

SUNCOM WIRELESS HOLDINGS, INC.
 Form 3
 May 17, 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 Pardus Capital Management L.P. | | | (Month/Day/Year) | SUNCOM WIRELESS HOLDINGS, INC. [SCWH.OB] | |
| (Last) | (First) | (Middle) | 05/15/2007 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1001 AVENUE OF THE AMERICAS,Â SUITE 1100 | | | | (Check all applicable) | |
| (Street) | | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10018 | | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | (give title below) (specify below) | <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) |
|--|--|--|---|
| Class A Common Stock, par value \$0.01 per share | 11,435,433 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Pardus Capital Management L.P. 1001 AVENUE OF THE AMERICAS SUITE 1100 NEW YORK, NY 10018 | X | X | | |
| Pardus European Special Opportunities Master Fund LP 1001 AVENUE OF THE AMERICAS SUITE 1100 NEW YORK, NY 10018 | X | X | | |
| Pardus Capital Management LLC 1001 AVENUE OF THE AMERICAS SUITE 1100 NEW YORK, NY 10018 | X | X | | |
| Samii Karim 1001 AVENUE OF THE AMERICAS SUITE 1100 NEW YORK, NY 10018 | X | X | | |

Signatures

/s/ Karim Samii
(10) 05/17/2007

**Signature of Reporting Person Date

/s/ Karim Samii
(11) 05/17/2004

**Signature of Reporting Person Date

/s/ Karim Samii
(12) 05/17/2007

**Signature of Reporting Person Date

/s/ Karim Samii
05/17/2007

**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).

Pardus European Special Opportunities Master Fund L.P., a limited partnership formed under the laws of the Cayman Islands (the "Fund"), is the holder of 11,435,433 shares of the Class A common stock, par value \$0.01 per share (the "Shares" or "Class A Stock"), of

(1) 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 possesses sole power to vote and direct the disposition of all Shares held by the Fund.

(2) Pursuant to Rule 16a-1(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 be the beneficial owners of all Shares held by the Fund 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 held by the Fund.

(4) The Shares held by the Fund include (x) 555,000 Shares received in a 1 for 10 reverse stock split effected through the merger (the "Merger") between the Company and SunCom Merger Corp., a wholly-owned subsidiary of the Company, pursuant to which each share of Class A Stock held by the Fund immediately prior to such Merger was converted into 0.1 shares of Class A Stock immediately following such Merger, and

(5) (y) 10,880,433 Shares received by the Fund pursuant to the consummation of that certain recapitalization effected through an equity-for-debt exchange concerning or impacting, inter alia, certain 9-3/8% Senior Subordinated Notes due 2011 (the "9-3/8% Notes") and 8 3/4% Senior Subordinated Notes due 2011 (the "8-3/4% Notes" and, together with the 9-3/8% Notes, the "Notes") of SunCom Wireless, Inc., an indirect subsidiary of the Company, with a final exchange ratio of 71.114 Shares (after giving effect to the Merger) for each \$1,000 principal amount of Notes exchanged by the participating noteholders.

(6) To effect the aforementioned recapitalization, the Company consummated the Merger for the purpose of (x) effecting the conversion of each outstanding share of Class A Stock immediately prior to such Merger into 0.1 shares of Class A Stock immediately following such Merger, (y) effecting certain amendments to the certificate of incorporation of the Company and (z) granting pro rata certain additional contingent rights to all holders of Shares immediately prior to the effective time of the Merger to receive additional Shares, totaling up to a maximum of 3% of the fully diluted Shares (after giving effect to the exchange, assuming full participation by all holders of the Notes) in the aggregate for all such holders immediately prior to the Merger, in the event the Company fails to undertake certain actions related to a potential sale of the Company following the exchange and the Merger.

(7) The terms of the contingent rights provide that, in the event following the consummation of the Merger (x) the board of the Company determines that any sale transaction process should be terminated (other than by a vote of at least 90% of the board) and (y)(1) the board shall not have hired a nationally recognized investment bank (the "New Investment Bank") for the purpose of soliciting a sale transaction(s) of substantially all of the business of the Company as presently conducted (a "Sale Transaction") or

(8) (2) such New Investment Bank, if hired, or the Company shall not have distributed customary sales brochures, information memoranda and other marketing materials (the "Sales Materials") to potential strategic and financial purchasers of the Company, then each holder of Class A Stock outstanding immediately prior to the Merger shall be entitled to receive an additional 0.029412 shares of Class A Stock for each share of Class A Stock held by such holder immediately prior to the Merger.

(9) In the event that (x) the contingent right described in the preceding footnote is not payable due to the hiring of the New Investment Bank and distribution of Sales Materials and (y) within 90 days following the distribution of Sales Materials by the New Investment Bank, the board of the Company terminates the Sale Transaction process (other than by a vote of at least 90% of the board), then each holder of Class A Stock outstanding immediately prior to the Merger shall be entitled to receive an additional 0.014451 shares of Class A Stock for each share of Class A Stock held by such holder immediately prior to the Merger. Such pro rata contingent right entitles the Fund, as the holder of Class A Stock immediately prior to the effective time of the Merger, to receive either approximately 163,237 or 80,203 additional shares of Class A Stock depending upon which of the conditions in the preceding footnote or this footnote are satisfied.

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Remarks:

(10) Â Mr. Â Samii Â is Â signing Â in Â his Â capacity Â as Â sole Â member Â of Â Pardus Â Capital Â Management Â LLC, Â the Â Capital Â Management Â L.P., Â the Â investment Â manager Â of Â Pardus Â European Â Special Â Opportunities Â Master Â Fund Â L.P.

(11) Â Mr. Â Samii Â is Â signing Â in Â his Â capacity Â as Â sole Â member Â of Â Pardus Â Capital Â Management Â LLC, Â the Â Capital Â Management Â L.P.

(12) Mr. Samii is signing in his capacity as sole member of Pardus Capital Management LLC.

The Fund may be deemed a director by deputation by virtue of its right to nominate three representatives to the board of directors of the Company following the recapitalization. PCM and PCM LLC may also be deemed a director by deputation because PCM serves as the investment manager of the Fund and possesses sole power of disposition of all Shares held by the Fund and PCM LLC is the general partner of PCM. See

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.