Sensata Technologies Holding N.V.
Form 424B3
December 13, 2012
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-185388

PROSPECTUS SUPPLEMENT

(To Prospectus dated December 11, 2012)

10,000,000 Ordinary Shares

All of the ordinary shares in this offering are being sold by the selling shareholders identified in this prospectus supplement. Sensata Technologies Holding N.V. will not receive any proceeds from the ordinary shares sold by the selling shareholders in this offering.

Our ordinary shares are listed on the New York Stock Exchange under the symbol ST. The last reported sale price of our ordinary shares on the New York Stock Exchange on December 11, 2012 was $30.45 per share.

Investing in our ordinary shares involves risks. See Risk Factors beginning on page S-3 of this prospectus supplement.

Price $29.95 Per Share

	Price to Public	***Underwriting Discounts and Commissions***	***Proceeds to Selling Shareholders***
Per Share	*$29.95*	*$0.41*	*$29.54*
Total	*$299,500,000*	*$4,100,000*	*$295,400,000*

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved of these securities nor passed upon the accuracy or adequacy of the disclosures in the prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the ordinary shares against payment on or about December 17, 2012.

Morgan Stanley	**Barclays**

The date of this prospectus supplement is December 11, 2012

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read this prospectus supplement and the accompanying prospectus together with the information incorporated therein by reference. See Incorporation of Certain Information by Reference in the accompanying prospectus.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. See Incorporation of Certain Information by Reference in the accompanying prospectus.

Unless the context specifically indicates otherwise, references in this prospectus supplement to: (i) we, us, our, the Company and Sensata ref collectively to Sensata Technologies Holding N.V. and its consolidated subsidiaries and their respective predecessors; (ii) Bain Capital refers to

Bain Capital Partners, LLC; and (iii) Sponsors refers collectively to Bain Capital and its co-investors.

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OUR COMPANY

Sensata, a global industrial technology company, is a leader in the development, manufacture and sale of sensors and controls. We produce a wide range of customized, innovative sensors and controls for mission-critical applications such as thermal circuit breakers in aircraft, pressure sensors in automotive systems, and bimetal current and temperature control devices in electric motors. We believe that we are one of the largest suppliers of sensors and controls in the majority of the key applications in which we compete and that we have developed our strong market position due to our long-standing customer relationships, technical expertise, product performance and quality and competitive cost structure. We compete in growing global market segments driven by demand for products that are safe, energy-efficient and environmentally-friendly. In addition, our long-standing position in emerging markets, including our greater than 15-year presence in China, further enhances our growth prospects. We deliver a strong value proposition to our customers by leveraging an innovative portfolio of core technologies and manufacturing at high volumes in low-cost locations such as China, Mexico, Malaysia, Bulgaria and the Dominican Republic.

Our sensors are customized devices that translate a physical phenomenon such as force or position into electronic signals that microprocessors or computer-based control systems can act upon. Our controls are customized devices embedded within systems to protect them from excessive heat or current. Underlying these sensors and controls are core technology platforms thermal and magnetic-hydraulic circuit protection, micro electromechanical systems, ceramic capacitance, and monosilicon strain gage that we leverage across multiple products and applications, enabling us to optimize our research, development, and engineering investments and achieve economies of scale.

Our primary products include pressure sensors, force sensors, temperature sensors, speed sensors, position sensors, motor protectors, and thermal and magnetic-hydraulic circuit breakers and switches. We develop customized and innovative solutions for specific customer requirements, or applications, across the appliance, automotive, heating, ventilation and air-conditioning, industrial, aerospace, defense, data / telecom, and other end-markets. We have long-standing relationships with a geographically diverse base of leading global original equipment manufacturers and other multi-national companies.

We develop products that address increasingly complex engineering requirements by investing substantially in research, development and application engineering. By locating our global engineering team in close proximity to key customers in regional business centers, we are exposed to many development opportunities at an early stage and work closely with our customers to deliver the required solutions. As a result of the long development lead times and embedded nature of our products, we collaborate closely with our customers throughout the design and development phase of their product. Systems development by our customers typically requires significant multi-year investment for certification and qualification, which are often government or customer mandated. We believe the capital commitment and time required for this process significantly increases the switching costs once a customer has designed and installed a particular sensor or control into a system.

We have a history of innovation dating back to our origins. We operated as a part of Texas Instruments Incorporated (Texas Instruments) from 1959 until we were acquired by an investor group led by investment funds advised or managed by Bain Capital (the 2006 Acquisition). Since then, we have expanded our operations in part through the acquisition of First Technology Automotive and Special Products in December 2006, Airpax Holdings, Inc. in July 2007, the Automotive on Board sensors business of Honeywell International Inc. in January 2011 and the Sensor-NITE Group Companies in August 2011.

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FORWARD LOOKING STATEMENTS

This prospectus supplement including any documents incorporated by reference herein, includes forward-looking statements. These forward-looking statements include statements relating to our business. In some cases, forward-looking statements may be identified by terminology such as may, will, should, expects, anticipates, believes, projects, forecasts, continue or the negative of such terms terminology. Forward-looking statements contained herein, or in other statements made by us, are made based on management s expectations and beliefs concerning future events impacting us and are subject to uncertainties and other important factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those matters expressed or implied by forward-looking statements. We believe that the following important factors, among others (including those incorporated by reference under and set forth under the heading Risk Factors), could affect our future performance and the liquidity and value of our securities and cause our actual results to differ materially from those expressed or implied by forward-looking statements made by us or on our behalf:

- continued fundamental changes in the industries in which we operate, including the automotive industry, have had and could continue to have adverse effects on our businesses;
- continued pricing and other pressures from our customers may adversely affect our businesses;
- risks associated with our non-U.S. operations could adversely impact our results of operations from our international businesses;
- our ability to operate our business effectively could be impaired if we fail to attract and retain key personnel;
- we may incur material losses and costs as a result of product liability, warranty and recall claims that may be brought against us;
- we may not realize all of the anticipated operating synergies and cost savings from acquisitions, and we may experience difficulties in integrating acquired businesses, which may adversely affect our financial performance;
- our substantial indebtedness could adversely affect our financial condition and our ability to operate our business, and we may not be able to generate sufficient cash flows to meet our debt service obligations; and
- the other risks set forth under the heading Risk Factors in the documents incorporated by reference in this prospectus.

All forward-looking statements speak only as of the date on which the statements were made and are expressly qualified in their entirety by the cautionary statements contained in this prospectus supplement, the base prospectus and any document incorporated by reference herein or therein. We undertake no obligation to update or revise forward-looking statements which may be made to reflect events or circumstances that arise after the date on which the statement was made or to reflect the occurrence of unanticipated events.

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RISK FACTORS

In addition to the other information included or incorporated by reference in this prospectus supplement, you should carefully consider the following risk factors set forth below before making an investment in our ordinary shares. In addition, you should read and consider the risk factors associated with our business included in Item 1.A. under the heading Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011 as updated by our subsequent filings with the Securities and Exchange Commission. See Where You Can Find More Information.

Risks Related to Our Ordinary Shares and This Offering

There may not be an active, liquid trading market for our ordinary shares, and you may not be able to resell your shares at or above the price at which you purchase them.

The initial public offering of our ordinary shares was completed in March 2010. There has been a public market for our ordinary shares for only a relatively short period of time. An active, liquid and orderly market for our ordinary shares may not be sustained, which could depress the trading price of our ordinary shares. An inactive market may also impair your ability to sell any of our ordinary shares that you purchase. In addition, the market price of our ordinary shares may fluctuate significantly and may be adversely affected by broad market and industry factors, regardless of our actual operating performance.

As a public company, we are subject to financial and other reporting and corporate governance requirements that may be difficult for us to satisfy.

We are subject to financial and other reporting and corporate governance requirements, including the requirements of the New York Stock Exchange (NYSE) listing rules, which impose compliance obligations upon us. We are working with our legal and financial advisors to manage our growth and obligations as a public company. We have made, and will continue to make, changes to our financial and management control systems. The expenses that we are required to incur in order to satisfy these requirements could be material. The requirements of being a public company may strain our resources, divert management s attention and affect our ability to attract and retain qualified board members.

Upon completion of this offering, our principal shareholder will continue to have significant influence over all matters submitted to a shareholder vote, which could limit the ability of our other shareholders to influence the outcome of key transactions, including a change of control.

Upon completion of this offering, our principal shareholder, Sensata Investment Company S.C.A. (Sensata Investment Co.), will own 44.8% of our outstanding ordinary shares. Sensata Investment Co. is controlled by Sensata Management Company S.C.A. (Sensata Management Co.), which is controlled by investment funds advised or managed by the principals of Bain Capital and, pursuant to agreements among all of Sensata Investment Co. s existing shareholders, Bain Capital has the right to appoint all of the directors of Sensata Investment Co. As a result, Bain Capital, through Sensata Management Co. and Sensata Investment Co., will continue to have significant influence over matters requiring approval by our shareholders, including the election of directors and the approval of mergers or other extraordinary transactions. It may also have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. The concentration of ownership may have the effect of delaying, preventing or deterring a change of control of our company, could deprive our shareholders of an opportunity to receive a premium for their ordinary shares as part of a sale of us and might ultimately affect the market price of our ordinary shares.

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Following the completion of this offering, we will no longer be a controlled company under the NYSE listing requirements and, as a result, will no longer qualify for exemptions from certain corporate governance requirements. If we are unable to comply with applicable corporate governance requirements, we may become subject to enforcement actions.

