

SUNCOM WIRELESS HOLDINGS, INC.

Form 4

February 27, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
**HIGHLAND CAPITAL
MANAGEMENT LP**

2. Issuer Name and Ticker or Trading Symbol
**SUNCOM WIRELESS HOLDINGS,
INC. [SCWH.OB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

13455 NOEL ROAD, SUITE 800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2008

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

DALLAS, TX 75240

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock, par value \$0.01 per share (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) | 02/22/2008 | | S | V | 18,587,616 (8) D \$ 27 0 | I | See Footnote (1) (2) (3) (4) (5) (6) (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HIGHLAND CAPITAL MANAGEMENT LP 13455 NOEL ROAD SUITE 800 DALLAS, TX 75240 | | X | | |
| DONDERO JAMES D TWO GALLERIA TOWER 13455 NOEL ROAD STE. 800 DALLAS, TX 75240 | | X | | |
| Strand Advisors, Inc. TWO GALLERIA TOWER 13455 NOEL ROAD STE. 800 DALLAS, TX 75240 | | X | | |
| Highland Crusader Offshore Partners, L.P. TWO GALLERIA TOWER 13455 NOEL ROAD STE. 800 DALLAS, TX 75240 | | X | | |
| Highland Credit Strategies Fund TWO GALLERIA TOWER 13455 NOEL ROAD STE. 800 DALLAS, TX 75240 | | X | | |
| Highland Special Situations Fund TWO GALLERIA TOWER 13455 NOEL ROAD STE. 800 DALLAS, TX 75240 | | X | | |

Signatures

Highland Capital Management, L.P. By: Strand Advisors, Inc. Its: General Partner By: /s/
James D. Dondero Name: James D. Dondero Title: President

02/26/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- This statement is filed by and on behalf of: (i) Highland Crusader Offshore Partners, L.P.; (ii) Highland CDO Opportunity Master Fund, L.P.; (iii) Highland Credit Strategies Master Fund, L.P.; (iv) Highland Credit Opportunities CDO, Ltd.; (v) Highland Special Opportunities Holding Company; (vi) Highland Credit Opportunities CDO, L.P.; (vii) Highland Credit Strategies Fund; (viii) Restoration Opportunities Fund; (ix) Highland Capital Management Services, Inc.; (x) Highland Capital Management, L.P.; (xi) Strand Advisors, Inc.; and (xii) James D. Dondero. Highland Capital Management, L.P. may have been deemed to beneficially own shares previously owned and/or held by and/or for the account and/or benefit of the other reporting persons. Strand Advisors, Inc. is the general partner of Highland Capital Management, L.P.
- (1) Strand Advisors, Inc. may have been deemed to beneficially own shares previously owned and/or held by and/or for the account and/or benefit of Highland Capital Management, L.P. Mr. Dondero is the President and a director of Strand Advisors, Inc.. Mr. Dondero may have been deemed to beneficially own shares previously owned and/or held by and/or for the account and/or benefit of Strand Advisors, Inc.
- (2) Included (a) 10,181,738 shares previously held by Highland Crusader Offshore Partners, L.P., (b) 3,626,811 shares previously held by Highland CDO Opportunity Master Fund, L.P., (c) 1,005,906 shares previously held by Highland Credit Strategies Master Fund, L.P., (d) 711,139 shares previously held by Highland Credit Opportunities CDO, Ltd., (e) 474,330 shares previously held by Highland Special Opportunities Holding Company and (f) 3,769 shares previously held by Highland Credit Opportunities CDO, L.P. Highland Capital Management, L.P. serves as the investment advisor with respect to the foregoing entities and possessed sole power to vote and direct the disposition of the shares held by these entities.
- (3) Included (a) 1,037,196 shares previously held by Highland Credit Strategies Fund and (b) 817,810 shares previously held by Restoration Opportunities Fund. Highland Capital Management, L.P. serves as the investment advisor with respect to the foregoing entities and shared power to vote and direct the disposition of the shares held by these entities. Mr. Dondero serves as the president of each of Highland Credit Strategies Fund and Restoration Opportunities Fund.
- (4) Included 728,917 shares previously held by Highland Capital Management Services, Inc. Highland Capital Management Services, Inc. provides management services to Highland Capital Management, L.P.
- (5) Pursuant to Rules 16a-1(a)(2)(ii)(B) and 16a-1(a)(2)(iii) under the Securities Exchange Act of 1934, as amended (the "Act"), Strand Advisors, Inc., as the general partner of Highland Capital Management, L.P., and Mr. Dondero, as the president and a director of Strand Advisors, Inc., may have been deemed to be the beneficial owners of all shares for which Highland Capital Management, L.P. had or shared investment control, but only to the extent of its or his direct or indirect pecuniary interest therein.
- (6) Pursuant to Rule 16a-1(a)(2)(iii) under the Act, Mr. Dondero, as the president and a director of Highland Capital Management Services, Inc., may have been deemed to be the beneficial owner of all shares previously held by Highland Capital Management Services, Inc., but only to the extent of his direct or indirect pecuniary interest therein.
- (7) On February 22, 2008, SunCom Wireless Holdings, Inc. (the "Company") consummated the transactions contemplated by that certain Agreement and Plan of Merger (as amended, the "Merger Agreement") with T-Mobile USA, Inc., a Delaware corporation and wholly owned subsidiary of Deutsche Telekom AG ("Parent"), and Tango Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent formed for the purpose of effecting the transactions contemplated by the Merger Agreement. Pursuant to the terms of the Merger Agreement, the Parent acquired all of the outstanding shares of Class A Common Stock, par value \$0.01 per share, of the Company, including the shares previously owned by the Fund, in exchange for a cash payment of \$27.00 per share.
- (8) Each of the reporting persons states that neither the filing of this statement nor anything herein shall be deemed an admission that such person was, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement.
- (9) Pursuant to Rule 16a-1(a)(4) of the Act, each of the reporting persons disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
- (10) Each of the reporting persons may have been deemed to be a member of a group with respect to the Company or securities of the Company for the purposes of Section 13(d) or 13(g) of the Act. Each of the reporting persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person was, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or had agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the Company or otherwise with

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respect to the Company or any securities of the Company or (ii) a member of any group with respect to the Company or any securities of the Company.

- (11) With respect to the matters described herein, none of the other filers, including Mr. Dondero and Highland Capital Management, L.P., had the power to bind, obligate or take any action, directly or indirectly, on behalf of Highland Credit Strategies Fund and Restoration Opportunities Fund. Therefore, each of Highland Credit Strategies Fund and Restoration Opportunities Fund expressly disclaims membership in a group with the other filers.

Remarks:

Exhibit 24 - Joint Filing Agreement and Power of Attorney Exhibit 99.1 Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.