SEC Form 3

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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
ACCEL VII LP (Last) (First) (Middle) 428 UNIVERSITY AVENUE (Street) PALO ALTO CA 94301 (City) (State) (Zip)	07/28/2004	METROPCS COMMUNICATIONS INC [MPCS]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)
Director	X	10% Owner	
Officer (give title below)		Other (specify below)	

6. Individual or Joint/Group Filing (Check Applicable Line)

- Form filed by One Reporting Person
- X Form filed by More than One Reporting Person

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	9,180,000	I	Held directly by Accel IV L.P.(1)(2)
Common Stock	190,500	I	Held directly by Accel Keiretsu L.P.(1)(3)
Common Stock	370,860	I	Held directly by Accel Investors '94 L.P.(1)(4)
Common Stock	220,440	I	Held directly by Ellmore C. Patterson Partners.(1)(10)
Common Stock	60,030	I	Held directly by Prosper Partners.(1)(11)

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: 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			
Series D Convertible Preferred Stock	(5)	(5)	Common Stock	2,629,265	(5)	D(1)(6)(9)	
Series D Convertible Preferred Stock	(5)	(5)	Common Stock	657,296	(5)	I	Held directly by Accel Internet Fund III L.P.(1)(7)
Series D Convertible Preferred Stock	(5)	(5)	Common Stock	325,037	(5)	I	Held directly by Accel Investors '99 L.L.C.(1)(8)
Series D Convertible Preferred Stock	(5)	(5)	Common Stock	479,288	(5)	I	Held directly by Ellmore C. Patterson Partners.(1)(10)
Series D Convertible Preferred Stock	(5)	(5)	Common Stock	1,204,722	(5)	I	Held directly by ACP Family Partnership L.P.(1)(12)
Stock Options (right to buy)	01/24/2000	01/24/2010	Common Stock	90,300	4.7	I	Held directly by Arthur C. Patterson.(1)(13)

1. Name and Address of Reporting Person*
ACCEL VII LP (Last) (First) (Middle) 428 UNIVERSITY AVENUE (Street) PALO ALTO CA 94301 (City) (State) (Zip)

1. Name and Address of Reporting Person*

ACCEL VII ASSOCIATES LLC

(Last)	(First)	(Middle)
428 UNIVERSITY AVENUE		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

ACCEL INTERNET FUND III LP

(Last)	(First)	(Middle)
428 UNIVERSITY AVENUE		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

ACCEL INTERNET FUND III ASSOCIATES LLC

(Last)	(First)	(Middle)
428 UNIVERSITY AVENUE		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

WAGNER J PETER

(Last)	(First)	(Middle)
428 UNIVERSITY AVE		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

GOUW RANZETTA THERESIA

(Last)	(First)	(Middle)
428 UNIVERSITY AVE		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

SWARTZ JAMES R

(Last)	(First)	(Middle)
428 UNIVERSITY AVENUE		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

ACCEL INVESTORS 99 LP

(Last) (First) (Middle)
428 UNIVERSITY AVE

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*
PROSPER PARTNERS

(Last) (First) (Middle)
428 UNIVERSITY AVE

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*
KLINGENSTEIN PAUL H

(Last) (First) (Middle)
428 UNIVERSITY AVE
C/O ACCEL PARTNERS

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

Explanation of Responses:

1. Each reporting person other than the referenced individual or entity disclaims beneficial ownership of these securities except to the extent of his, or its, pecuniary interest therein, and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

2. Accel IV Associates L.P. is the General Partner of Accel IV L.P. and has sole voting and investment power. Arthur C. Patterson, James R. Swartz, James W. Breyer, Paul H. Klingenstein, Homestake Partners L.P., of which James R. Swartz is the sole general partner, Luke B. Evnin and Eugene D. Hill are the general partners of Accel IV Associates L.P. and share such powers.

3. Accel Partners & Co., Inc. is the general partner of Accel Keiretsu L.P. and has sole voting and investment power. Arthur C. Patterson, James W. Breyer and James R. Swartz are officers of Accel Partners & Co., Inc. and share such powers.

4. Arthur C. Patterson, 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.

5. Each Share of Series D Convertible Preferred Stock is immediately convertible at the option of the holder, and will automatically convert into approximately 10.64 shares of common stock immediately prior to the Issuer's initial public offering. At such time, each $9.40 in accrued and unpaid dividends upon the Series D Convertible Preferred Stock will be paid in kind with one share of Common Stock. The number of shares set forth in Column 3 reflects this conversion and payment-in-kind based on accrued and unpaid dividends as of the date of this filing.

6. Accel VII Associates L.L.C. is the general partner of Accel VII L.P. and has sole voting and investment power. Arthur C. Patterson, 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.

7. Accel Internet Fund III Associates L.P. is the general partner of Accel Internet Fund III L.P. Arthur C. Patterson, James R. Swartz, James W. Breyer, J. Peter Wagner and Theresia G. Ranzetta are the managing members of Accel Internet Fund III Associates L.P. and share such powers.

8. Arthur C. Patterson, 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.

9. Held directly by Accel VII L.P.

10. Arthur C. Patterson is the sole general partner of Ellmore C. Patterson Partners.

11. Paul H. Klingenstein is the general partner of Prosper Partners.

12. Arthur C. Patterson is the sole general partner of ACP Family Partnership L.P.

13. Arthur C. Patterson is a director of the Issuer.

Remarks:

This is Part 3 of a three part filing. This Form 3 is being filed in three parts because of the 10 reporting person limitation of the electronic filing system. Part 1 is being filed by the following reporting persons: Arthur C. Patterson, Ellmore C. Patterson Partners, and ACP Family Partnership L.P. Part 2 is being filed by the following reporting persons: Accel IV L.P., Accel IV Associates L.P., Accel Keiretsu L.P., Accel Partners & Co. Inc., Accel Investors '94 L.P., James W. Breyer, Homestake Partners L.P., Luke Evnin, and Eugene D. Hill III.

/s/ Tracy L. Sedlock, as Attorney in Fact for ACCEL VII LP	07/28/2004
/s/ Tracy L. Sedlock, as Attorney in Fact for ACCEL VII ASSOCIATES LLC	07/28/2004
/s/ Tracy L. Sedlock, as Attorney in Fact for ACCEL INTERNET FUND III LP	07/28/2004
/s/ Tracy L. Sedlock, as Attorney in Fact for ACCEL INTERNET FUND III ASSOCIATES LLC	07/28/2004
/s/ Tracy L. Sedlock, as Attorney in Fact for J. Peter Wagner	07/28/2004
/s/ Tracy L. Sedlock, as	07/28/2004

Attorney in Fact for Theresia Gouw Ranzetta	
/s/ Tracy L. Sedlock, as Attorney in Fact for James R. Swartz	07/28/2004
/s/ Tracy L. Sedlock, as Attorney in Fact for ACCEL INVESTORS 99 LP	07/28/2004
/s/ Tracy L. Sedlock, as Attorney in Fact for Paul H. Klingenstein	07/28/2004
/s/ Tracy L. Sedlock, as Attorney in Fact for Prosper Partners	07/28/2004
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.