SUNCOM WIRELESS HOLDINGS, INC.

Form SC 13D/A November 13, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(AMENDMENT NO. 1)*

SUNCOM WIRELESS HOLDINGS, INC. (Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE (Title of Class of Securities)

86722Q108 (CUSIP Number)

MR. JOSEPH R. THORNTON
PARDUS CAPITAL MANAGEMENT L.P.
1001 AVENUE OF THE AMERICAS
SUITE 1100
NEW YORK, NY 10018
(212) 719-7550

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

with a copy to

JEFFREY D. MARELL, ESQ.

CARL L. REISNER, ESQ.

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 AVENUE OF THE AMERICAS

NEW YORK, NEW YORK 10019-6064

NOVEMBER 9, 2006 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject to this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [_]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be

deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP NO. 86722Q108 SCHEDULE 13D NAME OF REPORTING PERSON Pardus European Special Opportunities Master Fund L.P. ______ 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] Not (b) [X] Applicable -----SEC USE ONLY SOURCE OF FUNDS WC. ._____ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_] Not Applicable CITIZENSHIP OR PLACE OR ORGANIZATION United States SOLE VOTING POWER 5,550,000* NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY -0-OWNED BY EACH SOLE DISPOSITIVE POWER REPORTING 5,550,000* PERSON 10 SHARED DISPOSITIVE POWER WITH -0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,550,000* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_] Not Applicable ______ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14	TYPE OF REPORTING PERSON				
	PN				
partners benefic: per share corporate limited possesses the Function of all sas of Octommon services as of Octommon services a	us European Special Opporturship formed under the laws of tial owner of 5,550,000 shares of the "Shares"), of SunComtion (the "Company"). Pardus partnership ("PCM"), serves as es sole power to vote and direct d. Pardus Capital Management LILC"), as the general partner of PCM LLC, may be deemed to be the Fund; however, PCM LLC and Shares held by the Fund. Based of the Stock issued and outstanding. Stock issued and PCM are deemed in Samii may be deemed to be mately 8.8% of the issued and outstanding.	the Cayman I of Class A C Wireless Capital M s the invest the disposit of PCM, and the benefing Mr. Samii don informati 448,546 sha Thus, for the disposit of the benefine ficially	slands (the "Fund"), is the ommon Stock, par value \$0.03 Holdings, Inc., a Delaward anagement L.P., a Delaward ment manager of the Fund and sition of all Shares held by re limited liability company Mr. Karim Samii, as the soldicial owners of all Shares isclaim beneficial ownership on provided by the Company, res of the Company's Class the purposes of Reg. Section cially own, and PCM LLC and own, 5,550,000 Shares, or		
CUSIP NO	O. 86722Q108		PAGE 3 OF 7		
	SCHEI	DULE 13D			
1	NAME OF REPORTING PERSON				
	Pardus Capital Management L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	<pre>(a) [_] Not (b) [X] Applicable</pre>				
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	WC				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)				
	[_] Not Applicable				
6	CITIZENSHIP OR PLACE OR ORGANIZATION				
	United States				
		7	SOLE VOTING POWER 5,550,000*		
	NUMBER OF SHARES BENEFICIALLY	8	SHARED VOTING POWER		
	OWNED BY				

	EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 5,550,000*			
		10	SHARED DISPOSITIVE POWER			
11	AGGREGATE AMOUNT BENEFICIALLY OW	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	5,550,000*					
12	CHECK BOX IF THE AGGREGATE AMOUN [_] Not Applicable	T IN ROW	(11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY .	AMOUNT IN	 ROW (11)			
	8.8%*					
14	TYPE OF REPORTING PERSON					
	IA					
and di genera be deel PCM LL Fund. there outstat PCM are deemed issued	as the investment manager of the rect the disposition of all Share I partner of PCM, and Mr. Karim Sam med to be the beneficial owners of C, and Mr. Samii disclaim beneficia Based on information provided by were 63,448,546 shares of the Comp nding. Thus, for the purposes of R e deemed to beneficially own, an to beneficially own, 5,550,000 S and outstanding Shares. NO. 86722Q108	s held bii, as thall Share lownersh the Company's Claeg. Sectid PCM LLC hares, c	by the Fund. PCM LLC, as the me sole member of PCM LLC may es held by the Fund; however, aip of all Shares held by the pany, as of October 31, 2006 as A Common Stock issued and con 240.13d-3, the Fund and and Mr. Karim Samii may be			
1	NAME OF REPORTING PERSON					
	Pardus Capital Management LLC					
2	CHECK THE APPROPRIATE BOX IF A M	EMBER OF	A GROUP			
	<pre>(a) [_] Not (b) [X] Applicable</pre>					
3	SEC USE ONLY					
4	SOURCE OF FUNDS WC					
5	CHECK BOX IF DISCLOSURE OF LEGAL ITEMS 2(D) OR 2(E)	PROCEEDI	NGS IS REQUIRED PURSUANT TO			

