partner of Accel Keiretsu L.P. and has sole voting and investment power. The reporting person, James W. Breyer and James R. Swartz are officers of Accel Partners & Co., Inc. and share such powers.
- (8) The reporting person is the sole general partner of Ellmore C. Patterson Partners.
- Accel VII Associates L.L.C. is the general partner of Accel VII L.P. and has sole voting and investment power. The reporting person, James R. Swartz, James W. Breyer, J. Peter Wagner and Theresia G. Ranzetta are the managing members of Accel VII Associates L.P. and share such powers.
- (9) James R. Swartz, James W. Breyer, J. Peter Wagner and Theresia G. Ranzetta are the managing members of Accel VII Associates L.P. and share such powers.

- (10) This option was granted on January 24, 2000. This option vests over a period of three years as follows: The option shall vest and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as provided in the MetroPCS Communications, Inc. Amended and Restated Non-Employee Director Remuneration Plan, as further amended from time to time (the "Director Plan")).

- (11) This option was granted on August 3, 2005. This option vests over a period of three years as follows: The option shall vest and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as provided in the Director Plan).

- (12) This option was granted on March 14, 2006. This option vests over a period of three years as follows: The option shall vest and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as provided in the Director Plan).

- (13) This option was granted on January 26, 2007. This option vests over a period of three years as follows: The option shall vest and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as provided in the Director Plan).

- (14) The Series D Convertible Preferred Stock (the "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.

- (15) This amount includes 125,239 shares of Common Stock issuable pursuant to accrued dividends.

- (16) The reporting person, James R. Swartz, James W. Breyer and J. Peter Wagner are the managing members of Accel Investors '99 L.P. and share voting and investment powers. This amount includes 61,932 shares of Common Stock issuable pursuant to accrued dividends.

- (17) The reporting person is the sole general partner of ACP Family Partnership L.P. This amount includes 228,678 shares of Common Stock issuable pursuant to accrued dividends.

- (18) This amount includes 91,038 shares of Common Stock issuable pursuant to accrued dividends.

- (19) This amount includes 501,006 shares of Common Stock issuable pursuant to accrued dividends.

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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