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TRITON PCS HOLDINGS INC  
Form S-3MEF  
December 07, 2001

As filed with the Securities and Exchange Commission on December 7, 2001  
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

TRITON PCS HOLDINGS, INC.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

23-2974475  
(I.R.S. Employer  
Identification No.)

1100 Cassatt Road  
Berwyn, Pennsylvania 19312  
(610) 651-5900  
(Address, including zip code, and telephone number, including area code, of  
Registrant's principal executive offices)

-----  
David D. Clark  
Triton PCS Holdings, Inc.  
Chief Financial Officer and  
Executive Vice President  
1100 Cassatt Road  
Berwyn, Pennsylvania 19312  
(610) 651-5900

(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

-----  
Please address a copy of all communications to:

John W. McNamara  
Thomas D. Twedt  
Dow, Lohnes & Albertson, PLLC  
1200 New Hampshire Avenue, NW  
Washington, D.C. 20036  
(202) 776-2000

Andrew M. Davies  
Triton PCS Holdings, Inc.  
1100 Cassatt Road  
Berwyn, Pennsylvania 19312  
(610) 651-5900

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [ ]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] (333-65730)

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Aggregate Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)
Class A common stock, par value \$0.01 per share, offered by the selling stockholders.....	1,380,000 shares	\$30.55	\$42,159,000
Total.....	1,380,000 shares		\$42,159,000

(1) Pursuant to Rule 457 under the Securities Act of 1933, as amended.

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EXPLANATORY NOTE

This registration statement is being filed by Triton PCS Holdings, Inc. pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and an accountant's consent. Pursuant to Rule 462(b), the contents of the registration statement on Form S-3 (File No. 333-65730), as amended, of the registrant, including the exhibits, the power of attorney thereto and the opinion of counsel regarding the legality of the registrant's

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Class A common stock being offered hereby and the related consent, are incorporated by reference into this registration statement. This registration statement covers the registration of an aggregate of \$42,159,000 of Class A common stock of the registrant that may be offered by certain selling stockholders.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Triton PCS Holdings, Inc. has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Berwyn, Commonwealth of Pennsylvania, on December 7, 2001.

TRITON PCS HOLDINGS, INC.

By: /s/ David D. Clark

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons on behalf of Triton PCS Holdings, Inc. and in the capacities and on the dates indicated.

Signature -----	Title -----	
* ----- Michael E. Kalogris	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	Decemb
* ----- Steven R. Skinner	President, Chief Operating Officer and Director	Decemb
/s/ David D. Clark ----- David D. Clark	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)	Decemb
* ----- Andrew M. Davies	Vice President and Controller (Principal Accounting Officer)	Decemb
* ----- Scott I. Anderson	Director	Decemb

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*		
-----	Director	Decemb
John D. Beletic		
*		
-----	Director	Decemb
Arnold L. Chavkin		
*		
-----	Director	Decemb
John W. Watkins		
*		
-----	Director	Decemb
William W. Hague		

\* Power of Attorney

David D. Clark, by signing his name hereto, does sign this document on behalf of each of the persons indicated above for whom he is attorney-in-fact pursuant to a power of attorney duly executed by such person and filed with the Securities and Exchange Commission.

By: /s/ David D. Clark  
-----  
David D. Clark  
Attorney-in-fact

EXHIBIT INDEX

Exhibit Number -----	Description -----
5.1	Opinion of Dow, Lohnes & Albertson, PLLC (incorporated by reference to Exhibit 5.1 to the registration statement on Form S-3 of the registrant (File No. 333-65730)).

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- 23.1 Consent of Dow, Lohnes & Albertson, PLLC (contained in their opinion filed as Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 24.1 Power of Attorney (incorporated by reference to the power of attorney contained on the signature page to the registration statement on Form S-3 of the registrant (File No. 333-65730)).