

METROPCS COMMUNICATIONS INC

Form 3/A

March 27, 2007

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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)

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)

2. Date of Event Requiring
Statement(Month/Day/Year)
03/05/2007

3. Issuer Name and Ticker or Trading Symbol

METROPCS COMMUNICATIONS INC [NONE]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

03/07/2007

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

248,130 ⁽¹⁾I ⁽¹⁾Held directly by Ellmore C.
Patterson Partners ⁽¹⁾ ⁽²⁾ ⁽³⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****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 of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACCEL INTERNET FUND III LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	^	^ X	^	^
ACCEL INVESTORS 94 LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	^	^ X	^	^
ACCEL INVESTORS 99 LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	^	^ X	^	^
ACCEL IV LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	^	^ X	^	^
ACCEL KEIRETSU LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	^	^ X	^	^
ACCEL VII LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	^	^ X	^	^
ACP FAMILY PARTNERSHIP LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	^	^ X	^	^
ELLMORE C PATTERSON PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	^	^ X	^	^
SWARTZ JAMES R 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	^	^ X	^	^
BREYER JAMES 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	^	^ X	^	^

Signatures

/s/ Tracy L. Sedlock, as Attorney in Fact for Accel Internet Fund III
L.P.

03/27/2007

__Signature of Reporting Person

Date

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/s/ Tracy L. Sedlock, as Attorney in Fact for Accel Investors '94 L.P.	03/27/2007
__Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, as Attorney in Fact for Accel Investors '99 L.P.	03/27/2007
__Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, as Attorney in Fact for Accel IV L.P.	03/27/2007
__Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, as Attorney in Fact for Accel Keiretsu L.P.	03/27/2007
__Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, as Attorney in Fact for Accel VII L.P.	03/27/2007
__Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, as Attorney in Fact for ACP Family Partnership L.P.	03/27/2007
__Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, as Attorney in Fact for Ellmore C. Patterson Partners	03/27/2007
__Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, as Attorney in Fact for James R. Swartz	03/27/2007
__Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, as Attorney in Fact for James W. Breyer	03/27/2007
__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 includes 82,800 shares that were omitted from the original Form 3 filed jointly by the reporting persons. Each of the following entities is jointly filing this Form 3 and, with Arthur C. Patterson, is deemed to be a member of a "group" under Section 13d-3 of the Securities Exchange Act of 1934, as amended: 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 Partners.
- (2) 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.
- (3) Arthur C. Patterson is the sole general partner of Ellmore C. Patterson Partners.

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Remarks:

This is a Part 1 of a two part filing. This Form 3 is being filed in two parts because of the filing system. A Part 2 is being filed by the following reporting persons: Accel Internet Fund III L.P., Accel IV Associates L.P., Accel Partners & Co., Inc., Accel VII Associates L.L.C., J. Peter Wagner, Ther Homestake Partners L.P., Luke B. Evnin and Eugene D. Hill III.

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.