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SUNCOM WIRELESS HOLDINGS, INC.

Form S-8 POS

February 22, 2008

As filed with the Securities and Exchange Commission on February 22, 2008

Registration No. 333-115416

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

SunCom Wireless Holdings, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
of incorporation)

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

1100 Cassatt Road  
Berwyn, Pennsylvania 19312  
(Address of principal executive offices)

(610) 651-5900  
(Registrant's telephone number, including area code)

Directors' Stock and Incentive Plan

Eric Haskell  
SunCom Wireless Holdings, Inc.  
Executive Vice President and Chief Financial Officer  
1100 Cassatt Road  
Berwyn, Pennsylvania 19312  
(610) 651-5900  
(Name, address, including zip code, and telephone number, including area code  
of agent for service)

With a copy to:

Thomas D. Twedt

Dow Lohnes PLLC  
1200 New Hampshire Avenue, NW  
Washington, D.C. 20036  
(202) 776-2000

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TERMINATION OF REGISTRATION

This post-effective amendment deregisters all shares of our Class A common stock, par value \$0.01 per share, registered for issuance under the Form S-8 registration statement (File No. 333-115416) (the "Registration Statement") that remain unissued. The Registration Statement related to the shares of Class A Common Stock issuable to eligible employees pursuant to our Directors' Stock and Incentive Plan.

SIGNATURE

Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Berwyn, Commonwealth of Pennsylvania on this 22nd day of February, 2008.

SUNCOM WIRELESS HOLDINGS, INC.

By: /s/ Michael E. Kalogris

-----  
Michael E. Kalogris  
Chief Executive Officer  
(principal executive officer)

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

| Signature                                               | Capacity                                                                              |
|---------------------------------------------------------|---------------------------------------------------------------------------------------|
| /s/ Michael E. Kalogris<br>-----<br>Michael E. Kalogris | Chairman and Chief Executive Officer                                                  |
| /s/ Eric Haskell<br>-----<br>Eric Haskell               | Executive Vice President and Chief Financial Officer<br>(principal financial officer) |
| /s/ Harry Roessner<br>-----<br>Harry Roessner           | Vice President and Controller<br>(principal accounting officer)                       |
| /s/ Scott I. Anderson<br>-----<br>Scott I. Anderson     | Director                                                                              |

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|                        |          |
|------------------------|----------|
| /s/ Niles K. Chura     | Director |
| -----                  |          |
| Niles K. Chura         |          |
| /s/ Pat Daughtery      | Director |
| -----                  |          |
| Pat Daughtery          |          |
| /s/ Jerry V. Elliott   | Director |
| -----                  |          |
| Jerry V. Elliott       |          |
| /s/ Edward Evans       | Director |
| -----                  |          |
| Edward Evans           |          |
| /s/ Gustavo A. Prilick | Director |
| -----                  |          |
| Gustavo A. Prilick     |          |
| /s/ Karim Samii        | Director |
| -----                  |          |
| Karim Samii            |          |
| /s/ Joe Thornton       | Director |
| -----                  |          |
| Joe Thornton           |          |
| /s/ James Volk         | Director |
| -----                  |          |
| James Volk             |          |