

AIRGATE PCS INC /DE/  
Form 425  
February 01, 2005

**Table of Contents**

**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): January 31, 2005

**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 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:

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))

**TABLE OF CONTENTS**

Item 8.01. Other Events.

Item 9.01. Financial Statements and Exhibits.

SIGNATURES

Exhibit Index

Press Release

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**Table of Contents**

**Item 8.01. Other Events.**

On January 31, 2005, AirGate PCS, Inc., a Delaware corporation (the Company), announced that the Company received Sprint's consent to the change of control that will occur upon consummation of the previously announced proposed merger of the Company with a subsidiary of Alamosa Holdings, Inc. The receipt of this consent is one of the conditions to the closing of the proposed merger. A copy of the Company's press release relating to this matter is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release of AirGate PCS, Inc., dated January 31, 2005.

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**Table of Contents**

**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: January 31, 2005

By: /s/ Roy E. Hadley  
Roy E. Hadley, Jr.  
Vice President, General Counsel and  
Secretary

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**Table of Contents**

**Exhibit Index**

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of AirGate PCS, Inc., dated January 31, 2005.