

METROPCS COMMUNICATIONS INC

Form 4

September 21, 2012

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TA ASSOCIATES, L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
METROPCS COMMUNICATIONS
INC [PCS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
JOHN HANCOCK TOWER, 200
CLARENDON ST, 56TH FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2012

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See General Remarks

BOSTON, MA 02116

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Common Stock	09/19/2012		S ⁽⁷⁾		1,312 ⁽¹⁾	D \$ 11.1621	61,525	I	See Footnote 4 ⁽⁴⁾
Common Stock	09/19/2012		S ⁽⁷⁾		236 ⁽²⁾	D \$ 11.1621	11,108	I	See Footnote 5 ⁽⁵⁾
Common Stock	09/19/2012		S ⁽⁷⁾		284 ⁽³⁾	D \$ 11.1621	85,488	I	See Footnote 6 ⁽⁶⁾
Common	09/20/2012		S ⁽⁷⁾		1,312	D \$	60,213	I	See

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Stock			(1)		11.1464				Footnote 4 (4)
Common Stock	09/20/2012		S(7)	236 (2)	D	\$ 11.1464	10,872	I	See Footnote 5 (5)
Common Stock	09/20/2012		S(7)	284 (3)	D	\$ 11.1464	85,204	I	See Footnote 6 (6)
Common Stock	09/21/2012		S(7)	1,681 (1)	D	\$ 11.9406	58,532	I	See Footnote 4 (4)
Common Stock	09/21/2012		S(7)	302 (2)	D	\$ 11.9406	10,570	I	See Footnote 5 (5)
Common Stock	09/21/2012		S(7)	363 (3)	D	\$ 11.9406	84,841	I	See Footnote 6 (6)

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

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TA ASSOCIATES, L.P.
JOHN HANCOCK TOWER
200 CLARENDON ST, 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND A LP
JOHN HANCOCK TOWER
200 CLARENDON ST 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND B LP
JOHN HANCOCK TOWER
200 CLARENDON ST 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES SPF LP
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA Investors II L.P.
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

Signatures

TA Associates, L.P., By Thomas P. Alber, Chief Financial Officer

09/21/2012

__Signature of Reporting Person

Date

TA Strategic Partners Fund A L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, L.P., Its General Partner, By Thomas P. Alber, Chief Financial Officer

09/21/2012

__Signature of Reporting Person

Date

TA Strategic Partners Fund B L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, L.P., Its General Partner, By Thomas P. Alber, Chief Financial Officer

09/21/2012

__Signature of Reporting Person

Date

TA Associates SPF L.P., By TA Associates, L.P., Its General Partner, By Thomas P. Alber, Chief Financial Officer

09/21/2012

__Signature of Reporting Person

Date

TA Investors II L.P., By TA Associates, L.P., Its General Partner, By Thomas P. Alber, Chief Financial Officer

09/21/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) These securities were sold solely by TA Strategic Partners Fund A L.P.

(2) These securities were sold solely by TA Strategic Partners Fund B L.P.

(3) These securities were sold solely by TA Investors II L.P.

(4)

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These securities are owned solely by TA Strategic Partners Fund A L.P. TA Associates, L.P. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund A L.P. Each of TA Associates, L.P. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund A L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.

- (5) These securities are owned solely by TA Strategic Partners Fund B L.P. TA Associates, L.P. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund B L.P. Each of TA Associates, L.P. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund B L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.

- (6) These securities are owned solely by TA Investors II L.P., TA Associates, L.P. is the General Partner of TA Investors II L.P. TA Associates, L.P. may be deemed to have a beneficial interest in shares held by TA Investors II L.P. and disclaims beneficial ownership of such shares.

- (7) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by TA Associates, L.P. on February 29, 2012 and March 1, 2012.

Remarks:

The Reporting Persons are members of a 13(d) group. The Reporting Persons have a representative on the Issuer's board of directors.

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

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