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AIRGATE PCS INC /DE/ Form 8-K December 15, 2004

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): December 14, 2004

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 address, if changed 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:

- [X] 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))

Item 2.02. Entry into a Material Definitive Agreement

On December 14, 2004, at 9:00 a.m. ET, AirGate PCS, Inc., a Delaware corporation, held a conference call to discuss its financial and operating results for the fourth quarter and fiscal year ended September 30, 2004. A copy of the transcript of that call is attached hereto as Exhibit 99.1 and is

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incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Transcript of conference call held by AirGate PCS, Inc. on December 14, 2004 at 9:00 a.m. ET to discuss its financial and operating results for the fourth quarter and fiscal year ended September 30, 2004.

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: December 15, 2004

By: /s/ William J. Loughman

William J. Loughman

Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

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