

Edgar Filing: ARCH WIRELESS INC - Form SC 13G/A

ARCH WIRELESS INC  
Form SC 13G/A  
February 05, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Arch Wireless, Inc.

-----  
(Name of Issuer)

COMMON STOCK (\$.01 par value)

-----  
(Title of Class of Securities)

039381504

-----  
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- |                                     |               |
|-------------------------------------|---------------|
| <input type="checkbox"/>            | Rule 13d-1(b) |
| <input checked="" type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/>            | Rule 13d-1(d) |

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Page 1

CUSIP No. 039381504  
-----

1) Names of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

Tudor Investment Corporation  
-----

22-2514825  
-----

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) -----

(b) X  
-----

3) SEC Use Only  
-----

4) Citizenship or Place of Organization Delaware  
-----

(5) Sole Voting Power 0  
-----

Number of Shares  
Beneficially  
Owned by Each  
Reporting Person  
With

(6) Shared Voting Power 0  
-----

(7) Sole Dispositive Power 0  
-----

(8) Shared Dispositive Power 0  
-----

9) Aggregate Amount Beneficially Owned by Each Reporting Person 0  
-----

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  
-----

11) Percent of Class Represented by Amount in Row 9 0%  
-----

12) Type of Reporting Person (See Instructions) CO  
-----

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CUSIP No. 039381504  
-----

1) Names of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Paul Tudor Jones, II  
-----

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) -----  
(b) X  
-----

3) SEC Use Only -----

4) Citizenship or Place of Organization USA  
-----

|                  |                              |   |
|------------------|------------------------------|---|
|                  | (5) Sole Voting Power        | 0 |
| Number of Shares |                              |   |
| Beneficially     | (6) Shared Voting Power      | 0 |
| Owned by Each    |                              |   |
| Reporting Person | (7) Sole Dispositive Power   | 0 |
| With             |                              |   |
|                  | (8) Shared Dispositive Power | 0 |

9) Aggregate Amount Beneficially Owned by Each Reporting Person 0  
-----

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  
-----

11) Percent of Class Represented by Amount in Row 9 0%  
-----

12) Type of Reporting Person (See Instructions) IN  
-----

CUSIP No. 039381504  
-----

1) Names of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

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Tudor Proprietary Trading, L.L.C.

13-3720063

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) \_\_\_\_\_  
(b)  X \_\_\_\_\_

3) SEC Use Only \_\_\_\_\_

4) Citizenship or Place of Organization Delaware

(5) Sole Voting Power 0

Number of Shares Beneficially Owned by Each Reporting Person With

(6) Shared Voting Power 0

(7) Sole Dispositive Power 0

(8) Shared Dispositive Power 0

9) Aggregate Amount Beneficially Owned by Each Reporting Person 0

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

11) Percent of Class Represented by Amount in Row 9 0%

12) Type of Reporting Person (See Instructions) OO

Page 4

CUSIP No. 039381504

1) Names of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
The Tudor BVI Global Portfolio Ltd.  
98-0223576

2) Check the Appropriate Box if a Member of a Group (See Instructions)

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(a) -----  
 (b) X -----

---

3) SEC Use Only -----

---

4) Citizenship or Place of Organization Cayman Islands -----

---

(5) Sole Voting Power 0 -----

---

Number of Shares Beneficially Owned by Each Reporting Person With

(6) Shared Voting Power 0 -----

---

(7) Sole Dispositive Power 0 -----

---

(8) Shared Dispositive Power 0 -----

---

9) Aggregate Amount Beneficially Owned by Each Reporting Person 0 -----

---

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) -----

---

11) Percent of Class Represented by Amount in Row 9 0% -----

---

12) Type of Reporting Person (See Instructions) CO -----

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CUSIP No. 039381504 -----

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1) Names of Reporting Person  
 S.S. or I.R.S. Identification No. of Above Person  
 The Raptor Global Portfolio Ltd.  
 -----  
 98-0211544  
 -----

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2) Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a) -----  
 (b) X -----

---

3) SEC Use Only -----

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|   |   |                          |   |
|---|---|--------------------------|---|
| 4)  | Citizenship or Place of Organization  | Cayman Islands           |   |
| (5)   | Sole Voting Power   | 0                        |   |
| Number of Shares Beneficially Owned by Each Reporting Person With | (6)   | Shared Voting Power      | 0 |
|   | (7)   | Sole Dispositive Power   | 0 |
|   | (8)   | Shared Dispositive Power | 0 |
| 9)  | Aggregate Amount Beneficially Owned by Each Reporting Person                        | 0                        |   |
| 10)   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) |                          |   |
| 11)   | Percent of Class Represented by Amount in Row 9                                     | 0%                       |   |
| 12)   | Type of Reporting Person (See Instructions)   | CO                       |   |