Bain Capital, through Sensata Investment Co., currently controls approximately 50.0% of our outstanding ordinary shares. As a result, we rely upon the controlled company exception to the board of directors and committee independence requirements under the NYSE listing requirements. Pursuant to this exception, we are exempt from the rules that would otherwise require that our board of directors consist of a majority of independent directors and that our Compensation Committee and Nominating and Governance Committee be composed entirely of independent directors. The board of directors has determined that Messrs. Campbell, Jacobson, Peffer and Pond are independent directors, as such term is defined in the NYSE listing requirements.

Upon the completion of this offering, however, Sensata Investment Co. s ownership in us will be reduced from approximately 50.0% to 44.8%. As a result, we will no longer be a controlled company under the NYSE listing requirements. Subject to the phase-in periods under the NYSE listing rules, we will be required to have a board of directors consisting of a majority of independent directors and a Nominating and Governance Committee and Compensation Committee consisting of entirely independent directors. In that regard, prior to the completion of this offering, we expect that at least one member of each of our Nominating and Governance Committee and our Compensation Committee will be an independent director. Within 90 days of the completion of this offering, both our Nominating and Governance Committee and Compensation Committee will be required to consist of a majority of independent directors, and within one year of this offering, both committees will be required to consist solely of independent directors and our board of directors will be required to consist of a majority of independent directors. During these phase-in periods, our shareholders will not have the same protections afforded to shareholders of companies of which the majority of directors are independent and, if, within the phase-in periods, we are not able to recruit additional directors that would qualify as independent, or otherwise comply with the NYSE listing requirements, we may be subject to enforcement actions by NYSE. In addition, a change in our board of directors and committee membership may result in a change in corporate strategy and operating philosophies, and may result in deviations from our current growth strategy.

Future sales of our ordinary shares in the public market could cause our share price to fall.

If our existing shareholders sell substantial amounts of our ordinary shares in the public market following this offering, the market price of our ordinary shares could decrease significantly. The perception in the public market that our existing shareholders might sell shares could also depress the market price of our ordinary shares. Upon the consummation of this offering, we will have 178,512,449 ordinary shares outstanding. Our directors, officers and selling shareholders (other than certain charities which may receive contributions of ordinary shares prior to this offering from certain partners and other employees of the funds that own Sensata Investment Co. and which may sell such shares in this offering) will be subject to lock-up agreements with the underwriters for a period of 45 days from the date of this prospectus supplement as described in Underwriting. After these lock-up agreements and the similar lock-up periods set forth in our investor rights agreement have expired, 81,761,461 shares, some of which will be subject to vesting, will be eligible for sale in the public market. The market price of our ordinary shares may drop significantly when the restrictions on resale by our existing shareholders lapse. A decline in the price of our ordinary shares might impede our ability to raise capital through the issuance of additional ordinary shares or other equity securities.

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Our share price may be volatile, and the market price of our ordinary shares after this offering may drop below the price you pay.

Securities markets worldwide have experienced, and are likely to continue to experience, significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could reduce the market price of our shares regardless of our operating performance. The trading price of our ordinary shares is likely to be volatile and subject to wide price fluctuations in response to various factors, including:

- market conditions in the broader stock market;
- actual or anticipated fluctuations in our quarterly financial and operating results;
- introduction of new products or services by us or our competitors;
- issuance of new or changed securities analysts reports or recommendations;
- sales, or anticipated sales, of large blocks of our stock;
- additions or departures of key personnel;
- regulatory or political developments;
- litigation and governmental investigations; and
- changing economic conditions.

These and other factors may cause the market price and demand for our ordinary shares to fluctuate substantially, which may limit or prevent investors from readily selling their ordinary shares and may otherwise negatively affect the liquidity of our ordinary shares. In addition, in the past, when the market price of a stock has been volatile, holders of that stock have sometimes instituted securities class action litigation against the company that issued the stock. If any of our shareholders brought a lawsuit against us, we could incur substantial costs defending the lawsuit. Such a lawsuit could also divert the time and attention of our management from our business, which could significantly harm our profitability and reputation.

If securities or industry analysts do not publish research or reports about our business, if they adversely change their recommendations regarding our ordinary shares or if our results of operations do not meet their expectations, our share price and trading volume could decline.

The trading market for our ordinary shares will be influenced by the research and reports that industry or securities analysts publish about us or our business. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our share price or trading volume to decline. Moreover, if one or more of the analysts who cover us downgrade our ordinary shares, or if our results of operations do not meet their expectations, our share price could decline.

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USE OF PROCEEDS

We will not receive any proceeds from the ordinary shares being sold by the selling shareholders. However, we will receive in the aggregate approximately $2.4 million from selling shareholders who will pay to us the exercise price for options exercised by them for the purpose of selling shares in this offering. The proceeds received by us in connection with the exercise of options to purchase our ordinary shares by the selling shareholders in connection with this offering will be used for general corporate purposes. We will pay our expenses and the expenses of the selling shareholders in connection with this offering, other than underwriting discounts and commissions.

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SELLING SHAREHOLDERS

The following table sets forth information with respect to the beneficial ownership of our ordinary shares held as of December 7, 2012 by the selling shareholders, the number of ordinary shares being offered hereby and information with respect to ordinary shares to be beneficially owned by the selling shareholders after completion of this offering. The percentages in the following table are based upon 178,175,449 ordinary shares legally issued as of December 7, 2012, which includes 153,690 legally issued shares that are subject to forfeiture until such shares have vested, 307,061 legally issued shares that have been repurchased by the Company but not legally retired, and 7,740 legally issued shares that have been forfeited but not yet legally retired and in each case are not considered outstanding for accounting purposes.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof, or has the right to acquire such powers within 60 days. Ordinary shares subject to options that are currently exercisable or exercisable within 60 days of the date of this prospectus supplement are deemed to be outstanding and beneficially owned by the person holding the options for the purposes of computing the percentage ownership of that person and any group of which that person is a member. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Certain of our named executive officers own shares of our principal shareholder, Sensata Investment Co. We have not included in the following table the number of our ordinary shares that such named executive officers may be deemed to indirectly own as a result of owning such shares of Sensata Investment Co. because none of these named executive officers exercise voting or investment power with respect to these shares. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws.

Each of the individuals listed below is an employee of Sensata. For a description of the material relationships between us and our principal shareholder, Sensata Investment Co., and each of the selling shareholders, see Material Relationships. None of the selling shareholders is a broker-dealer or affiliated with a broker-dealer.

Sensata Investment Co. acquired the ordinary shares being offered hereby in the 2006 Acquisition at a price per share of approximately $6.85. Certain of the ordinary shares being offered by the individual selling shareholders will be acquired upon the concurrent exercise of an equal number of outstanding employee stock options. These options were granted to such employees under our existing equity incentive plans in the ordinary course of business, have exercise prices ranging from $6.99 per share to $7.30 per share and, on an aggregate basis, have a weighted-average exercise price for the shares to be sold in this offering of $7.07 per share.

The following table summarizes the respective grant dates for the options that will be exercised by the selling shareholders and sold in this offering:

Option Grant Date	**Number of Shares**
May 15, 2006	246,000
March 28, 2007	91,000
Total	337,000

Name	Ordinary Shares Beneficially Owned Before the Offering		Ordinary Shares Being Sold in the Offering	Ordinary Shares Beneficially Owned After the Offering	
	Number	Percent		Number	Percent
Sensata Investment Company S.C.A.[(1)(2)(3)(4)]	89,064,708	50.0%	9,095,196	79,969,512	44.8%
Thomas Wroe[(5)]	2,010,885	1.1%	100,000	1,910,885	1.1%
Jeffrey Cote[(6)]	869,716	0.5%	91,000	778,716	0.4%
Martha Sullivan[(7)]	1,358,499	0.8%	146,000	1,212,499	0.7%
Geert Braaksma	208,010	0.1%	5,580	202,430	0.1%
Combined Jewish Philanthropies of Greater Boston, Inc.[(8)(9)]	143,255	*	143,255		
Fidelity Investments Charitable Gift Fund[(8)(10)]	229,862	0.1%	229,862		
Boston Foundation, Inc.[(8)(11)]	60,529	*	60,529		
Tyler Charitable Foundation[(8)(12)]	3,823	*	3,823		
Edgerley Family Foundation[(8)(13)]	78,631	*	78,631		
The Crimson Lion Foundation[(8)(14)]	46,124	*	46,124		

* Less than 0.1%

(1) Sensata Investment Company S.C.A., or Sensata Investment Co., an entity organized in Luxembourg, is controlled by its manager, Sensata Management Company S.A. In such capacity, Sensata Management Company S.A. through its board of directors acting by majority vote exercises voting and dispositive power with respect to the ordinary shares owned by Sensata Investment Co. The board of directors of Sensata Management Company S.A. is currently comprised of Ms. Ailbhe Jennings and Messrs. Walid Sarkis and Michael Goss. Messrs. Sarkis and Goss are each a Managing Director of Bain Capital. All of the outstanding capital stock of Sensata Management Company S.A. is owned by Bain Capital Fund VIII, L.P. and Bain Capital Fund VIII-E, L.P. and, in that capacity, these funds have the power to appoint the directors of Sensata Management Company S.A. Because of the relationships described in (2) below, Bain Capital Investors, LLC (BCI) may be deemed to control these Bain Capital funds and thus may be deemed to share voting and dispositive power with respect to the shares held by Sensata Investment Co. BCI expressly disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. BCI is controlled by an Investment Committee comprised of the following managing directors of Bain Capital: Andrew Balson, Steven Barnes, Joshua Bekenstein, John Connaughton, Todd Cook, Paul Edgerley, Christopher Gordon, Blair Hendrix, Jordan Hitch, Matthew Levin, Ian Loring, Philip Loughlin, Seth Meisel, Mark Nunnelly, Stephen Pagliuca, Ian Reynolds, Mark Verdi, Louis Bremer, John Kilgallon, Lewis Klessel and Stephen Zide. The address for Sensata Investment Co. is Socíeté en Commandite par Actions 9A Parc d , Activitæ, Syrdall, L-5365 Munsbach, Luxembourg.

