

iPCS, INC
 Form 3
 December 07, 2009

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 SPRINT NEXTEL CORP | | (Month/Day/Year) | iPCS, INC [IPCS] | |
| (Last) | (First) | (Middle) | 11/25/2009 | |
| 6200 SPRINT PARKWAY | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| OVERLAND | | ___ Director | | ___X___ 10% Owner |
| PARK,Â KSÂ 66251 | | ___ Officer | | ___ Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | | ___ Form filed by One Reporting Person |
| | | | | ___ 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, par value \$0.01 per share | 48,924,061 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D | Â |

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPRINT NEXTEL CORP 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251 | X | | | |

Signatures

/s/ Timothy O'Grady Vice President, Legal and Assistant Secretary 12/07/2009

__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).
- Pursuant to an Agreement and Plan of Merger, dated as of October 18, 2009 (the "Merger Agreement"), by and among iPCS, Inc. (the "Company"), Sprint Nextel Corporation ("Parent"), and Ireland Acquisition Corporation, a wholly-owned subsidiary of Parent (the "Purchaser"), the Purchaser commenced a tender offer to purchase all of the issued and outstanding shares of common stock, par value
- (1) \$0.01 per share, of the Company (the "Shares"), for \$24.00 per Share, net to the seller in cash (the "Offer Price"), without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 28, 2009 (the "Offer to Purchase") and in the related letter of transmittal (which, together with the Offer to Purchase, each as amended or supplemented from time to time, collectively constitute the "Offer").
- The Offer expired at 12:00 midnight EST on November 25, 2009. On November 27, 2009, the Purchaser accepted for payment a total 11,593,479 tendered Shares (including Shares validly tendered by notice of guaranteed delivery). In addition, on November 27, 2009, the Purchaser exercised its option granted under the Merger Agreement to purchase such number of newly issued Shares at the Offer Price
- (2) such that, when added to the Shares already owned by the Purchaser and Parent and their affiliates, constitutes one Share more than 90% of the total number of Shares outstanding on a fully diluted basis (the "Top-Up Option"). The Purchaser purchased 32,438,176 Shares pursuant to the exercise of the Top-Up Option on December 4, 2009, following which the Purchaser effected a short-form merger with and into the Company.
- In the merger, Parent acquired all of the Shares not previously tendered pursuant to the Offer (other than those Shares as to which holders properly exercise appraisal rights under applicable Delaware law) at the Offer Price. As a result of the merger, the separate corporate existence of the Purchaser ceased and the Company continues as the surviving corporation of the merger and a wholly-owned subsidiary of Parent.
- (3)

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.