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TRITON PCS HOLDINGS INC  
Form 8-A12B  
July 13, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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TRITON PCS HOLDINGS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware 23-2974475  
(State of Incorporation or Organization) (IRS Employer Identification No.)

1100 Cassatt Road  
Berwyn, Pennsylvania 19312  
(Address of Principal Executive Offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  -

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ . (If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class To Be So Registered -----	Name of Each Exchange on Which Each Class Is To Be Registered -----
Class A Common Stock, par value \$0.01	New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

Item 1. Description of Registrant's Securities to be Registered.

The description of the Class A common stock of Triton PCS Holdings, Inc. (the "Registrant") registered on the New York Stock Exchange hereby, including

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the information required by Item 202 of Regulation S-K, is incorporated by reference to the description of capital stock of the Registrant included in the "Description of Capital Stock" section of the prospectus filed as a part of the Registrant's Form S-3 Registration Statement, (Commission File No. 333-49974), filed with the Securities and Exchange Commission on February 22, 2001.

Item 2. Exhibits.

The securities to be registered are to be listed on the New York Stock Exchange, on which no other securities of the Registrant are listed. Pursuant to the Instruction as to Exhibits on Form 8-A, no exhibits are required.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

TRITON PCS HOLDINGS, INC.

Date: July 13, 2001

By: /s/ David D. Clark

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David D. Clark  
Executive Vice President and  
Chief Financial Officer