(2) Bain Capital Fund VIII, L.P. (Fund VIII), Bain Capital VIII Coinvestment Fund, L.P. (Coinvestment VIII), Bain Capital Fund VIII-E, L.P. (Fund VIII-E), Bain Capital Fund IX, L.P. (Fund IX), Bain Capital IX Coinvestment Fund, L.P. (Coinvestment IX), BCIP Associates III (BCIP III), BCIP Trust Associates III (BCIP Trust III), BCIP Associates III-B (BCIP III-B), BCIP Trust Associates III-B (BCIP Trust III-B) and BCIP Associates-G (BCIP-G) together hold approximately 80.6% of the equity interests of Sensata Investment Co. BCI is the Managing General Partner of BCIP III, BCIP Trust III, BCIP III-B, BCIP Trust III-B and BCIP-G. BCI is also the General Partner of Bain Capital Partners VIII, L.P., which is the General Partner of Fund VIII and Coinvestment VIII, Bain Capital Partners VIII-E, which is General Partner of Fund VIII-E, and Bain Capital Partners IX, L.P., which is the General Partner of Fund IX and Coinvestment IX. As a result, the Investment Committee of BCI may be deemed to exercise voting and dispositive power with respect to the shares held by Sensata Investment Co. Subsequent to December 7, 2012, certain partners and other employees of the funds which own Sensata Investment Co. made charitable contributions of ordinary shares as further described in (8) below.

(3) Asia Opportunity Fund II, L.P., or Asia Fund II, and AOF II Employee Co-invest Fund, L.P., AOF II, hold 10.0% and 0.1%, respectively, of the equity interests of Sensata Investment Co. Unitas Capital Equity Partners II, L.P. is the general partner of Asia Fund II and AOF II. Unitas Capital Ltd. is the fund manager

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to Asia Fund II and AOF II. Sensata Investment Co. expects to make a distribution of ordinary shares to Asia Fund II and AOF II prior to this offering. In such case, neither Asia Fund II nor AOF II will participate in the offering.

(4) Paul Edgerley and Stephen Zide are each a Managing Director and member of the Investment Committee of BCI and Michael Ward is a Managing Director of BCI, and therefore they may be deemed to share voting and dispositive power with respect to all shares of the Company that may be deemed to be beneficially owned by the Bain Capital funds as described in Note 2 above. Each of Messrs. Edgerley, Ward and Zide is a member of our board of directors. Each of these persons disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(5) Includes: (i) before this offering, 1,520,515 options exercisable for ordinary shares, of which 256,409 are held in a family trust established for the benefit of Mr. Wroe s children, and 20,000 ordinary shares held in a family trust established for the benefit of Mr. Wroe s children and (ii) after this offering, 1,470,515 options exercisable for ordinary shares, of which 206,409 are held in a family trust established for the benefit of Mr. Wroe s children and 20,000 ordinary shares held in a family trust established for the benefit of Mr. Wroe s children. Does not include: (i) 58,015 ordinary shares indirectly owned before this offering and (ii) 52,091 ordinary shares indirectly owned after this offering, in each case based on such trust s direct ownership of 90,816 ordinary shares, or 0.07%, of Sensata Investment Co.

(6) Includes: (i) before this offering, 810,870 options exercisable for ordinary shares and (ii) after this offering, 719,870 options exercisable for ordinary shares.

(7) Includes: (i) before this offering, 1,311,432 options exercisable for ordinary shares and (ii) after this offering, 1,165,432 options exercisable for ordinary shares. Does not include: (i) 20,800 ordinary shares indirectly owned before this offering and (ii) 18,676 ordinary shares indirectly owned after this offering, in each case based on such person s direct ownership of 32,560 ordinary shares, or 0.02%, of Sensata Investment Co.

(8) Represents shares received by such entities as a result of charitable contributions by certain partners and other employees of the funds which own Sensata Investment Co. subsequent to December 7, 2012.

(9) The address of the Combined Jewish Philanthropies of Greater Boston, Inc. is 126 High Street, Boston, Massachusetts 02110.

(10) The address of Fidelity Investments Charitable Gift Fund is 200 Seaport Boulevard, ZE7, Boston, Massachusetts 02210.

(11) The address of the Boston Foundation, Inc. is 75 Arlington Street, Boston, Massachusetts 02116.

(12) The address of the Tyler Charitable Foundation is c/o Ropes & Gray LLP, One International Place, Boston, Massachusetts 02110.

(13) The address of the Edgerley Family Foundation is c/o Bain Capital Investors, LLC, John Hancock Tower, 200 Clarendon Street, Boston, Massachusetts 02116.

(14) The address of The Crimson Lion Foundation is 31 St. James Avenue, Suite 740, Boston, Massachusetts 02116.

Material Relationships

Advisory Agreement

We, Sensata Investment Co., Sensata Technologies B.V. and the Sponsors entered into an Advisory Agreement pursuant to which the Sponsors were retained to provide ongoing transaction, consulting and management advisory services. Pursuant to the Advisory Agreement, we were required to pay the Sponsors an aggregate fee of $4.0 million per year for management advisory services. For fiscal years 2009 and 2010, we recorded $4.0 million and $0.8 million, respectively, of expenses pursuant to this agreement. This agreement was terminated in connection with our initial public offering and, therefore, we did not record any expenses in fiscal year 2011 pursuant to this agreement.

In addition, under the Advisory Agreement, if the Sponsors provided services in connection with any acquisitions, dispositions or financings (whether debt or equity) involving us, our subsidiary

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Sensata Technologies B.V., Sensata Investment Co. or any of our or their respective subsidiaries, we were required to pay the Sponsors an aggregate fee of 1% of the gross transaction value. The fee payable to the Sponsors with respect to our initial public offering in March 2010 was approximately $4.7 million. The Advisory Agreement also required us to pay the reasonable expenses of the Sponsors in connection with, and indemnify them for liabilities arising from, the Advisory Agreement.

Bain Capital terminated the Advisory Agreement upon completion of our initial public offering in March 2010. We were obligated to pay the Sponsors quarterly fees, transaction fees and any expenses due with respect to periods prior to the date of termination, plus the net present value (using a discount rate equal to the then yield on U.S. Treasury Securities of like maturity) of the quarterly fees that would have been payable with respect to the period from the date of termination until April 26, 2016. We paid a termination fee of approximately $22.4 million to the Sponsors in connection with the termination.

The Investor Rights Agreement

We are party to an Amended and Restated Investor Rights Agreement, or the Investor Rights Agreement, with Sensata Investment Co. and Sensata Management Company S.A. The material terms of the Investor Rights Agreement are set forth below.

Demand and Piggyback Registration Rights. Bain Capital may initiate an unlimited number of registrations of the securities subject to the Investor Rights Agreement pursuant to long-form or, if available, short-form registration. We may not include in any demand registration any securities which are not subject to the Investor Rights Agreement without the consent of the holders of a majority of the registrable securities subject to the Investor Rights Agreement. Whenever we or Sensata Investment Co. proposes to register any of our or its securities under the Securities Act (other than pursuant to a registration of Sensata Investment Co. securities demanded by Bain Capital or in connection with a registration on Form S-4 or Form S-8) then we or Sensata Investment Co., as the case may be, are obligated to include in such registration all registrable securities with respect to which we or it has received written requests for inclusion therein. If the managing underwriter of a registration advises us that the number of securities being registered exceeds the number which can be sold without adversely affecting the marketability of the offering, then we may limit the number of securities that will be included in the registration, pro rata among the respective holders thereof.

Indemnification. We have agreed to indemnify each holder of the securities covered by the Investor Rights Agreement for violations of federal or state securities laws by us or Sensata Investment Co. in connection with any registration statement, prospectus or any preliminary prospectus.

Expenses. We are generally obligated to pay all expenses with respect to any demand or piggyback registration. We will pay the expenses (other than underwriting discounts and commissions) of this offering pursuant to the terms of the Investor Rights Agreement.

Lock Up Agreement. We, Sensata Investment Co. and each holder of registrable securities, subject to the terms of the Investor Rights Agreement, have agreed under the terms of the Investor Rights Agreement not to effect any public sale or distribution (including sales pursuant to Rule 144) of our or Sensata Investment Co. s equity securities, as the case may be, or any securities, options or rights convertible into or exchangeable or exercisable for such securities, during (a) the seven days prior to and the 90-day period beginning on the effective date of any underwritten demand registration

or any underwritten piggyback registration in which registrable securities are included, and (b) upon notice from us of the commencement of an underwritten distribution in connection with any shelf registration, the seven days prior to and the 90-day period beginning on the date of commencement of such distribution, in each case except as part of such underwritten registration, and in each case unless the underwriters managing the registered public offering otherwise agree. The underwriters have agreed to a 45-day lock-up period for this offering.

Board Rights. So long as (i) Bain Capital owns any securities of Sensata Investment Co. and (ii) Bain Capital, Sensata Investment Co., the other non-employee shareholders of Sensata Investment Co. as of the date of the Investor Rights Agreement, and their respective affiliates, when taken together, continue to own at least 50% of our outstanding ordinary shares, Bain Capital has the right to determine the size of our board of directors and the board of directors of Sensata Management Company S.A., and our subsidiary, Sensata Technologies, Inc., and to designate each director of those entities (and each designated director must be elected), subject to any rights granted to other persons pursuant to the Investor Rights Agreement (including the rights of Bain Capital Fund IX, L.P. and Bain Capital IX Coinvestment Fund, L.P. discussed below), the Securityholders Agreement (discussed below), or applicable law. With respect to those entities formed under jurisdictions that provide for a two-tiered board structure (i.e., a supervisory and a management board), Bain Capital also has the right to determine the size and composition of the management board. Bain Capital Fund IX, L.P. has the right to designate one director to our board of directors and the boards of Sensata Management Company S.A. and STI and such designee must be elected. Bain Capital IX Coinvestment Fund, L.P. has the right to designate one director to our board of directors and the boards of Sensata Management Company S.A. and STI and such designee must be elected. Any director appointed pursuant to one of these designations can only be removed pursuant to the written request of the person with power to designate such director. All such directors designated to our board of directors will be subject to election by our shareholders.

