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METROPCS COMMUNICATIONS INC

Form RW

August 12, 2004

METROPCS COMMUNICATIONS, INC.

8144 Walnut Hill Lane, Suite 800

Dallas, Texas 75231

August 12, 2004

**VIA EDGAR & FACSIMILE**

U.S. Securities and Exchange Commission

Judiciary Plaza

450 Fifth Street, N.W.

Washington, D.C. 20549

Attention: Ms. Jennifer Hardy

RE: MetroPCS Communications, Inc.  
Form S-1 (Registration No. 333-113865)

Form RW-Application for Withdrawal

Ladies and Gentlemen:

MetroPCS Communications, Inc., a Delaware corporation (the Registrant ), hereby applies, pursuant to Rule 477(a) of the Securities Act of 1933, as amended (the Securities Act ), to withdraw its Registration Statement on Form S-1 (Registration No. 333-113865), together with all amendments thereto (the Registration Statement ). The Registration Statement was originally filed with the Securities and Exchange Commission on March 23, 2004 and was amended on May 7, 2004; June 4, 2004; July 6, 2004; July 12, 2004; July 27, 2004; and July 28, 2004.

The Registrant is requesting the withdrawal of the Registration Statement because the Registrant has determined not to proceed at this time with the planned initial public offering of its common stock due to accounting issues relating to the previously disclosed financial statements of the Registrant and its wholly-owned subsidiary, MetroPCS, Inc., a Delaware corporation. None of the Registrant's securities were sold pursuant to the Registration Statement.

