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AIRGATE PCS INC /DE/
Form 8-K
February 26, 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): February 20, 2004

AIRGATE PCS, INC.

(Exact name of Registrant as specified in its charter)

| | | |
|---|---|--------------------------------------|
| Delaware | 027455 | 58-2422929 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification Number) |
| Harris Tower, 233 Peachtree Street N.E., Suite 1700 Atlanta, Georgia | | 30303 |
| (Address of principal executive offices) | | (Zip Code) |
| | (404) 525-7272 | |
| | (Registrant's telephone number, including area code) | |
| | N/A | |
| | (Former name or former address, if changed since last report) | |

Item 5. Other Events

On February 20, 2004, AirGate PCS, Inc., a Delaware corporation, closed its previously-announced public and private exchange offers, pursuant to which the company exchanged newly-issued shares of its common stock and newly-issued 9-3/8% senior subordinated secured notes for its outstanding 13.5% senior subordinated discount notes. In connection with the closing of the exchange offers, AirGate entered into, among other agreements, the agreements listed below. These agreements are attached hereto as exhibits and are incorporated herein by reference.

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits
(c) Exhibits.

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 4.1 | Third Supplemental Indenture, dated as of February 20, 2004, by and among AirGate PCS, Inc., AGW Leasing Company, Inc., AirGate Network Services, LLC, AirGate Service Company, Inc., and Deutsche Bank Trust Company Americas |
| 4.2 | Indenture for 9-3/8% senior subordinated secured notes due 2009, dated as of February 20, 2004, by and among AirGate PCS, Inc., AGW Leasing Company, Inc., AirGate Network Services, LLC, AirGate Service Company, Inc., and The Bank of New York |

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. (Registrant)

Date: February 25, 2004

By: /s/ William H. Seippel

Name: William H. Seippel
Title: Chief Financial Officer

EXHIBIT INDEX

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Service Company, Inc., and The Bank of New York