	[_] Not Applicable				
6	CITIZENSHIP OR PLACE OR ORGAN	NIZATION			
	United States				
		7	SOLE VOTING POWER 5,550,000*		
	NUMBER OF SHARES BENEFICIALLY	8	SHARED VOTING POWER		
	OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 5,550,000*		
		10	SHARED DISPOSITIVE POWER		
11	AGGREGATE AMOUNT BENEFICIALLY	Y OWNED BY EA	CH REPORTING PERSON		
	5,550,000*				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
	[_] Not Applicable				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	8.8%*				
14	TYPE OF REPORTING PERSON				
	00				
serves and dir general may be however held by 31, 200 issued Fund an may be	Fund is the beneficial owner of as the investment manager of the cet the disposition of all Shapartner of PCM, and Mr. Karideemed to be the beneficial of the Fund. Based on information of there were 63,448,546 share and outstanding. Thus, for the deemed to beneficial deemed to beneficial deemed to beneficially own, 5, sued and outstanding Shares.	the Fund and nares held be some of all laim benefic new provided be sof the Come purposes of ally own, and	possesses sole power to vote y the Fund. PCM LLC, as the the sole member of PCM LLC, l Shares held by the Fund; ial ownership of all Shares y the Company, as of October pany's Class A Common Stock Reg. Section 240.13d-3, the PCM LLC and Mr. Karim Samii		
CUSIP N	NO. 86722Q108		PAGE 5 OF 7		
	SCHE	EDULE 13D			
1	NAME OF REPORTING PERSON				
	Mr. Karim Samii				
2	CHECK THE APPROPRIATE BOX IF	A MEMBER OF	A GROUP		
	(a) [] Not				

	(b) [X] Applicable				
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_] Not Applicable				
6	CITIZENSHIP OR PLACE OR ORGANIZATION United States				
	NUMBER OF	7	SOLE VOTING POWER 5,550,000*		
	NUMBER OF SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER		
	EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 5,550,000*		
		10	SHARED DISPOSITIVE POWER		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,550,000*				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.8%*				
14	TYPE OF REPORTING PERSON				

^{*} The Fund is the beneficial owner of 5,550,000 Shares of the Company. PCM serves as the investment manager of the Fund and possesses sole power to vote and direct the disposition of all Shares held by the Fund. PCM LLC, as the general partner of PCM, and Mr. Karim Samii, as the sole member of PCM LLC, may be deemed to be the beneficial owners of all Shares held by the Fund; however, PCM LLC and Mr. Samii disclaim beneficial ownership of all Shares held by the Fund. Based on information provided by the Company, as of October 31, 2006 there were 63,448,546 shares of the Company's Class A Common Stock issued and outstanding. Thus, for the purposes of Reg. Section 240.13d-3, the Fund and PCM are deemed to beneficially own, and PCM LLC and Mr. Karim Samii may be deemed to beneficially own, 5,550,000 Shares, or approximately 8.8% of the issued and outstanding Shares.

CUSIP NO. 86722Q108

PAGE 6 OF 7

Item 1. SECURITY AND ISSUER.

Pursuant to Rule 13d-2(a) of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby amends the Schedule 13D Statement (as amended, this "Schedule 13D") originally filed by Fund, PCM, PCM LLC and Mr. Karim Samii relating to the shares of Class A Common Stock, par value of \$0.01 per share (the "Shares"), of SunCom Wireless Holdings, Inc. (the "Company"). The principal executive offices of the Company are located at 1100 Cassatt Road, Berwyn, Pennsylvania, 19312.

Item 2. IDENTITY AND BACKGROUND.

No material change.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

No material change.

Item 4. PURPOSE OF TRANSACTION.

This Item 4 is hereby amended by adding the following:

"As disclosed by the Company on a Quarterly Report on Form 10-Q for the fiscal period ended September 30, 2006, as filed with the Securities and Exchange Commission on November 9, 2006, the Company has been participating in discussions with holders of senior subordinated notes issued by the Company with respect to a potential restructuring by means of an exchange of their notes for equity in the Company. The Fund is one of the holders of the senior subordinated notes issued by the Company engaged in such discussions.

Except as otherwise described in this Item 4 of this Schedule 13D, as amended, the acquisition of the Shares by the Fund is for investment purposes on behalf of the Fund."

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

No material change.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

No material change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 2: Joint Filing Agreement, dated November 9, 2006, among the Reporting Persons.

SIGNATURE

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 9, 2006

PARDUS EUROPEAN SPECIAL OPPORTUNITIES MASTER FUND L.P.

By: Pardus Capital Management L.P., its Investment Manager

By: Pardus Capital Management LLC, its general partner

By: /s/ Karim Samii

Name: Karim Samii Title: Sole Member

PARDUS CAPITAL MANAGEMENT L.P.

By: Pardus Capital Management LLC, its general partner

By: /s/ Karim Samii

Name: Karim Samii Title: Sole Member

PARDUS CAPITAL MANAGEMENT LLC

By: /s/ Karim Samii

Name: Karim Samii Title: Sole Member

/s/ Karim Samii

Karim Samii

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).