

SUNCOM WIRELESS HOLDINGS, INC.

Form 4

May 12, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DESAI ROHIT M

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
410 PARK AVENUE, SUITE 830
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2006

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

NEW YORK, NY 10022

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

(City) (State) (Zip)

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	05/10/2006		A	15,000	A \$ 1.42	113,750	D ⁽¹⁾
Class A Common Stock					9,177,409 ⁽²⁾ ⁽³⁾	I	ELI II & PEI III, L.P. ⁽⁴⁾ ⁽⁵⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
DESAI ROHIT M 410 PARK AVENUE SUITE 830 NEW YORK, NY 10022	X	X		
DESAI CAPITAL MANAGEMENT INC 410 PARK AVENUE SUITE 830 NEW YORK, NY 10022		X		

Signatures

By: /s/ Andre' J. McSherry, Attorney-In-Fact, on
behalf of 05/12/2006

__Signature of Reporting Person

Date

/s/ Desai Capital Management, Incorporated, 05/12/2006

__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).

These shares were granted to Rohit M. Desai ('Desai') as compensation for his services to the Issuer, and 54,500 of these shares are

- (1) subject to forfeiture. Desai Capital Management Incorporated ('DCMI') and any entities managed or controlled by DCMI disclaim any beneficial or pecuniary interest in the shares held by Desai.
- (2) In addition to Desai, this form is being filed by DCMI. As of May 10, 2006, DCMI may be deemed to indirectly own 9,177,409 shares of Class A Common Stock ('Common Stock') of the Issuer, through its affiliates Private Equity Investors III, L.P. ('PEI III'), and Equity-Linked Investors-II ('ELI II'), which directly own 4,936,832 and 4,240,577 shares of Common Stock, respectively. Rohit M. Desai Associates III, LLC ('RMDA III') is the general partner of PEI III and Rohit M. Desai Associates-II ('RMDA II') is the general partner of

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ELI II. The business address of DCMI (EIN: 13-3229933) is the same as that of Desai. Because of certain business relationships of the Reporting Persons, they are filing as if they constitute a group solely for information purposes... (continued in footnote 3.)

- (3) (continued from footnote 2.) The filing of this report is not an admission by any Reporting Person that such Reporting Person and any other person or persons constitute a 'group' for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the 'Act'), or Rule 13d-5 thereunder or that any Reporting Person is the beneficial owner of, or has a pecuniary interest in, any securities owned by any other person.

- (4) This amount represents 4,936,832 shares of Common Stock directly owned by PEI III and 4,240,577 shares of Common Stock directly owned by ELI II. RMDA III and RMDA II may be deemed an indirect beneficial owner by virtue of their pecuniary interest in the Common Stock arising from their relationship as the general partner of PEI III and ELI II, respectively. Desai may be deemed an indirect beneficial owner by virtue of his pecuniary interest in the Common stock arising from his relationship as the managing member of RMDA III, which is the general partner of PEI III, and as the managing partner of RMDA II, which is the general partner of ELI II. DCMI may be deemed an indirect beneficial owner by virtue of its pecuniary interest in the Common Stock arising from its relationship as the investment advisor to each of PEI III and ELI II... (continued in footnote 5.)

- (5) (continued from footnote 4.) This report shall not be an admission that Desai or DCMI is for purposes of Section 16 of the Act or otherwise, the beneficial owner of any Common Stock owned by any other person.

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

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