Upon the completion of this offering, Sensata Investment Co. s ownership in us will be reduced from approximately 50.0% to 44.8%. As a result, Bain Capital s board rights described above will terminate and we will no longer be a controlled company under the NYSE listing requirements. Subject to the phase-in period under the NYSE listing requirements, we will be required to have a board of directors consisting of a majority of independent directors and a Nominating and Corporate Governance Committee and Compensation Committee consisting of entirely independent directors. In that regard, prior to the completion of this offering, we expect that at least one member of each of our Nominating and Corporate Governance committee and our Compensation Committee will be an independent director. We expect that within 90 days of the completion of this offering, both our Nominating and Corporate Governance Committee and Compensation Committee will consist of a majority of independent directors, and within one year of this offering, both committees will consist solely of independent directors and our board of directors will consist of a majority of independent directors.

Securityholders Agreement

We are party to an Amended and Restated Securityholders Agreement, or the Securityholders Agreement, with Sensata Investment Co., Sensata Management Company S.A., investment funds associated with Bain Capital, or the Bain Capital Funds, and investment funds managed by Unitas Capital Ltd., or the Unitas Funds. The material terms of the Securityholders Agreement are set forth below.

Tag Along Rights. If the Bain Capital Funds propose to transfer any of their securities, each of the Unitas Funds will have the right, but not the obligation, to participate in such transfer subject to the

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terms and conditions set forth in the Securityholders Agreement. Any Unitas Fund electing to participate in a transfer has the right to participate at the same price and on the same terms as the Bain Capital Fund proposing to transfer its securities. The Unitas Funds will be entitled to sell a number of each class of securities being transferred equal to such holder s pro rata share of such class of securities.

Piggyback Registration Rights. Whenever Sensata Investment Co. proposes to register any of its securities held by the Bain Capital Funds under the Securities Act (or any similar listed offering outside the United States), each of the Unitas Funds has the right, but not the obligation, to participate in such registration. The Unitas Funds electing to participate in a registration will be entitled to include in such registration, at the same price and on equal terms as the Bain Capital Funds, a number of each class of securities being offered equal to such holder s pro rata share of the securities of such class as are proposed to be included by the Bain Capital Funds in the registration. The number of securities that the Bain Capital Funds and the Unitas Funds may include in the registration may be restricted if the managing underwriter advises Sensata Investment Co. that, in its opinion, the number of securities being registered exceeds the number which can be sold without adversely affecting the marketability of the offering.

In addition, if at any time Sensata Investment Co. distributes our securities to the shareholders of Sensata Investment Co. (whether in liquidation, dividend or otherwise), and we propose to register any securities held by the Bain Capital Funds under the Securities Act (or any similar listed offering outside the United States), each of the Unitas Funds has the right, but not the obligation, to participate in such registration on terms similar to those described in the preceding paragraph.

Drag Along Rights. If the Bain Capital Funds request an approved sale (as defined in the Securityholders Agreement), each of the Unitas Funds is obligated to vote for and consent to such sale. If the approved sale is a merger or consolidation, each of the Unitas Funds will waive any dissenter s rights, appraisal rights or similar rights. If the approved sale is a stock transfer, each of the Unitas Funds will agree to sell its pro rata shares of each class of securities to be sold in such transfer at the same price and on the same terms and conditions as the Bain Capital Funds. Upon the receipt by the Unitas Funds of their proportional share of the purchase price, the Unitas Funds voting rights, rights to distributions and all other rights granted as securityholders will terminate.

Transfer Restrictions. The Unitas Funds may not transfer any of their securities covered by the Securityholders Agreement other than in connection with their participation in a sale by the Bain Capital Funds, an approved sale, a public sale or an exempt transfer. In addition, the Unitas Funds have agreed under the terms of the Securityholders Agreement not to effect any transfer of any of their securities or any other of our equity securities, or any securities convertible into or exchangeable or exercisable for such securities, during the seven days prior to and the 90-day period beginning on the effective date of a public offering, except as part of any such offering or unless the underwriters managing the registration of any such offering otherwise agree. This agreement, however, is conditioned on the Unitas Funds not being subject to a longer lock-up agreement than the Bain Capital Funds.

Purchase of Outstanding Debt Securities

On June 17, 2009, a Luxembourg company indirectly owned by Bain Capital and certain of our executive officers, specifically Thomas Wroe, Martha Sullivan and Jeffrey Cote, made an open market purchase of 42.3 million in aggregate principal amount of our 11.25% Senior Subordinated Notes for an aggregate purchase price of 18.4 million. The Luxembourg company is a wholly-owned subsidiary of a Cayman Islands limited partnership, of which affiliates of Bain Capital and certain of

our executive officers, specifically Mr. Wroe, Ms. Sullivan and Mr. Cote, are limited partners and Bain Capital is the general partner. In connection with a cash tender offer launched on February 26, 2010, the limited partnership validly tendered, and Sensata Technologies B.V. accepted for purchase, all of the 11.25% Senior Subordinated Notes held by the limited partnership. The limited partnership received aggregate consideration of approximately 45.7 million, including accrued and unpaid interest, in exchange for the tendered notes.

Administrative Services Agreement between Us and Sensata Investment Co.

In March 2009, we and Sensata Investment Co. entered into an Administrative Services Agreement for services relating to the review of our financial statements and other administrative matters. The Administrative Services Agreement was entered into with retroactive effectiveness from January 1, 2008. We pay Sensata Investment Co. quarterly for its services, at rates equal to the actual cost incurred by Sensata Investment Co., with such rates reviewed from time to time by us and Sensata Investment Co. During 2009, we advanced $0.3 million to Sensata Investment Co. prior to executing the Administrative Services Agreement. We incurred $0.6 million related to the Administrative Services Agreement during the year ended December 31, 2009, of which $0.3 million was paid in cash and $0.3 million was settled by offsetting existing amounts due from Sensata Investment Co. During fiscal years 2010 and 2011, we paid $0.3 million and $0.1 million pursuant to this agreement, respectively. During the first three quarters of 2012, we paid $0.4 million pursuant to this agreement. The Administrative Services Agreement has an indefinite term but may be terminated by either party with 30 days prior written notice. Additionally, Sensata Investment Co. and we have the right to inspect each others books and records. We must indemnify Sensata Investment Co. from and against any loss, cost, or expense, including reasonable attorneys fees, related to any act or omission in connection with the performance or nonperformance of Sensata Investment Co. s duties under the agreement.

Directors and Officers

Paul Edgerley, Michael Ward and Stephen Zide, each a Managing Director of Bain Capital, are members of our board of directors. For a description of Bain Capital s beneficial ownership of the ordinary shares held by Sensata Investment Co., see footnotes (1) and (2) to the table under the heading Selling Shareholders. John Lewis, a Partner of Unitas Capital Ltd., is also a member of our board of directors. For a description of Unitas Capital Ltd. s beneficial ownership of the ordinary shares held by Sensata Investment Co., see footnote (3) to the table under the heading Selling Shareholders.

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TAX CONSIDERATIONS

Certain Netherlands Tax Considerations

This summary solely addresses the principal Dutch tax consequences of the acquisition, ownership and disposal of ordinary shares. It does not purport to describe every aspect of taxation that may be relevant to a particular holder of ordinary shares. Any potential investor should consult his tax adviser for more information about the tax consequences of acquiring, owning and disposing of ordinary shares in his particular circumstances.

Where in this summary English terms and expressions are used to refer to Dutch concepts, the meaning to be attributed to such terms and expressions shall be the meaning to be attributed to the equivalent Dutch concepts under Dutch tax law. Where in this summary the terms the Netherlands and Dutch are used, these refer solely to the European part of the Kingdom of the Netherlands. This summary assumes that we are organised, and that our business will be conducted, in the manner outlined in this prospectus. A change to such organisational structure or to the manner in which we conduct our business may invalidate the contents of this summary, which will not be updated to reflect any such change.

This summary is based on the tax law of the Netherlands (unpublished case law not included) as it stands at the date of this summary. The tax law upon which this summary is based, is subject to changes, perhaps with retroactive effect. Any such change may invalidate the contents of this summary, which will not be updated to reflect such change.

