

HILL EUGENE D III
Form 3/A
March 27, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ACCEL INTERNET FUND III ASSOCIATES LLC | | | (Month/Day/Year) 03/05/2007 | METROPCS COMMUNICATIONS INC [NONE] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | |
| 428 UNIVERSITY AVENUE | | | (Check all applicable) | | |
| (Street) | | | ___ Director <input checked="" type="checkbox"/> 10% Owner | | |
| PALO ALTO, Â CA Â 94301 | | | ___ Officer ___ Other | | |
| (City) | (State) | (Zip) | (give title below) (specify below) | | |
| | | | 5. If Amendment, Date Original Filed(Month/Day/Year) 03/07/2007 | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | ___ Form filed by One Reporting Person | | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock | 248,130 ⁽¹⁾ | I ⁽¹⁾ | Held directly by Ellmore C. Patterson Partners ⁽¹⁾ ⁽²⁾ ⁽³⁾ |

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

SEC 1473 (7-02)

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 number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|---|
|------------------|-----------------|-------|----------------------------|---------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ACCEL INTERNET FUND III ASSOCIATES LLC 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | ^ | ^ X | ^ | ^ |
| ACCEL IV ASSOCIATES LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | ^ | ^ X | ^ | ^ |
| ACCEL PARTNERS & CO INC 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | ^ | ^ X | ^ | ^ |
| ACCEL VII ASSOCIATES LLC 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | ^ | ^ X | ^ | ^ |
| WAGNER J PETER 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | ^ | ^ X | ^ | ^ |
| GOUW RANZETTA THERESIA 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | ^ | ^ X | ^ | ^ |
| KLINGENSTEIN PAUL H 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | ^ | ^ X | ^ | ^ |
| HOMESTAKE PARTNERS LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | ^ | ^ X | ^ | ^ |
| EVNIN LUKE 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | ^ | ^ X | ^ | ^ |
| HILL EUGENE D III 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Tracy L. Sedlock, as Attorney in Fact for Accel Internet Fund III Associates L.L.C.

03/27/2007

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| | |
|---|------------|
| Signature of Reporting Person | Date |
| /s/ Tracy L. Sedlock, as Attorney in Fact for Accel IV Associates L.P. | 03/27/2007 |
| Signature of Reporting Person | Date |
| /s/ Tracy L. Sedlock, as Attorney in Fact for Accel Partners & Co., Inc. | 03/27/2007 |
| Signature of Reporting Person | Date |
| /s/ Tracy L. Sedlock, as Attorney in Fact for Accel VII Associates L.L.C. | 03/27/2007 |
| Signature of Reporting Person | Date |
| /s/ Tracy L. Sedlock, as Attorney in Fact for J. Peter Wagner | 03/27/2007 |
| Signature of Reporting Person | Date |
| /s/ Tracy L. Sedlock, as Attorney in Fact for Theresia Gouw Ranzetta | 03/27/2007 |
| Signature of Reporting Person | Date |
| /s/ Tracy L. Sedlock, as Attorney in Fact for Paul H. Klingenstein | 03/27/2007 |
| Signature of Reporting Person | Date |
| /s/ Tracy L. Sedlock, as Attorney in Fact for Homestake Partners L.P. | 03/27/2007 |
| Signature of Reporting Person | Date |
| /s/ Tracy L. Sedlock, as Attorney in Fact for Luke B. Evnin | 03/27/2007 |
| Signature of Reporting Person | Date |
| /s/ Tracy L. Sedlock, as Attorney in Fact for Eugene D. Hill III | 03/27/2007 |
| Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) This amount includes 82,800 shares that were omitted from the original Form 3 filed jointly by the reporting persons. Each of the following entities is jointly filing this Form 3 and, with Arthur C. Patterson, is deemed to be a member of a "group" under Section 13d-3 of the Securities Exchange Act of 1934, as amended: Accel Internet Fund III L.P., Accel Investors '94 L.P., Accel Investors '99 L.P., Accel IV LP, Accel Keiretsu L.P., Accel VII L.P., ACP Family Partnership L.P. and Ellmore C. Patterson Partners.

(2) Each reporting person other than the referenced individual or entity disclaims beneficial ownership of these securities except to the extent of his, or its, pecuniary interest therein, and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) Arthur C. Patterson is the sole general partner of Ellmore C. Patterson Partners.

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Remarks:

This is Part 2 of a two part filing. This Form 3 is being filed in two parts because of the filing system. Part 1 is being filed by the following reporting persons: Accel Internet Fund III L.P., Accel Investors '99 L.P., Accel IV L.P., Accel Keiretsu L.P., Accel VII L.P., ACP Family Partners, James R. Swartz and James W. Breyer.

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.