

TA IX LP

Form 4

October 16, 2012

FORM 4
UNITED 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)

10/12/2012

____ 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	10/12/2012		S ⁽¹⁾		63,286 ⁽²⁾	D \$ 11.6612	1,264,615	I	See Footnote 5 ⁽⁵⁾
Common Stock	10/12/2012		S ⁽¹⁾		29,282 ⁽³⁾	D \$ 11.6612	584,929	I	See Footnote 6 ⁽⁶⁾
Common Stock	10/12/2012		S ⁽¹⁾		4,200 ⁽⁴⁾	D \$ 11.608	20,819	I	See Footnote 7 ⁽⁷⁾
Common	10/15/2012		S ⁽¹⁾		63,286	D \$ 11.37	1,201,329	I	See

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Stock			<u>(2)</u>						Footnote 5 <u>(5)</u>
Common Stock	10/15/2012	S <u>(1)</u>	29,282 <u>(3)</u>	D	\$ 11.37	555,647	I		See Footnote 6 <u>(6)</u>
Common Stock	10/15/2012	S <u>(1)</u>	4,200 <u>(4)</u>	D	\$ 11.6801	16,619	I		See Footnote 7 <u>(7)</u>
Common Stock	10/16/2012	S <u>(1)</u>	63,286 <u>(2)</u>	D	\$ 11.3316	1,138,043	I		See Footnote 5 <u>(5)</u>
Common Stock	10/16/2012	S <u>(1)</u>	29,282 <u>(3)</u>	D	\$ 11.3316	526,365	I		See Footnote 6 <u>(6)</u>
Common Stock	10/16/2012	S <u>(1)</u>	4,200 <u>(4)</u>	D	\$ 11.32	12,419	I		See Footnote 7 <u>(7)</u>

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 Reported Transaction (Instr. 6)
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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

Reporting Owners

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

See General Remarks

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

See General Remarks

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

See General Remarks

TA Atlantic & Pacific V L P
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

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

See General Remarks

TA / ATLANTIC & PACIFIC IV LP
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES AP IV LP
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

10/16/2012

__Signature of Reporting Person

Date

TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, L.P., Its Manager, By Thomas P. Alber, Chief Financial Officer

10/16/2012

__Signature of Reporting Person

Date

TA Associates IX LLC, By TA Associates, L.P., Its Manager, By Thomas P. Alber, Chief Financial Officer

10/16/2012

__Signature of Reporting Person

Date

TA Atlantic and Pacific V L.P., By TA Associates AP V L.P., Its General Partner, By TA Associates, L.P., Its General Partner, By Thomas P. Alber, Chief Financial Officer

10/16/2012

__Signature of Reporting Person

Date

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

10/16/2012

__Signature of Reporting Person

Date

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TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, L.P., Its General Partner, By Thomas P. Alber, Chief Financial Officer

10/16/2012

__Signature of Reporting Person

Date

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

10/16/2012

__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) 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.
- (2) These securities were sold solely by TA IX L.P.
- (3) These securities were sold solely by TA Atlantic and Pacific V L.P.
- (4) These securities were sold solely by TA/Atlantic and Pacific IV L.P.
- (5) These securities are owned solely by TA IX L.P. TA Associates, L.P. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P. Each of TA Associates, L.P. and TA Associates IX LLC may be deemed to have a beneficial interest in shares held by TA IX 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 Atlantic and Pacific V L.P. TA Associates, L.P. is the General Partner of TA Associates AP V L.P., which is the General Partner of TA Atlantic and Pacific V L.P. Each of TA Associates, L.P. and TA Associates AP V L.P. may be deemed to have a beneficial interest in shares held by TA Atlantic and Pacific V 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.
- (7) These securities are owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, L.P. is the General Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P. Each of TA Associates, L.P. and TA Associates AP IV L.P. may be deemed to have a beneficial interest in shares held by TA/Atlantic and Pacific IV 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.

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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