Where in this Dutch taxation paragraph reference is made to your ordinary shares, that concept includes, without limitation, that:

1. you own one or more ordinary shares and in addition to the title to such ordinary shares, you have an economic interest in such ordinary shares;

$186,435 $110,057 $45,410 $ $155,467

Roaming

18,773 3,229 22,002 17,855 3,611 21,466

Equipment

18,210 6,273 24,483 20,125 4,834 24,959

Total revenue

169,943 62,977 232,920 148,037 53,855 201,892

Depreciation, asset disposal and amortization

19,130 6,937 5,913 31,980 83,874 26,527 4,602 115,003

Income (loss) from operations

$15,657 $7,975 ($13,531) $10,101 ($76,825) ($19,307) ($13,673) ($109,805)

Total assets

$1,071,882 $352,673 $217,476 $1,642,031 $1,162,586 $342,458 $343,274 $1,848,318

Capital expenditures

2,007 2,106 1,206 5,319 5,653 4,551 1,098 11,302

A reconciliation from segment income (loss) from operations to consolidated loss before taxes is set forth below:

	For the three months ended March 31,	
	2007	2006
	(Dollars in thousands)	
Total segment income (loss) from operations	$ 10,101	($109,805)
Unallocated amounts:		

Interest expense	(38,334)	(37,742)
Interest and other income	2,404	4,094
Consolidated loss before taxes	($25,829)	($143,453)

13. Subsequent Event

Tower Sale. On November 13, 2006, the Company agreed to sell 69 wireless communications towers located in its continental United States business segment to SBA for approximately $17.0 million, reflecting a price of approximately $0.3 million per tower. The closing of 58 of the 69 towers occurred during the first quarter of 2007. The closing of an additional five towers occurred on April 25, 2007 for a purchase price of approximately $1.1 million. The remaining six sites are expected to close during the second quarter of 2007.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

In this section, the terms *SunCom, we, us, our* and similar terms refer collectively to SunCom Wireless Holdings, Inc., our wholly-owned subsidiary, SunCom Wireless, Inc., and their consolidated subsidiaries. *Holdings* refers to SunCom Wireless Holdings, Inc. and *SunCom Wireless* refers to SunCom Wireless, Inc. The following discussion and analysis is based upon our financial statements as of the dates and for the periods presented in this section. You should read this discussion and analysis in conjunction with our financial statements and the related notes contained elsewhere in this report.

Forward-looking Statements

When used in this Form 10-Q and in future filings by us with the Securities and Exchange Commission, in our press releases and in oral statements made with the approval of an authorized executive officer of SunCom, statements concerning possible or assumed future results of operations of SunCom and those preceded by, followed by or that include the words may, will, should, expects, plans, anticipates, believes, estimates, predicts, poten the negative of such terms and other comparable terminology (including confirmations by an authorized executive officer of SunCom or any such expressions made by a third party with respect to SunCom) are intended to identify forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. Readers are cautioned not to place undue reliance on any such forward-looking statements, each of which speaks only as of the date made. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. For a discussion of certain risks and uncertainties that could affect our results of operations, liquidity and capital resources, see the Risk Factors section of our Form 10-K for the year ended December 31, 2006 and our other Securities and Exchange Commission filings. We have no obligation to release publicly the result of any revisions, which may be made to any forward-looking statements to reflect anticipated or unanticipated events or circumstances occurring after the date of such statements.

Overview

We are a provider of digital wireless communications services in the southeastern United States, Puerto Rico and the U.S. Virgin Islands. We provide wireless communications services under the SunCom Wireless brand name. As of March 31, 2007, our wireless communications network covered a population of approximately 14.8 million potential customers in a contiguous geographic area encompassing portions of North Carolina, South Carolina, Tennessee and Georgia. In addition, we operate a wireless communications network covering a population of approximately 4.1 million potential customers in Puerto Rico and the U.S. Virgin Islands.

Our strategy is to provide extensive coverage to customers within our regions, to offer our customers high-quality, innovative voice and data services with coast-to-coast coverage via compelling rate plans and to benefit from roaming revenues generated by other carriers wireless customers who roam into our covered area.

We believe our markets are strategically attractive because of their strong demographic characteristics for wireless communications services. According to the 2005 Paul Kagan Associates Report, our service area includes 11 of the top 100 markets in the country with population densities that are higher than the national average. We currently provide wireless voice and data services utilizing global system for mobile communications and general packet radio service, or *GSM/GPRS,* technology, which is capable of providing enhanced voice and data services.

Results of Operations

We have two reportable segments, which we operate and manage as strategic business units. Our reporting segments are based upon geographic area of operation; one segment consists of our operations in the continental United States, and the other consists of our operations in Puerto Rico and the U.S. Virgin Islands. Each reporting segment markets wireless rate plans to consumers that are specific to its respective geographic area. For purposes of this discussion, corporate expenses are included in the continental United States segment results.

Three Months Ended March 31, 2007 Compared to the Three Months Ended March 31, 2006

Consolidated operations

The table below summarizes the consolidated key metrics of our operations as of and for the three months ended March 31, 2007 and 2006. These results are further described in our segment discussions.

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	As of and for the three months ended March 31,			
	2007	**2006**	**Change**	**Change %**
Gross additions	107,851	116,315	(8,464)	(7.3%)
Net additions	33,646	41,292	(7,646)	(18.5%)
Subscribers (end of period)	1,120,838	1,007,114	113,724	11.3%
Monthly subscriber churn	2.2%	2.5%	0.3%	12.0%
Average revenue per user	$ 55.70	$ 51.55	$ 4.15	8.1%
Cost per gross addition	$ 402	$ 382	($20)	(5.2%)

Gross additions are new subscriber activations, and net additions are gross additions less subscriber deactivations. Monthly subscriber churn is calculated by dividing subscriber deactivations by our average subscriber base for the period. These statistical measures may not be compiled in the same manner as similarly titled measures of other companies. In addition, average revenue per user, or *ARPU*, and cost per gross addition, or *CPGA*, are performance measures not calculated in accordance with accounting principles generally accepted in the United States, or *GAAP*. For more information about ARPU and CPGA, see Reconciliation of Non-GAAP Financial Measures below.

Continental United States segment operations

The table below summarizes the key metrics in the operations of our continental United States segment as of and for the three months ended March 31, 2007 and 2006.

	As of and for the three months ended March 31,			
	2007	**2006**	**Change**	**Change %**
Gross additions	68,106	78,960	(10,854)	(13.7%)
Net additions	20,136	35,982	(15,846)	(44.0%)
Subscribers (end of period)	793,120	734,953	58,167	7.9%
Monthly subscriber churn	2.0%	2.0%		
Average revenue per user	$ 56.68	$ 51.21	$ 5.47	10.7%
Cost per gross addition	$ 424	$ 406	($18)	(4.4%)

Subscribers. The decrease in net subscriber additions of 15,846 was driven by lower subscriber gross additions and higher involuntary subscriber deactivations due to non-payment for the quarter ended March 31, 2007, compared to the same period of last year. We believe the lower year-over-year gross subscriber additions were the result of our strategy to pursue higher ARPU subscribers as well as increased competitive pressure for a diminishing pool of potential subscribers. The 58,167 increase in total subscribers was attributable to net subscriber additions from April 1, 2006 through March 31, 2007.

Monthly Subscriber Churn. The monthly subscriber churn was flat due to decreased voluntary subscriber deactivations resulting from the reduced impact of the migration of our subscribers from TDMA to GSM/GPRS technology in 2006, offset by increased involuntary subscriber deactivations due to non-payment by a higher credit challenged customer mix. We believe that churn in the continental United States segment may increase slightly in the near term due to increased involuntary churn as a result of rate plan offerings to more credit challenged customers.

Average Revenue Per User. ARPU reflects the average amount billed to subscribers based on rate plan and calling feature offerings. ARPU is calculated by dividing service revenue, excluding service revenue credits made to existing subscribers and revenue not generated by wireless subscribers, by our average subscriber base for the respective period. The ARPU increase of $5.47 was primarily the result of an increase in average revenue from usage of features offered for additional fees and an increase in average access revenue per subscriber. The increase in average feature revenue was primarily the result of subscribers increased usage of our data offerings, such as short message service, or *SMS*, and downloadable ring tones. The increase in average access revenue was primarily the result of higher access points on add-a-line activations. In addition, miscellaneous revenue also increased due to higher fees charged to delinquent paying subscribers. As a result of an anticipated mix of new rate plan offerings, we expect ARPU to remain relatively flat in the foreseeable future. For more details regarding our calculation of ARPU, refer to Reconciliation of Non-GAAP Financial Measures below.

Cost Per Gross Addition. CPGA is calculated by dividing the sum of equipment margin for handsets sold to new subscribers (equipment revenue less cost of equipment, which costs have historically exceeded the related revenues) and selling expenses (exclusive of the non-cash compensation portion of the selling expenses) related to adding new subscribers by total gross subscriber additions during the relevant period. The CPGA increase of $18, or 4.4%, was primarily the result of lower gross additions to leverage the fixed selling costs for the period, partially offset by lower advertising and promotional spending and lower commission expense per gross addition due to a shift in the distribution channel mix favoring company-owned channels,

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which historically have a lower commission expense. For more details regarding our calculation of CPGA, refer to Reconciliation of Non-GAAP Financial Measures below.

Results from Operations

	For the three months ended March 31,			
(Dollars in thousands)	**2007**	**2006**	**Change $**	**Change %**
Revenues:				
Service	$132,960	$ 110,057	$22,903	20.8%
Roaming	18,773	17,855	918	5.1%
Equipment	18,210	20,125	(1,915)	(9.5%)
Total revenue	169,943	148,037	21,906	14.8%
Operating expenses				
Cost of service	52,079	56,930	4,851	8.5%
Cost of equipment	26,400	28,527	2,127	7.5%
Selling, general and administrative	64,295	63,704	(591)	(0.9%)
Termination benefits and other related charges		898	898	100.0%
Depreciation, asset disposal and amortization	25,043	88,476	63,433	71.7%
Total operating expenses	167,817	238,535	70,718	29.6%
Income (loss) from operations	2,126	($90,498)	$92,624	102.3%

Revenue. Service revenue increased by $22.9 million, or 20.8%, for the three months ended March 31, 2007 compared to the three months ended March 31, 2006, primarily as a result of an $11.6 million increase in access revenue resulting primarily from a larger subscriber base, increased revenue of $6.9 million generated from enhanced features offered for a fee, such as SMS messaging and downloadable ring tones and a $1.7 million increase in miscellaneous revenue attributable to higher late fees charged to delinquent paying subscribers. We expect subscriber growth to continue and hence, we expect service revenue to increase in the foreseeable future. The increase in roaming revenue was primarily due to increased roaming minutes of use period over period. We expect roaming revenue to increase slightly in the foreseeable future. Equipment revenue includes the revenue earned on the sale of a handset and handset accessories to new and existing subscribers. The equipment revenue decrease was primarily due to lower new activations.

