

TRITON PCS HOLDINGS INC

Form 8-K

February 26, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 26, 2004

Triton PCS Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-5325

23-2974475

(State or other
jurisdiction of
incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1100 Cassatt Road
Berwyn, Pennsylvania

19312

(Address of principal executive offices)

(Zip Code)

(610) 651-5900

(Registrant's telephone number, including area code)

Item 5. Other Events

On February 26, 2004, Triton PCS Holdings, Inc. announced the declaration of a cash dividend on its outstanding Series A Redeemable Convertible Preferred Stock. A copy of the press release announcing the dividend is attached as Exhibit 99.1 to this report.

Item 7. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits:

99.1 Press Release dated February 26, 2004, announcing Series A Redeemable Convertible Preferred Stock dividend.

99.2 Press Release dated February 26, 2004, announcing financial results for the quarter and fiscal year ended December 31, 2003 (furnished pursuant to Item 12 of Form 8-K).

Item 12. Results of Operations and Financial Condition

On February 26, 2004, Triton PCS Holdings, Inc. issued a press release announcing its financial results for the quarter and fiscal year ended December 31, 2003, and a copy of this press release is being furnished as an exhibit to this report. The press release contains disclosure of Adjusted EBITDA, Adjusted EBITDA margin, average revenue per user (ARPU), ARPU less subscriber retention credits inclusive of roaming revenue, cash costs per user (CCPU) and cost per gross addition (CPGA), each of which is not a measure of performance calculated in accordance with accounting principles generally accepted in the United States (GAAP). Schedule 1 to the press release contains disclosure regarding management's uses for such non-GAAP financial measures. A tabular reconciliation of the most directly comparable financial measure calculated and presented in accordance with GAAP for Adjusted EBITDA, ARPU, CCPU and CPGA also appear on Schedule 1.

The information required to be furnished pursuant to Item 12 and Exhibit 99.2 of this report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liability of that section, except if Triton specifically incorporates it by reference into a filing under the Securities Act of 1933 or the Exchange Act.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRITON PCS HOLDINGS, INC.

Date: February 26, 2004

By: /s/ David D. Clark

David D. Clark
Executive Vice President, Chief Financial Officer
and Secretary