

TA IX LP
Form 4
February 27, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
02/23/2012

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify 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
 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 | 02/23/2012 | | S ⁽⁷⁾ | | 31,635 ₍₁₎ | D | \$ 11.0439 | 3,151,435 | I | See Footnote 4 ⁽⁴⁾ |
| Common Stock | 02/23/2012 | | S ⁽⁷⁾ | | 14,635 ₍₂₎ | D | \$ 11.0439 | 1,457,958 | I | See Footnote 5 ⁽⁵⁾ |
| Common Stock | 02/23/2012 | | S ⁽⁷⁾ | | 2,815 ₍₃₎ | D | \$ 11.0439 | 280,133 | I | See Footnote 6 ⁽⁶⁾ |
| Common | 02/24/2012 | | S ⁽⁷⁾ | | 47,453 | D | \$ 11.999 | 3,103,982 | I | See |

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| | | | | | | | | | |
|--------------|------------|--|-------------|-------------------|---|------------|-----------|---|---------------------------|
| Stock | | | <u>(1)</u> | | | | | | Footnote 4 <u>(4)</u> |
| Common Stock | 02/24/2012 | | <u>S(7)</u> | 21,953 <u>(2)</u> | D | \$ 11.999 | 1,436,005 | I | See Footnote 5 <u>(5)</u> |
| Common Stock | 02/24/2012 | | <u>S(7)</u> | 4,222 <u>(3)</u> | D | \$ 11.999 | 275,911 | I | See Footnote 6 <u>(6)</u> |
| Common Stock | 02/27/2012 | | <u>S(7)</u> | 31,635 <u>(1)</u> | D | \$ 11.9188 | 3,072,347 | I | See Footnote 4 <u>(4)</u> |
| Common Stock | 02/27/2012 | | <u>S(7)</u> | 14,635 <u>(2)</u> | D | \$ 11.9188 | 1,421,370 | I | See Footnote 5 <u>(5)</u> |
| Common Stock | 02/27/2012 | | <u>S(7)</u> | 2,815 <u>(3)</u> | D | \$ 11.9188 | 273,096 | I | See Footnote 6 <u>(6)</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 Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 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 | 02/27/2012 |
| **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 | 02/27/2012 |
| **Signature of Reporting Person | Date |
| TA Associates IX LLC, By TA Associates, L.P., Its Manager, By Thomas P. Alber, Chief Financial Officer | 02/27/2012 |
| **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 | 02/27/2012 |
| **Signature of Reporting Person | Date |
| TA Associates AP V L.P., By TA Associates, L.P., Its General Parter, By Thomas P. Alber, Chief Financial Officer | 02/27/2012 |
| **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 02/27/2012

__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 02/27/2012

__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 IX L.P.
- (2) These securities were sold solely by TA Atlantic and Pacific V L.P.
- (3) These securities were sold solely by TA/Atlantic and Pacific IV L.P.
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.
- (5) 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.
- (6) 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.
- (7) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, L.P. on August 24, 2011.

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. 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.