

SUNCOM WIRELESS HOLDINGS, INC.

Form 4

February 25, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pardus Capital Management L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
590 MADISON AVENUE, 25TH FLOOR, SUITE E

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2008

____ Director
____ Officer (give title below) 10% Owner
 Other (specify below)
See Footnotes 4 and 5

(Street)
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, par value \$0.01 per share	02/22/2008		S	(A) 11,435,433 (4)	D \$ 27 0	I	See footnotes (1) (2) (3)

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

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SEC 1474 (9-02)

number.

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
Pardus Capital Management L.P. 590 MADISON AVENUE 25TH FLOOR, SUITE E NEW YORK, NY 10022				See Footnotes 4 and 5
Pardus European Special Opportunities Master Fund LP 590 MADISON AVENUE SUITE 25E NEW YORK, NY 10022				See Footnotes 4 and 5
Pardus Capital Management LLC 590 MADISON AVENUE SUITE 25E NEW YORK, NY 10022				See Footnotes 4 and 5
Samii Karim 590 MADISON AVENUE SUITE 25E NEW YORK, NY 10022				See Footnotes 4 and 5

Signatures

/s/ Karim Samii
(6) 02/25/2008

**Signature of Reporting Person Date

/s/ Karim Samii 02/25/2008

(7)

**Signature of Reporting Person	Date
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/s/ Karim Samii	02/25/2008
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(8)

**Signature of Reporting Person	Date
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/s/ Karim Samii	02/25/2008
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**Signature of Reporting Person	Date
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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).
 - (1) Pardus Special Opportunities Master Fund L.P., a limited partnership formed under the laws of the Cayman Islands (the "Fund"), previously held 11,435,433 shares of the common stock, par value \$0.01 per share (the "Shares"), of Suncom Wireless Holdings, Inc., a Delaware corporation (the "Company"). Pardus Capital Management L.P., a Delaware limited partnership ("PCM"), serves as the investment manager of the Fund and possessed sole power to vote and direct the disposition of the Shares previously held by the Fund.
 - (2) Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Pardus Capital Management LLC, a Delaware limited liability company ("PCM LLC"), as the general partner of PCM, and Mr. Karim Samii, as the sole member of PCM LLC, may be deemed to have been the beneficial owners of the Shares previously held by the Fund, but only to the extent of its or his direct or indirect pecuniary interest therein.
 - (3) Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that PCM LLC or Mr. Samii are, for purposes of Section 16 of the Act or otherwise, the beneficial owners of any securities reported herein in excess of such amount and PCM LLC and Mr. Samii disclaim beneficial ownership of all Shares previously held by the Fund.
 - (4) On February 22, 2008, the Company consummated the transactions contemplated by that certain Agreement and Plan of Merger (as amended, the "Merger Agreement") with T-Mobile USA, Inc., a Delaware corporation and wholly owned subsidiary of Deutsche Telekom AG ("Parent"), and Tango Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent formed for the purpose of effecting the transactions contemplated by the Merger Agreement. Pursuant to the terms of the Merger Agreement, the Parent acquired all of the outstanding shares of common stock, par value \$0.01 per share, of the Company, including the Shares previously owned by the Fund, in exchange for a cash payment of \$27.00 per share.

Remarks:

- (5) Mr. Samii resigned as a director of the Company effective February 22, 2008.
- (6) Mr. Samii is signing in his capacity as sole member of Pardus Capital Management LLC, the general partner of Pardus Capital Management L.P., the investment manager of Pardus Special Opportunities Master Fund L.P.
- (7) Mr. Samii is signing in his capacity as sole member of Pardus Capital Management LLC, the general partner of Pardus Capital Management L.P.
- (8) Mr. Samii is signing in his capacity as sole member of Pardus Capital Management LLC.

EXHIBIT LIST

Exhibit 99.1 - Joint Filer Information

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.