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TRITON PCS HOLDINGS INC  
 Form S-8 POS  
 May 24, 2001

As filed with the Securities and Exchange Commission on May 24, 2001  
 Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

Post-Effective Date Amendment No. 1 To  
 FORM S-8  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

Triton PCS Holdings, Inc.  
 (Exact name of registrant as specified in its charter)

Delaware  
 (State or other jurisdiction  
 of incorporation or organization)

23-2974475  
 (I.R.S. Employer Identification No.)

1100 Cassatt Road  
 Berwyn, Pennsylvania  
 (Address of Principal Executive Offices)

19312  
 (Zip Code)

TRITON PCS HOLDINGS, INC.  
 1999 STOCK AND INCENTIVE PLAN  
 (Full title of plan)

DOW, LOHNES & ALBERTSON, PLLC  
 Counsel  
 1200 New Hampshire Avenue, N.W.  
 Suite 800  
 Washington, D.C. 20036  
 (Name and address of agent for service)

Telephone number of agent for service:

(202) 776-2000

CALCULATION OF REGISTRATION FEE

| Title of security<br>being registered                          | Amount being<br>Registered (*) | Proposed Maximum<br>offering Price per<br>Share(**) | Proposed Maximum<br>Aggregate offering<br>Price | Amount of<br>Registration f |
|--|--------------------------------|---|---|-----------------------------|
| Class A Common<br>Stock, \$0.01 par<br>value Per<br>Share..... | 1,500,000                      | \$35.12   | \$52,680,000.00                                 | \$13,170.00                 |

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(\*) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers an indeterminate number of additional shares which may be offered and issued in accordance with the Plan terms to prevent dilution from stock splits, stock dividends or similar transactions.

(\*\*) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f)(1) under the Securities Act of 1933.

STATEMENT UNDER GENERAL INSTRUCTION E  
REGISTRATION OF ADDITIONAL SECURITIES

This Post-Effective Amendment No. 1 To Registration Statement on Form S-8 (the "Registration Statement") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the "Securities Act") to register additional shares of the Registrant's common stock issuable pursuant to the Triton PCS Holdings, Inc. 1999 Stock and Incentive Plan (the "Plan"). Unless otherwise noted herein, this Registration Statement incorporates by reference the contents of the Registrant's registration statement on Form S-8 (File No. 333-93625), and all exhibits thereto, relating to the Plan, which was previously filed with the Securities and Exchange Commission on December 27, 1999.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

EXHIBIT INDEX

| Exhibit No.<br>----- | Exhibit<br>-----  |
|----------------------|---|
| 5                    | Opinion of Dow, Lohnes & Albertson, PLLC  |
| 23.1                 | Consent of PricewaterhouseCoopers LLP   |
| 23.2                 | Consent of Dow, Lohnes & Albertson, PLLC<br>(contained in their opinion in Exhibit 5) |

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SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 To Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Berwyn, Commonwealth of Pennsylvania on the 22nd day of May, 2001.

TRITON PCS HOLDINGS, INC.

By: /s/ Michael E. Kalogris  
-----

Michael E. Kalogris  
Chief Executive Officer and  
Chairman of the Board of Directors

Triton PCS Holdings, Inc., a Delaware corporation, and each person whose signature appears below constitutes and appoints Michael Kalogris, with full power to act without others, such person's true and lawful attorney-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign this Post-Effective Amendment No. 1 To Registration Statement, and any and all amendments thereto (including, without limitation, post-effective amendments and any subsequent registration statement filed pursuant to Rule 462(b) or Rule 462(d) under the Securities Act of 1933, as amended), and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, full power and authority to do and perform each and every act and thing necessary or desirable to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature<br>-----                                      | Capacity<br>-----  | Date<br>---- |
|---|--|--------------|
| /s/ Michael E. Kalogris<br>-----<br>Michael E. Kalogris | Chief Executive Officer and<br>Chairman of the Board of<br>Directors (Principal<br>(Executive Officer) | May 22,      |
| /s/ Steven R. Skinner<br>-----<br>Steven R. Skinner     | President, Chief Operating<br>Officer and Director   | May 22,      |
| /s/ David D. Clark<br>-----<br>David D. Clark           | Executive Vice President,<br>Chief Financial Officer<br>and Secretary (Principal Financial<br>Officer) | May 22,      |

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/s/ Andrew Davies  
-----  
Andrew Davies

Vice President and  
Controller  
(Principal Accounting  
Officer)

May 22,

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/s/ Scott I. Anderson  
-----  
Scott I. Anderson

Director

May 22,

/s/ John D. Beletic  
-----  
John D. Beletic

Director

May 22,

/s/ Arnold L. Chavkin  
-----  
Arnold L. Chavkin

Director

May \_\_,

/s/ William W. Hague  
-----  
William W. Hague

Director

May \_\_,

/s/ John W. Watkins  
-----  
John W. Watkins

Director

May 22,

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