

AIRGATE PCS INC /DE/
Form 425
February 01, 2005

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

**FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 31, 2005

AIRGATE PCS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

027455
(Commission
File Number)

58-2422929
(IRS Employer
Identification No.)

Harris Tower, 233 Peachtree Street, N.E.
Suite 1700
Atlanta, Georgia 30303
(Address of Principal
Executive Offices)

(404) 525-7272
(Registrant's telephone number, including area code)

None
(Former name or former since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01. Other Events.

Item 9.01. Financial Statements and Exhibits.

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Item 8.01. Other Events.

On January 31, 2005, AirGate PCS, Inc., a Delaware corporation (the "Company"), announced that the Company received Sprint's consent to the change of control that will occur upon consummation of the previously announced proposed merger of the Company with a subsidiary of Alamosa Holdings, Inc. The receipt of this consent is one of the conditions to the closing of the proposed merger. A copy of the Company's press release relating to this matter is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release of AirGate PCS, Inc., dated January 31, 2005.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AIRGATE PCS, INC.

Date: January 31, 2005

By: /s/ Roy E. Hadley
Roy E. Hadley, Jr.
Vice President, General Counsel and
Secretary

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Exhibit Index

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of AirGate PCS, Inc., dated January 31, 2005.