

METROPCS COMMUNICATIONS INC

Form 3/A

November 20, 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)

| | | | | |
|---|---|--|--|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â PATTERSON ARTHUR C</p> <p>(Last) (First) (Middle)</p> <p>428 UNIVERSITY AVENUE</p> <p>(Street)</p> <p>PALO ALTO,Â CAÂ 94301</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/05/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>METROPCS COMMUNICATIONS INC [PCS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>03/07/2007</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|--|

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 | 309 ⁽¹⁾ | I | Held directly by Accel Internet Fund III L.P. ⁽²⁾ ⁽³⁾ |
| Common Stock | 6,885,832 ⁽⁴⁾ | I | Held directly by Accel IV L.P. ⁽²⁾ ⁽⁵⁾ |
| Common Stock | 1,235 ⁽⁶⁾ | I | Held directly by Accel VII L.P. ⁽²⁾ ⁽⁷⁾ |
| Common Stock | 4,296 ⁽⁸⁾ | 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)

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| | | | | | |
|---|---|--|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | 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 | |

Reporting Owners

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

Signatures

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

11/20/2007

____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) This amount was previously reported as 504 shares in the original report on Form 3 filed by the reporting person due to clerical error. The share amounts stated in the line items and footnotes of this Form 3/A do not give effect to a subsequent 3:1 stock split.

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
- (2) 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.

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.
- (3) 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.
- (4) This amount was previously reported as 6,886,357 shares in the original report on Form 3 filed by the reporting person due to clerical error.

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
- (5) R. Swartz, James W. Breyer, Paul H. Klingenstein, Homestake Partners L.P., of which James R. Swartz is sole general partner, Luke B. Evnin and Eugene D. Hill are the general partners of Accel IV Associates L.P. and share such powers.
- (6) This amount was previously reported as 2,015 shares in the original report on Form 3 filed by the reporting person due to clerical error.

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,
- (7) James R. Swartz, James W. Breyer, J. Peter Wagner and Theresia G. Ranzetta are the managing members of Accel VII Associates L.L.C. and share such powers.
- (8) This amount was previously reported as 2,796 shares in the original report on Form 3 filed by the reporting person due to clerical error.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.