Page 6

CUSIP No. 039381504

|     |   |          |
|-----|---|----------|
| 1)  | Names of Reporting Person   |          |
|     | S.S. or I.R.S. Identification No. of Above Person                   |          |
|     | The Altar Rock Fund L.P.  |          |
|     | 06-1558414  |          |
| 2)  | Check the Appropriate Box if a Member of a Group (See Instructions) |          |
|     | (a)   |          |
|     | (b)   | X        |
| 3)  | SEC Use Only  |          |
| 4)  | Citizenship or Place of Organization                                | Delaware |
| (5) | Sole Voting Power   | 0        |

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|   |                              |      |
|---|------------------------------|------|
| Number of Shares Beneficially Owned by Each Reporting Person With                       | (6) Shared Voting Power      | 0    |
|   | (7) Sole Dispositive Power   | 0    |
|   | (8) Shared Dispositive Power | 0    |
| 9) Aggregate Amount Beneficially Owned by Each Reporting Person                         |                              | 0    |
| 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) |                              |      |
| 11) Percent of Class Represented by Amount in Row 9                                     |                              | 0.0% |
| 12) Type of Reporting Person (See Instructions)   |                              | PN   |

Page 7

Item 1(a). Name of Issuer:  
Arch Wireless, Inc. (formerly Arch Communications Group, Inc.)

Item 1(b). Address of Issuer's Principal Executive Offices:  
1800 West Park Drive  
Suite 250  
Westborough, MA 01581

Item 2(a). Name of Person Filing:  
Tudor Investment Corporation ("TIC")  
Paul Tudor Jones, II  
Tudor Proprietary Trading, L.L.C. ("TPT")  
The Tudor BVI Global Portfolio Ltd. ("BVI Portfolio")  
The Altar Rock Fund L.P. ("Altar Rock")  
The Raptor Global Portfolio Ltd. ("Raptor Portfolio")

Item 2(b). Address of Principal Business Office or, if none, Residence:  
The principal business office of each of TIC, TPT and Altar Rock is:  
1275 King Street  
Greenwich, CT 06831  
The principal business office of Mr. Jones is:  
c/o Tudor Investment Corporation  
1275 King Street  
Greenwich, CT 06831

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The principal business office of each of Tudor BVI, Raptor Portfolio and BVI Portfolio is:

c/o CITCO  
Kaya Flamboyan 9  
Curacao, Netherlands Antilles

Item 2(c). Citizenship:

TIC is a Delaware corporation  
Mr. Jones is a citizen of the United States  
Altar Rock is a Delaware limited partnership  
TPT is a Delaware limited liability company  
Raptor Portfolio and BVI Portfolio are companies organized under the laws of the Cayman Islands

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

039381504

Page 8

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or Dealer registered under section 15 of the Act
- (b)  Bank as defined in section 3(a)(6) of the Act
- (c)  Insurance Company as defined in section 3(a)(19) of the Act
- (d)  Investment Company registered under section 8 of the Investment Company Act
- (e)  Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f)  Employment Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment fund; see section 240.13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company, in accordance with section 240.13d-1(b)(1)(ii)(G) (Note: See Item 7)
- (h)  Group, in accordance with section 240.13d-1(b)(1)(ii)(H)

Item 4. Ownership (As of December 31, 2001).

- (a) Amount Beneficially Owned: See Item 9 of cover pages  
-----
- (b) Percent of Class: See Item 11 of cover pages  
-----
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
See Item 5 of cover pages  
-----
  - (ii) shared power to vote or to direct the vote



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See Item 6 of cover pages  
-----

(iii) sole power to dispose or to direct the disposition of  
See Item 7 of cover pages  
-----

(iv) shared power to dispose or to direct the disposition of  
See Item 8 of cover pages  
-----

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

See cover pages

Item 9. Notice of Dissolution of Group.

Not applicable

Page 9

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2002

TUDOR INVESTMENT CORPORATION

By: /s/ Stephen N. Waldman  
-----

Stephen N. Waldman  
Vice President and Associate General Counsel

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/s/ Paul Tudor Jones, II

-----  
Paul Tudor Jones, II

THE TUDOR BVI GLOBAL PORTFOLIO LTD.

By: Tudor Investment Corporation,  
Sub-Investment Manager

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Vice President and Associate  
General Counsel

TUDOR PROPRIETARY TRADING, L.L.C.

By: /s/ Stephen N. Waldman

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Stephen N. Waldman  
Vice President and Associate General Counsel

THE ALTAR ROCK FUND L.P.

By: Tudor Investment Corporation,  
General Partner

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Vice President and Associate  
General Counsel

Page 10

THE RAPTOR GLOBAL PORTFOLIO LTD.

By: Tudor Investment Corporation,  
Investment Advisor

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Vice President and Associate  
General Counsel