Cost of Service. Cost of service for the three months ended March 31, 2007 decreased by $4.9 million, or 8.5%, compared to the same period of 2006. This decrease was largely the result of a $1.9 million decrease in interconnect costs as a result of decommissioning our TDMA network during 2006, which resulted in network efficiencies, a $1.6 million decrease in incollect roaming costs (costs associated with our subscribers roaming on other carriers networks) attributable to less minutes of use and a $1.1 million decrease in toll costs due to a lower rate per minute of use. As a result of the variable components of cost of service, such as interconnect and toll, our cost of service may increase in conjunction with the growth of our subscriber base. Cost of service as a percentage of service revenue was 39.2% and 51.7% for the quarters ended March 31, 2007 and 2006, respectively. This decrease of 12.5% was primarily attributable to increased service revenue and the above-mentioned declines in interconnect, incollect and toll costs. Cost of service as a percentage of service revenue may decline in the future, as we expect to continue to leverage the fixed components of cost of service, such as cell site rent, against increased revenue.

Cost of Equipment. Cost of equipment decreased $2.1 million, or 7.5% in the first quarter of 2007 compared to the same period of 2006. The decrease was due to lower gross subscriber additions and the absence of costs incurred during the first quarter of 2006 to migrate subscribers from TDMA to GSM/GPRS technology. These decreases were partially offset by increased transactions with existing subscribers.

Selling, General and Administrative Expense. Selling, general and administrative expenses increased $0.6 million, or 0.9%, for the three months ended March 31, 2007 compared to the same period of 2006. The increase was primarily due to a $4.4 million increase in general and administrative expenses (excluding non-cash compensation), which resulted from higher bad debt expense of $2.1 million due to a larger subscriber base and rate plan offerings to more credit-challenged customers. In addition, handset upgrades provided to existing subscribers in exchange for a contract extension increased, which resulted in $0.9 million of incremental commission expense. This increase was partially offset by a $1.6 million decrease in non-cash compensation expense due to the lower market price of stock grants and a $1.3 million decrease in commissions as the result of lower gross subscriber additions and a shift in the distribution mix favoring company-owned channels. In addition, advertising and promotional expense decreased $1.1 million. Our selling, general and administrative expenses may increase as a function of the growth of our subscriber base. General and administrative expense as a percentage of service revenue was 29.2% and 32.5% for the quarters ended March 31, 2007 and 2006, respectively. This decrease was primarily the result of greater service revenue for the three months ended March 31, 2007. This percentage may continue to decline in the future as we expect to leverage our fixed general and administrative costs, such as headcount and facilities costs, against increased revenue.

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Termination Benefit Expense. We incurred termination benefit expense of $0.9 million for the first quarter of 2006 related to the reorganization of our continental United States operations. We did not incur any termination benefit expense for the same period of 2007.

Depreciation, Asset Disposal and Amortization Expense. Depreciation, asset disposal and amortization expense decreased by $63.4 million, or 71.7%, for the three months ended March 31, 2007 compared to the same period of 2006. This decrease was primarily due to there being no incremental depreciation expense on our TDMA equipment, which was fully depreciated as of June 30, 2006 and was decommissioned during the fourth quarter of 2006.

Puerto Rico and U.S. Virgin Islands segment operations

The table below summarizes the key metrics in the operations of our Puerto Rico and U.S. Virgin Islands segment as of and for the three months ended March 31, 2007 and 2006.

	As of and for the three months ended March 31,			
	2007	**2006**	**Change**	**Change %**
Gross additions	39,745	37,355	2,390	6.4%
Net additions	13,510	5,310	8,200	154.4%
Subscribers (end of period)	327,718	272,161	55,557	20.4%
Monthly subscriber churn	2.7%	4.0%	1.3%	32.5%
Average revenue per user	$ 53.30	$ 52.45	$ 0.85	1.6%
Cost per gross addition	$ 364	$ 332	($32)	(9.6%)

Subscribers. The increase in net subscribers additions of 8,200 was due to a 2,390 increase in gross subscriber additions and lower subscriber churn. The year-over-year gross subscriber addition increase was the result of the cumulative effect of a significant marketing and branding initiative associated with the SunCom brand and the brand erosion of several key competitors. The lower year-over-year subscriber churn was the result of decreased voluntary and involuntary deactivations. The increase in total subscribers was attributable to net subscriber additions resulting from April 1, 2006 through March 31, 2007.

Monthly Subscriber Churn. The decrease in monthly subscriber churn stemmed from decreased voluntary subscriber deactivations resulting from the reduced impact of migrating our remaining Puerto Rico TDMA subscribers to our GSM/GPRS technology during the first quarter of 2006. In addition, involuntary subscriber deactivations decreased due to improved collection efforts and the stabilization of our subscriber base during the three months ended March 31, 2007, as compared to the same period of 2006. As a result of contractual obligations with customers, we expect that the subscriber churn of our Puerto Rico and U.S. Virgin Islands segment may remain relatively flat in the near term.

Average Revenue Per User. The ARPU increase was primarily the result of an increase in the usage of features for additional fees, partially offset by a decrease in average billed access and airtime revenue per subscriber. The increase in average feature revenue was primarily the result of subscribers increased usage of our data offerings, such as SMS and downloadable ring tones. The decline in average access revenue was the result of adding new subscribers on lower-priced rate plans. The decline in average airtime revenue was the result of adding new subscribers on rate plans that included more minutes of use, such as included nights and weekends and mobile to mobile, than previously offered rate plans. In addition, average airtime revenue has also declined as a result of existing subscribers migrating to plans with more included minutes and higher use subscribers deactivating service. As a result of anticipated mix of new rate plan offerings, we expect ARPU to remain relatively flat in the foreseeable future.

Cost Per Gross Addition. The CPGA increase of $32, or 9.6%, was primarily due to higher spending on advertising and promotional costs and higher equipment margin, partially offset by higher gross additions to leverage our fixed selling costs for the period ended March 31, 2007 as compared to the same period of last year.

Results from Operations

	For the three months ended March 31,			
(Dollars in thousands)	**2007**	**2006**	**Change $**	**Change %**

Revenues:				
Service	$53,475	$45,410	$8,065	17.8%
Roaming	3,229	3,611	(382)	(10.6%)
Equipment	6,273	4,834	1,439	29.8%
Total revenue	62,977	53,855	9,122	16.9%

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(Dollars in thousands)	For the three months ended March 31, 2007	2006	Change $	Change %
Operating expenses				
Cost of service	10,853	11,018	165	1.5%
Cost of equipment	12,467	10,694	(1,773)	(16.6%)
Selling, general and administrative	24,745	24,923	178	0.7%
Depreciation, asset disposal and amortization	6,937	26,527	19,590	73.8%
Total operating expenses	55,002	73,162	18,160	24.8%
Income (loss) from operations	$ 7,975	($19,307)	$27,282	141.3%

Revenue. Service revenue increased $8.1 million, or 17.8%, for the three months ended March 31, 2007 compared to the same period of 2006 primarily due to an increased number of subscribers, which resulted in increased access revenue of $4.8 million. In addition, feature revenue increased by $2.2 million as a result of additional usage of features offered for an additional fee, such as SMS messaging and downloadable ring tones. The decrease in roaming revenue was due to a lower rate per minute of use, partially offset by increased minutes of use on our network. Equipment sales revenue increased due to increased transactions with existing and new subscribers.

Cost of Service. Cost of service decreased by $0.2 million, or 1.5%, for the three months ended March 31, 2007 compared to the same period of 2006. The decrease was the result of reduced interconnect expenses of $1.3 million due to decommissioning our Puerto Rico TDMA network during the first quarter of 2006, which resulted in network efficiencies. This decrease was partially offset by increased incollect costs of $0.6 million due to higher minutes of use and increased handset insurance costs of $0.6 million resulting from a larger subscriber base. As a result of the variable components of cost of service, such as interconnect and toll, our cost of service may increase in conjunction with the growth of our subscriber base. Cost of service as a percentage of service revenue was 20.3% and 24.3% for the quarters ended March 31, 2007 and 2006, respectively. The decrease of 4.0% was primarily attributable to increased service revenue. Cost of service as a percentage of service revenue may decline in the future, as we expect to continue to leverage the fixed components of cost of service, such as cell site rent, against increased revenue.

Cost of Equipment. Cost of equipment increased $1.8 million, or 16.6%, for the first quarter of 2007 compared to the same period of last year. This increase was primarily due to higher equipment costs for new activations due to increased gross subscriber additions period over period and increased transactions with existing subscribers, such as upgrades.

Selling, General and Administrative Expense. Selling, general and administrative expenses decreased slightly for the three months ended March 31, 2007 compared to the same period of 2006. The decrease was primarily due to decreased bad debt expense of $1.5 million due to lower involuntary deactivations, partially offset by increased advertising and promotional costs of $1.3 million. As a result of the variable components of selling, general and administrative expense, such as customer care personnel and billing costs, our selling, general and administrative expenses may increase as a function of the growth of our subscriber base. General and administrative expense as a percentage of service revenue was 26.0% and 34.5% for the quarter ended March 31, 2007 and 2006, respectively. The decline of 8.5 % was due primarily to increased service revenue. This percentage may continue to decline in the future as we expect to leverage our fixed general and administrative costs, such as headcount and facilities costs, against increased revenue.

