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ALAMOSA HOLDINGS INC
 Form S-8
 June 05, 2003

As filed with the Securities and Exchange Commission on June 5, 2003
 Registration No. 333-

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER THE SECURITIES ACT OF 1933

ALAMOSA HOLDINGS, INC.
 (Exact Name of Registrant as Specified in Its Charter)

Delaware
 (State or Other Jurisdiction of
 Incorporation or Organization)

75-2890997
 (I.R.S. Employer
 Identification Number)

5225 S. Loop 289
 Lubbock, TX
 (Address of Principal Executive Offices)

79424
 (Zip Code)

ALAMOSA HOLDINGS, INC. AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN
 (Full Title of the Plan)

David E. Sharbutt
 Chief Executive Officer
 Alamosa Holdings, Inc.
 5225 S. Loop 289
 Lubbock, TX 79424
 (Name and Address of Agent for Service)

(806) 722-1100
 (Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Fred B. White, III, Esq.
 Skadden, Arps, Slate, Meagher & Flom LLP
 Four Times Square
 New York, New York 10036
 (212) 735-3000

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITY TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	RE
Common stock, par value \$0.01 per share (3)	2,500,000 shares (1)	\$1.42	\$3,550,000	

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Commission on November 27, 2001, pursuant to the Exchange Act, including any amendments or reports filed with the Commission for purposes of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
4.1	Amended and Restated Alamosa Holdings, Inc. Employee Stock Purchase Plan.
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1 opinion).
24.1	Power of Attorney (included on the signature page hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Lubbock, State of Texas, on June 5, 2003.

ALAMOSA HOLDINGS, INC.

By: /s/ David E. Sharbutt

Name: David E. Sharbutt
Title: Chairman of the Board of Directors
and Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned hereby appoints David E. Sharbutt, as attorney and agent for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Commission under the Securities Act any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and

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other documents to be filed with the Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite or desirable.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on June 5, 2003.

SIGNATURE	TITLE
/s/ David E. Sharbutt ----- David E. Sharbutt	Director, Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
/s/ Kendall W. Cowan ----- Kendall W. Cowan	Chief Financial Officer (Principal Financial Officer and Accounting Officer)
/s/ Ray M. Clapp, Jr. ----- Ray M. Clapp, Jr.	Director
/s/ Scotty Hart ----- Scotty Hart	Director
/s/ Schuyler B. Marshall ----- Schuyler B. Marshall	Director
/s/ Allen T. McInnes ----- Allen T. McInnes	Director
/s/ John F. Otto, Jr. ----- John F. Otto, Jr.	Director
/s/ Thomas F. Riley, Jr. ----- Thomas F. Riley, Jr.	Director
----- Michael V. Roberts	Director
-----	Director

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Steven C. Roberts

/s/ Jimmy R. White

Jimmy R. White

Director