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AIRGATE PCS INC /DE/
Form 424B3
May 05, 2004

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

Prospectus Supplement No. 12

[GRAPHIC OMITTED - LOGO]

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 Nos. 1 through 11 dated March 5, March 8, March 10, March 12, March 24, March 30, April 1, April 14, April 19, April 20 and April 27, 2004, respectively, 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 item in the table of Selling Holders contained in the prospectus is 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 |
|---|--|---|
| 40/86 Advisors Managers - High Yield Fund (formerly Conseco Fund Group - High Yield Fund) | 725,300 | 9,828 |

Our common stock is quoted on The Nasdaq National Market under the symbol "PCSA." On May 3, 2004, the reported last sale price per share of our common stock on The Nasdaq National Market was \$19.57.

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

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a criminal offense.

The date of this Prospectus Supplement is May 5, 2004