Depreciation, Asset Disposal and Amortization Expense. Depreciation, asset disposal and amortization expense decreased by $19.6 million, or 73.8%, for the three months ended March 31, 2007 compared to the same period of 2006. This decrease was primarily due to there being no depreciation expense on our TDMA equipment, which was decommissioned during the first quarter of 2006, and fully depreciated as of March 31, 2006.

Consolidated operations

Interest Expense. Interest expense was $38.3 million, net of capitalized interest of $0.3 million, for the three months ended March 31, 2007. Interest expense was $37.7 million, net of capitalized interest of $0.4 million, for the

three months ended March 31, 2006. The increase of $0.6 million, or 1.6%, primarily related to an increase of $0.5 million on our senior secured term loan resulting from rising interest rates quarter-over-quarter. We had a weighted average interest rate of 8.75% and 8.63% for the three months ended March 31, 2007 and 2006, respectively, on our average obligation for our senior and subordinated debt as well as our senior secured term loan.

Interest and Other Income. Interest and other income was $2.4 million for the three months ended March 31, 2007, a decrease of $1.7 million, compared to $4.1 million for the same period of 2006. This decrease was primarily due to lower average daily cash and short-term investment balances for the quarter ended March 31, 2007.

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Income Tax Expense. Income tax expense was $3.1 million for the three months ended March 31, 2007, a decrease of $0.7 million, or 18.4%, compared to $3.8 million for the same period of 2006. The decrease was primarily the result of selling FCC licenses related to our Athens sale, which decreased the difference between the book basis and tax basis of our licensing costs, which reduced our deferred tax liability. We continue to recognize a deferred tax liability associated with our licensing costs. Pursuant to our adoption of SFAS No. 142, we can no longer reasonably estimate the period of reversal, if any, for the deferred tax liabilities related to our licensing costs. Therefore, we will continue to incur deferred tax expense as additional deferred tax liabilities associated with the amortization of the tax basis of our FCC licenses are incurred.

Net Loss. Net loss was $28.9 million and $147.2 million for the three months ended March 31, 2007 and 2006, respectively. The net loss decrease of $118.3 million resulted from the items discussed above.

Liquidity and Capital Resources

As of March 31, 2007, we had $34.1 million in cash and cash equivalents compared to $37.7 million as of December 31, 2006. In addition, we had $173.9 million of short-term investments as of March 31, 2007, compared to $157.6 million as of December 31, 2006. We also held $1.7 million of restricted cash and short-term investments as of March 31, 2007 and December 31, 2006, which is pledged as collateral for our surety bonds on our cell site lease agreements. Net working capital was $179.6 million as of March 31, 2007 and $167.7 million as of December 31, 2006. Cash provided by operating activities was $8.4 million for the three months ended March 31, 2007, an increase of $30.0 million, compared to $21.6 million of cash used in operating activities for the three months ended March 31, 2006. The increase in cash provided by operating activities was primarily due to increased revenue of $31.0 million and decreased cost of service of $5.0 million, partially offset by an increase in cash used in working capital of $3.7 million and increased selling, general and administrative expense (excluding non-cash compensation) of $2.0 million. Cash provided by investing activities was $4.3 million for the three months ended March 31, 2007, a decrease of $29.2 million, or 87.2%, compared to $33.5 million for the three months ended March 31, 2006. The decrease in cash provided by investing activities was primarily related to a $59.5 million increase in the net purchases of auction rate securities. This decrease was partially offset by a net increase in proceeds from asset sales of $24.7 million, which related primarily to our tower sales and Athens sale, and a $6.0 million reduction in capital expenditures. Cash used in financing activities was $16.2 million for the three months ended March 31, 2007, an increase of $2.7 million, compared to $13.5 million for the three months ended March 31, 2006. The increase in cash used by financing activities relates primarily to a $6.4 million increase in deferred transaction costs related to our efforts to complete a restructuring of our long-term debt obligations, partially offset by a $3.7 million decrease in the change in bank overdraft.

Liquidity

The construction of our network and the marketing and distribution of wireless communications products and services have required, and will continue to require, substantial capital. Capital outlays have included license acquisition costs, capital expenditures for network construction, funding of operating cash flow losses and other working capital costs, debt service and financing fees and expenses. We will have additional capital requirements, which could be substantial, for future upgrades and advances in new technology. We believe that cash on hand and short-term investments will be sufficient to meet our projected capital and operational requirements for at least the next twelve months. However, we are highly leveraged with approximately $1.7 billion of debt. SunCom Wireless inability to pay such debt service could result in a default on such indebtedness which, unless cured or waived, would have a material adverse effect on its liquidity and financial position. Accordingly, we entered into an exchange agreement with certain holders of the SunCom Wireless subordinated notes to affect an exchange of such notes for shares of Holdings Class A common stock. While stockholders have approved the exchange, this transaction remains subject to FCC approval and closing conditions that may not be satisfied or waived. See Note 8 to our unaudited consolidated financial statements for more information. If this exchange transaction is not completed, absent SunCom Wireless ability to secure another source of liquidity, SunCom Wireless will need to implement an alternative financial plan, such as the sale of a significant portion of SunCom Wireless assets, to reduce its long-term debt. There can be no assurance that any such deleveraging efforts would be successful and, if not, SunCom Wireless may have to seek federal bankruptcy protection.

Reconciliation of Non-GAAP Financial Measures

We utilize certain financial measures that are not calculated in accordance with GAAP, to assess our financial performance. A non-GAAP financial measure is defined as a numerical measure of a company s financial performance that (i) excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the comparable measure calculated and presented in accordance with GAAP in the statement of income or statement of cash flows; or (ii) includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the comparable measure so calculated and presented. The discussion of each non-GAAP financial measure we use in this report appear above under Results of Operations . A brief description of the calculation of each measure is included where the particular measure is first discussed.

Our method of computation may or may not be comparable to other similarly titled measures of other companies. The following tables reconcile our non-GAAP financial measures with our financial statements presented in accordance with GAAP.

Average revenue per user

We believe ARPU, which calculates the average service revenue billed to an individual subscriber, is a useful measure to evaluate our past billable service revenue and assist in forecasting our future billable service revenue. ARPU is exclusive of service revenue credits made to retain existing subscribers and revenue not generated by wireless subscribers. Service revenue credits are discretionary reductions of the amount billed to a subscriber. We have no contractual obligation to issue these credits; therefore, ARPU reflects the amount subscribers have contractually agreed to pay us based on their specific usage pattern. Revenue not generated by wireless subscribers, which primarily consists of Universal Service Fund program revenue, is excluded from our calculation of ARPU, as this revenue does not reflect amounts billed to subscribers. ARPU is calculated by dividing service revenue, exclusive of service revenue credits made to existing subscribers and revenue not generated by wireless subscribers, by our average subscriber base for the respective period. For quarterly periods, average subscribers is calculated by adding subscribers at the beginning of the quarter to subscribers at the end of the quarter and dividing by two.

Consolidated ARPU

Average revenue per user (ARPU)	Three Months Ended March 31, 2007	2006
	(Dollars in thousands, except ARPU)	
Service revenue	$ 186,435	$ 155,467
Subscriber retention credits	358	256
Revenue not generated by wireless subscribers	(2,309)	(3,175)
Adjusted service revenue	$ 184,484	$ 152,548
Average subscribers	1,104,015	986,468
ARPU	**$ 55.70**	**$ 51.55**

Segment ARPU

Average revenue per user (ARPU)	Continental United States		Puerto Rico and U.S. Virgin Islands	
	Three Months Ended March 31,			
	2007	2006	2007	2006
	(Dollars in thousands, except ARPU)			
Service revenue	$132,960	$110,057	$ 53,475	$ 45,410
Subscriber retention credits	329	203	29	53
Revenue not generated by wireless subscribers	(131)	(116)	(2,178)	(3,059)
Adjusted service revenue	133,158	110,144	51,326	42,404
Average subscribers	783,052	716,962	320,963	269,506
ARPU	**$ 56.68**	**$ 51.21**	**$ 53.30**	**$ 52.45**

Cost per gross addition

We believe CPGA is a useful measure that quantifies the costs to acquire a new subscriber. This measure also provides a gauge to compare our average acquisition costs per new subscriber to that of other wireless communication

providers. CPGA is calculated by dividing the sum of equipment margin for handsets sold to new subscribers (equipment revenue less cost of equipment, which costs have historically exceeded the related revenue) and selling expenses, exclusive of non-cash compensation, related to adding new subscribers by total gross subscriber additions during the relevant period. Retail customer service expenses are excluded from CPGA, as these costs are incurred specifically for existing subscribers.

