

METROPCS COMMUNICATIONS INC

Form 8-K

February 22, 2011

**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 15, 2011

**METROPCS COMMUNICATIONS, INC.**

(Exact Name of Registrant as Specified in Charter)

**DELAWARE**  
(State or Other Jurisdiction

of Incorporation)

**1-33409**  
(Commission

File Number)

**20-0836269**  
(I.R.S. Employer

Identification No.)

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**2250 Lakeside Boulevard**

**Richardson, Texas**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: 214-570-5800**

**75082**  
(Zip Code)

**(Former name or former address, if changed since last report): Not Applicable**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.****Stock Option and Restricted Stock Grants**

On February 15, 2011, the Board of Directors ( Board ) of MetroPCS Communications, Inc. ( Company ) approved an award of options ( Options ) to acquire shares of the Company's common stock, par value \$0.0001 per share ( Common Stock ), and an award of restricted Common Stock ( Restricted Stock ), to be granted on February 28, 2011 ( Grant Date ) to the named executive officers of the Company under the Amended and Restated MetroPCS Communications, Inc. 2004 Equity Incentive Compensation Plan ( 2004 Plan ) as follows:

| <b>Name</b>       | <b>Position</b>   | <b>Number of Options</b> | <b>Shares of Restricted Stock</b> |
|-------------------|---|--------------------------|-----------------------------------|
| Roger D. Linqvist | President and Chief Executive Officer                   | 510,000                  | 220,000                           |
| Thomas C. Keys    | Chief Operating Officer                                 | 230,000                  | 100,000                           |
| J. Braxton Carter | Executive Vice President and Chief Financial Officer    | 210,000                  | 90,000                            |
| Mark A. Stachiw   | Executive Vice President, General Counsel and Secretary | 130,000                  | 55,000                            |
| Malcolm M. Lorang | Senior Vice President and Chief Technology Officer      | 60,000                   | 25,000                            |

All of the Option awards approved by the Board on February 15, 2011 will have an exercise price equal to the closing price of the Common Stock on the New York Stock Exchange on the Grant Date.

All of the Options and shares of Restricted Stock will vest over four years as follows: twenty-five percent (25%) of the Options and shares of Restricted Stock will vest and, in the case of the Options, will become exercisable, on February 28, 2012; the remainder of the Options will vest and become exercisable upon the named executive officer's completion of each additional month of service in a series of thirty-six (36) successive, equal monthly installments; and the remainder of the shares of Restricted Stock will vest upon the named executive officer's completion of each additional quarter of service in a series of twelve (12) successive, equal quarterly installments.

The named executive officer agrees to vote all unvested Restricted Stock in the same proportion as all other shares of Common Stock that are voted on any matter and to forfeit dividends related to all unvested Restricted Stock.

**2011 Annual Cash Incentive Performance Awards**

On February 15, 2011, the Board also awarded annual cash performance awards under the MetroPCS Communications, Inc. 2010 Equity Compensation Plan to Messrs. Linqvist, Keys, Carter, Stachiw and Lorang with target amounts and performance criteria consistent with the annual cash performance awards awarded in 2010.

**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.

METROPCS COMMUNICATIONS, INC.

Date: February 21, 2011

By: /s/ J. Braxton Carter  
J. Braxton Carter  
Executive Vice President and  
Chief Financial Officer