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	75-2890997
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
5225 S. Loop 289 Lubbock, TX	79424
(Address of Principal Executive Offices)	(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	

|-------------------------|---------------------|---------------------|----------------------|---

(1) 2,500,000 additional shares of common stock of the Company are being registered pursuant to the Company's Amended and Restated Employee Stock Purchase Plan (the "ESPP"). This registration statement also covers such indeterminate amount of securities as may be offered or sold pursuant to the terms of the ESPP to prevent dilution, pursuant to Rule 416(a) under the Securities Act.

(2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933. The proposed maximum offering price per share is based upon the average of the high and low prices of the common stock on May 30, 2003, as reported on the Over-the-Counter Bulletin Board.

(3) Includes associated rights to purchase Series A Preferred Stock, par value $.01 per share, of the Company.

EXPLANATORY NOTE

This registration statement is being filed solely to register the issuance of up to 2,500,000 additional shares of common stock, par value $0.01 per share ("Common Stock") of Alamosa Holdings, Inc., a Delaware corporation (the "Company"), pursuant to the Company's Amended and Restated Employee Stock Purchase Plan (the "ESPP"). On March 31, 2003, the Board of Directors of the Company unanimously approved an amendment to the ESPP which increased the number of shares of Common Stock authorized for issuance under the ESPP by 2,500,000 shares, from 1,000,000 shares to 3,500,000 shares. At the annual meeting of stockholders of the Company, held on May 29, 2003, the shareholders of the Company approved such amendment to the ESPP. The Company previously filed a registration statement on Form S-8 (File No. 333-56430) on March 2, 2001, covering 600,000 shares of its Common Stock initially authorized for issuance under the ESPP. Pursuant to general instruction E to Form S-8, the contents of the earlier registration statement are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed with the Securities and Exchange Commission (the "Commission"):

(a) Annual Report on Form 10-K for the year ended December 31, 2002;

(b) Quarterly Report on Form 10-Q for the quarter ended March 31, 2003;

(c) Current Report on Form 8-K dated May 19, 2003;

(d) The description of the Common Stock contained in the Registrant's prospectus filed pursuant to Rule 424(b)(1) on November 7, 2001 (the "Prospectus"), which description is incorporated by reference in Registrant's Registration Statement on Form 8-A, filed with the Commission on November 27, 2001, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed with the Commission for purposes of updating such description; and

(e) The description of the Preferred Share Purchase Rights contained in the Prospectus, which description is incorporated by reference in Registrant's Registration Statement on Form 8-A, filed with the

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 0f 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 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

Steven C. Roberts

/s/ Jimmy R. White -- Jimmy R. White	Director