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AIRGATE PCS INC /DE/
Form 424B3
March 08, 2004

Filed pursuant to Rule 424(b) (3)
Registration Statement No. 333-112843

Prospectus Supplement No. 2

[GRAPHIC OMITTED]

9 3/8% Senior Subordinated Secured Notes due 2009
and
Shares of Common Stock

This prospectus supplement supplements the prospectus dated February 20, 2004 of AirGate PCS, Inc., as supplemented by prospectus supplement No. 1 dated March 5, 2004, relating to the sale by certain holders of our 9 3/8% Senior Subordinated Secured Notes due 2009 and shares of our common stock. You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement is qualified by reference to the prospectus except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

The following line items in the table of Selling Holders contained in the prospectus are hereby amended as follows:

Name	Principal Amount of Notes Beneficially Owned that may be sold (\$)	Number of Shares of Common Stock that may be sold	%
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Loeb Partners Corporation			
Loeb Arbitrage Fund	1,320,060	60,637	
Loeb Partners Corporation	78,100	3,550	
Loeb Offshore Fund	117,160	5,223	
Starr International Co., Inc.	46,860	1,590	

Our common stock is quoted on The Nasdaq National Market under the symbol "PCSAD." On March 5, 2004, the last reported bid price per share of our common stock on The Nasdaq National Market was \$19.50.

Investing in the notes and our common stock involves risks. See "Risk Factors" beginning on page 4 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the

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accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is March 8, 2004