TRITON PCS HOLDINGS INC Form SC 13G February 15, 2001

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No.) *

TRITON PCS HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

89677M 10 6

(CUSIP Number)

December 31, 2000 Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [] Rule 13d-1(b)
- [] Rule 13d-1(c)
- [X] Rule 13d-1(d)

*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 purpose 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).

Page 1 of 13 pages

1.		IDENTIFI	ING PERSON ICATION NO. OF ABOVE PERSON E Equity Investors III, L.P.	
2.	CHECK TI	HE APPRO	DPRIATE BOX IF A MEMBER OF A GROUP	
			(a) []	
			(b) []	
3.	SEC USE	ONLY		
4.	CITIZEN:	SHIP OR Delawar	PLACE OF ORGANIZATION	
NUMBE		5.	SOLE VOTING POWER 5,951,372	
OWNED BY EACH REPORTING PERSON		6.	SHARED VOTING POWER	
		7.	SOLE DISPOSITIVE POWER 5,951,372	
WIT	п	8.	SHARED DISPOSITIVE POWER 0	
9.	AGGREGA' PERSON	TE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORT	 :IN(
10.	CHECK BO	OX IF TH	HE AGGREGATE AMOUNT IN ROW (9) EXCLU	 JDE\$
11.	PERCENT	OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (9)	
12.	TYPE OF	REPORTI	ING PERSON	
		PN		
			Page 2 of 13 pages	

2

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Rohit M. Desai Associates III, LLC					
2.	CHECK TH	HE APPROE	PRIATE BOX IF A MEMBER OF	A GF	ROUP	
			(a)	[]	
			(b)	[]	
3.	SEC USE	ONLY				
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			Page 3 of 13 pages			
	 D. 89677N	1 10 6				
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2.	CHECK TH	ie approf	PRIATE BOX IF A MEMBER OF	a GF	ROUP	
			(a)	[]	

			(b)	[]	
3.	SEC USE	ONLY				
4.	CITIZEN:	 SHIP OR	PLACE OF ORGANIZATION New York			
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			Page 4 of 13 pages			
CUSIP NO	 D. 896771	M 10 6				
1.		IDENTIFI	ING PERSON CCATION NO. OF ABOVE PERSON M. Desai Associates - II			
2.	CHECK TI	 HE APPRO	PRIATE BOX IF A MEMBER OF	A GF	· ROUP	
			(a)	ſ	1
			(b)	-	
3.	SEC USE					
4.	CITIZEN	SHIP OR	PLACE OF ORGANIZATION New York			

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1. 2.	NAME OF I.R.S. :	REPORTINIDENTIFIC Desai HE APPROF	NG PERSON CATION NO. OF ABOVE PERSON Capital Management Incorp	orate A GRC (a)	UP	
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			11,902,						
10.	CHECK BO	OX IF THE	E AGGREO	GATE AMO	OUNT IN	ROW	(9)	EXC	LUDES

[] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.0% _____ 12. TYPE OF REPORTING PERSON IN ______ Page 7 of 13 pages CUSIP NO. 89677M 10 6 ITEM 1. (a) Name of Issuer: Triton PCS Holdings, Inc. (b) Address of Issuer's Principal Executive Offices: 1100 Cassatt Road Berwyn, PA 19312 ITEM 2. (a) Name of Person Filing: Private Equity Investors III, L.P. ("PEI III"); Rohit M. Desai Associates III, LLC ("RMDA III"); Equity-Linked Investors -II ("ELI-II"); Rohit M. Desai Associates -II ("RMDA II"); Desai Capital Management Incorporated ("Desai Capital"); and Rohit M. Desai (b) Address of Principal Business Office or, if none, Residence For all filers: 540 Madison Avenue New York, NY 10022 (c) Citizenship: For PEI III and RMDA III: Delaware For ELI-II, RMDA II and Desai Capital: New York For Rohit M. Desai: U.S.A. (d) Title of Class of Securities: Common Stock, par value \$0.01 per share (e) CUSIP Number: 89677M 10 6 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), TTEM 3 CHECK WHETHER THE PERSON IS A:

N/A

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	(a)	[]	Broker or Dealer registered under Section 15 of the Act
	(b)	[]	Bank as defined in section 3(a)(6) of the Act
	(c)	[]	Insurance Company as defined in section 3(a)(19) of the Act
	(d)	[]	Investment Company registered under section 8 of the Investment Company Act
	(e)	[]	Investment Adviser registered under section 203 of the Investment Advisers Act of 1940 - For Desai Capital only
	(f)	[]	Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund, see Section 240.13d-1(b) (1) (ii) (F)
	(g)	[]	Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) (Note: See Item 7)
	(h)	[]	Group, in accordance with Section 240.13d-1(b)(1)(ii)(H)
ITEM 4.	OW	NERSHIP	
	(a)	Amount	Beneficially Owned:
		For PEI	III, RMDA III, ELI-II, and RMDA II:
			5,951,372
		For Des	ai Capital and Rohit M. Desai:
			11,902,744
	(b)	Percent	of Class:
		For PEI	III, RMDA III, ELI-II, and RMDA II:
			11.0%
		For Des	ai Capital and Rohit M. Desai:
			22.0%
	(c)	Number	of shares as to which such person has:
			Page 9 of 13 pages
		(i) so	le power to vote or to direct the vote:
		Fo	r PEI III, RMDA III, ELI-II, and RMDA II:
			5,591,372
		Fo	r Desai Capital and Rohit M. Desai:

11,902,744

- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or direct the disposition of:

For PEI III, RMDA III, ELI-II, and RMDA II:

5,951,372

For Desai Capital and Rohit M. Desai:

11,902,744

(iv) shared power to dispose or direct the disposition of: 0

Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, RMDA III, RMDA II, Desai Capital, and Rohit M. Desai hereby declare that the filing of this Statement shall not be construed as an admission that any person other than PEI III or ELI-II is the beneficial owner of any securities covered by this Statement.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Exhibit A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATIONS.

N/A

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, ${\tt I}$ certify that the information set forth in this statement is true, complete and correct.

February 14, 2001

PRIVATE EQUITY INVESTORS III, L.P. By: Rohit M. Desai Associates III, LLC, its general partner

By: /s/ Rohit M. Desai

Name: Rohit M. Desai Title: Managing Member

EQUITY-LINKED INVESTORS-II

By: Rohit M. Desai Associates-II,

its general partner

By: /s/ Rohit M. Desai

Name: Rohit M. Desai Title: Managing Partner

ROHIT M. DESAI ASSOCIATES III, LLC

By: /s/ Rohit M. Desai

Name: Rohit M. Desai Title: Managing Member

ROHIT M. DESAI ASSOCIATES-II

By: /s/ Rohit M. Desai

Name: Rohit M. Desai Title: Managing Partner

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DESAI CAPITAL MANAGEMENT INCORPORATED

By: /s/ Rohit M. Desai

Name: Rohit M. Desai Title: President

/s/ Rohit M. Desai

Rohit M. Desai

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EXHIBIT INDEX

Exhibit	Description
Exhibit A	Identification and Classification of Members of the Group
Exhibit B	Agreement of Joint Filing, dated as of February 14, 2001, by and among Private Equity Investors III, L.P., Equity-Linked Investors-II, Rohit M. Desai Associates III, LLC, Rohit M. Desai Associates-II, Desai Management Incorporated and Rohit M. Desai.