Consolidated CPGA

Cost per gross addition (CPGA)	Three Months Ended March 31, 2007	2006
	(Dollars in thousands, except CPGA)	
Selling expenses	$ 36,295	$ 37,196
Less: non-cash compensation included in selling expenses	(76)	(264)
Plus: termination benefits allocated to selling expense		56
Total cost of equipment transactions with new subscribers	18,229	19,741
CPGA operating expenses	54,448	56,729
Cost of service	$ 62,932	$ 67,948
Non-cash compensation included in selling expenses	76	264
Total cost of equipment transactions with existing subscribers	20,638	19,480
General and administrative expense	52,745	51,431
Termination benefits other than selling expense portion		842
Depreciation and asset disposal	24,146	103,499
Amortization	7,834	11,504
Total operating expenses	222,819	311,697
CPGA operating expenses (from above)	54,448	56,729
Equipment revenue transactions with new subscribers	(11,092)	(12,311)
CPGA costs, net	$ 43,356	$ 44,418
Gross subscriber additions	107,851	116,315
CPGA	**$ 402**	**$ 382**

Segment CPGA

Cost per gross addition (CPGA)	Continental United States		Puerto Rico and U.S. Virgin Islands	
	Three Months Ended March 31,			
	2007	2006	2007	2006
	(Dollars in thousands, except CPGA)			
Selling expenses	$ 25,459	$ 27,943	$ 10,836	$ 9,253
Less: non-cash compensation included in selling expenses	(33)	(247)	(43)	(17)
Plus: termination benefits allocated to selling expense		56		
Total cost of equipment transactions with new subscribers	10,742	13,136	7,487	6,605
CPGA operating expenses	36,168	40,888	18,280	15,841

Cost of service	52,079	56,930	10,853	11,018
Non-cash compensation included in selling expenses	33	247	43	17
Total cost of equipment transactions with existing subscribers	15,658	15,391	4,980	4,089
General and administrative expense	38,836	35,761	13,909	15,670
Termination benefits other than selling expense portion		842		
Depreciation and asset disposal	21,645	83,438	2,501	20,061
Amortization	3,398	5,038	4,436	6,466
Total operating expenses	167,817	238,535	55,002	73,162
CPGA operating expenses (from above)	36,168	40,888	18,280	15,841
Equipment revenue transactions with new subscribers	(7,286)	(8,855)	(3,806)	(3,456)
CPGA costs, net	$ 28,882	$ 32,033	$ 14,474	$ 12,385
Gross subscriber additions	68,106	78,960	39,745	37,355
CPGA	**$ 424**	**$ 406**	**$ 364**	**$ 332**

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Inflation

We do not believe that inflation has had a material impact on our operations.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are highly leveraged and, as a result, our cash flows and earnings are exposed to fluctuations in interest rates. SunCom Wireless debt obligations are U.S. dollar denominated. Our market risk, therefore, is the potential loss arising from adverse changes in interest rates. As of March 31, 2007, SunCom Wireless debt can be categorized as follows (in thousands):

Fixed interest rates:	
Senior notes	$ 714,657
Senior subordinated notes	$ 732,904
Subject to interest rate fluctuations:	
Senior secured term loan	$ 244,375

Our interest rate risk management program focuses on minimizing exposure to interest rate movements, setting an optimal mixture of floating and fixed rate debt and minimizing liquidity risk.

Our cash and cash equivalents consist of short-term assets having initial maturities of three months or less, and our investments consist of auction rate securities with maturities of one year or less. While these investments are subject to a degree of interest rate risk, this risk is not considered to be material relative to our overall investment income position.

If interest rates rise over the remaining term of the senior secured term loan at the March 31, 2007 outstanding principal balance, we would realize increased annual interest expense of approximately $1.2 million for each 50 basis point increase in rates. If interest rates decline over the remaining term of the senior secured term loan, we would realize decreased annual interest expense of approximately $1.2 million for each 50 basis point decrease in rates.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Controls and Procedures.

We have carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. As a result of this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of March 31, 2007, SunCom s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) are effective to ensure that information required to be disclosed by SunCom in the reports filed or submitted by it under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms and include controls and procedures designed to ensure that information required to be disclosed by SunCom in such reports is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls.

There were no changes in SunCom s internal control over financial reporting that occurred during the three months ended March 31, 2007 that have materially affected, or are reasonably likely to materially affect, SunCom s internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

None

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit **Number**	**Description**
2.1	Exchange Agreement, dated as of January 31, 2007, among SunCom Wireless Holdings, Inc., SunCom Wireless Investment Co., LLC, SunCom Wireless, Inc. and the holders of the $9^{3}/_{8}$% Senior Subordinated Notes due 2011 and $8^{3}/_{4}$% Senior Subordinated Notes due 2011 of SunCom Wireless, Inc. party thereto (incorporated by reference to Exhibit 2.1 to the Form 8-K of SunCom Wireless Holdings, Inc. filed January 31, 2007).
2.2	Agreement and Plan of Merger, dated as of January 31, 2007, by and between SunCom Wireless Holdings, Inc. and SunCom Wireless Merger Corp. (incorporated by reference to Exhibit 2.2 to the Form 8-K of SunCom Wireless Holdings, Inc. filed January 31, 2007).
3.1	Second Restated Certificate of Incorporation of Triton PCS Holdings, Inc. (incorporated by reference to Exhibit 3.4 to the Form 10-Q of Triton PCS Holdings, Inc. for the quarter ended September 30, 1999).
3.2	Amendment to Second Restated Certificate of Incorporation of Triton PCS Holdings, Inc. changing the company s corporate name to SunCom Wireless Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Form 10-Q of SunCom Wireless Holdings, Inc. for the quarter ended March 31, 2005).
3.3	Second Amended and Restated Bylaws of Triton PCS Holdings, Inc. (incorporated by reference to Exhibit 3.6 to the Form 10-Q of Triton PCS Holdings, Inc. for the quarter ended September 30, 1999).
4.1	Specimen Stock Certificate. (incorporated by reference to Exhibit 4.1 to the Form 10-Q of SunCom Wireless Holdings, Inc. for the quarter ended March 31, 2005).
4.2	Indenture, dated as of January 19, 2001, among Triton PCS, Inc., the Guarantors party thereto and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.5 to Amendment No. 2 to the Form S-3 Registration Statement of Triton PCS Holdings, Inc., File No. 333-49974).
4.3	Supplemental Indenture, dated as of November 18, 2004, by and among Triton PCS, Inc., Affiliate License Co., L.L.C. and The Bank of New York, to the Indenture, dated as of January 19, 2001, among Triton PCS, Inc., the Guarantors party thereto and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.3 to the Form 10-K of Triton PCS Holdings, Inc. for the year ended December 31, 2004).

4.4 Supplemental Indenture, dated as of January 27, 2005, by and among Triton PCS, Inc., AWS Network Newco, LLC, SunCom Wireless International, LLC, SunCom Wireless Puerto Rico Operating Company, LLC, Triton Network Newco, LLC and The Bank of New York to the Indenture, dated as of January 19, 2001, among Triton PCS, Inc., the Guarantors party thereto and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.4 to the Form 10-K of Triton PCS Holdings, Inc. for the year ended December 31, 2004).

4.5 Indenture, dated as of November 14, 2001, among Triton PCS, Inc., the Guarantors thereto and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.1 to the Form 8-K/A of Triton PCS Holdings, Inc. filed November 15, 2001).

4.6 Supplemental Indenture, dated as of November 18, 2004, by and among Triton PCS, Inc., Affiliate License Co., L.L.C. and The Bank of New York to the Indenture, dated as of November 14, 2001, among Triton PCS, Inc., the

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Exhibit Number	Description
	Guarantors thereto and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.6 to the Form 10-K of Triton PCS Holdings, Inc. for the year ended December 31, 2004).
4.7	Supplemental Indenture, dated as of January 27, 2005, by and among Triton PCS, Inc., AWS Network Newco, LLC, SunCom Wireless International, LLC, SunCom Wireless Puerto Rico Operating Company, LLC, Triton Network Newco, LLC and The Bank of New York to the Indenture, dated as of November 14, 2001, among Triton PCS, Inc., the Guarantors thereto and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.7 to the Form 10-K of Triton PCS Holdings, Inc. for the year ended December 31, 2004).
4.8	Indenture, dated as of June 13, 2003, among Triton PCS, Inc., the Guarantors thereto and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.1 to the Form 8-K/A of Triton PCS Holdings, Inc. filed June 16, 2003).
4.9	Supplemental Indenture, dated as of November 18, 2004, by and among Triton PCS, Inc., Affiliate License Co., L.L.C. and The Bank of New York, to the Indenture, dated as of June 13, 2003, among Triton PCS, Inc., the Guarantors thereto and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.9 to the Form 10-K of Triton PCS Holdings, Inc. for the year ended December 31, 2004).
4.10	Supplemental Indenture, dated as of January 27, 2005, by and among Triton PCS, Inc., AWS Network Newco, LLC, SunCom Wireless International, LLC, SunCom Wireless Puerto Rico Operating Company, LLC, Triton Network Newco, LLC and The Bank of New York, to the Indenture, dated as of June 13, 2003, among Triton PCS, Inc., the Guarantors thereto and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.10 to the Form 10-K of Triton PCS Holdings, Inc. for the year ended December 31, 2004).
10.1	Amendment to Employment Agreement, dated as of January 31 2007, by and among SunCom Wireless Holdings, Inc., SunCom Wireless Management Company, Inc. and Michael Kalogris (incorporated by reference to Exhibit 10.1 to the Form 8-K of SunCom Wireless Holdings, Inc. filed February 1, 2007).*
10.2	Amendment to Employment Agreement, dated as of January 31, 2007, by and among SunCom Wireless Holdings, Inc., SunCom Wireless Management Company, Inc. and William Robinson (incorporated by reference to Exhibit 10.2 to the Form 8-K of SunCom Wireless Holdings, Inc. filed February 1, 2007).*
10.3	Amendment to Employment Agreement, dated as of January 31, 2007, by and among SunCom Wireless Holdings, Inc., SunCom Wireless Management Company, Inc. and Eric Haskell (incorporated by reference to Exhibit 10.3 to the Form 8-K of SunCom Wireless Holdings, Inc. filed February 1, 2007).*
10.4	Letter Agreement, dated as of March 26, 2007, between SunCom Wireless Holdings, Inc. and Laura Show-Porter.*
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
31.2	

	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
31.3	Certification of Vice President of Accounting and Controller pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.

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Exhibit **Number**	**Description**
32.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended.
32.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended.

* Management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this amended report to be signed on its behalf by the undersigned thereunto duly authorized.

	SUNCOM WIRELESS HOLDINGS, INC.
Date: May 9, 2007	By: /s/ Michael E. Kalogris Michael E. Kalogris Chief Executive Officer (principal executive officer)
Date: May 9, 2007	By: /s/ Eric Haskell Eric Haskell Chief Financial Officer (principal financial officer)