

METROCALL HOLDINGS INC
Form SC 13D/A
November 03, 2004

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

Under the Securities Exchange Act of 1934
(Amendment No. 2)

METROCALL HOLDINGS, INC.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE

(Title of class of securities)

59164X 10 5

(CUSIP number)

JOSEPH A. ORLANDO
VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
LEUCADIA NATIONAL CORPORATION
315 PARK AVENUE SOUTH
NEW YORK, NEW YORK 10010

WITH A COPY TO:

ANDREA A. BERNSTEIN, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153

(Name, address and telephone number of person
authorized to receive notices and communications)

NOVEMBER 3, 2004

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act.

(Continued on following pages)
(Page 1 of 6 pages)

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 CUSIP No. 59164X 10 5 13D

 1 NAME OF REPORTING PERSON: WebLink Wireless, Inc.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF 7 SOLE VOTING POWER: -0-
 SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 625,000 (see
 OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: -0-
 REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: 625,000 (see

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 625,000 (see

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 10.9 %

14 TYPE OF REPORTING PERSON: CO

2

 CUSIP No. 59164X 10 5 13D

 1 NAME OF REPORTING PERSON: WebLink Wireless I, L.P.

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2 (d) OR 2 (e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Texas

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	625,000 (see
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER:	625,000 (see

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 625,000 (see

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 10.9%

14 TYPE OF REPORTING PERSON: PN

3

CUSIP No. 59164X 10 5 13D

1 NAME OF REPORTING PERSON: Leucadia National Corporat

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO (see Item 3)

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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) :		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		New York
	NUMBER OF SHARES	7	SOLE VOTING POWER: -0-
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER: 625,000 (see
		9	SOLE DISPOSITIVE POWER: -0-
		10	SHARED DISPOSITIVE POWER: 625,000 (see
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		625,000 (see
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 10.9%		
14	TYPE OF REPORTING PERSON:		CO

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This Amendment No. 2 ("Amendment No. 2") amends and supplements the statement on Schedule 13D filed on November 26, 2003 (as previously amended and supplemented, the "Schedule 13D") by and on behalf of WebLink Wireless, Inc. ("WebLink Inc."), WebLink Wireless I, L.P. ("WebLink LP") and Leucadia National Corporation ("Leucadia" and, collectively with WebLink Inc. and WebLink LP, the "Beneficial Owners"). Capitalized terms used and not defined herein have the meanings ascribed thereto in the Schedule 13D.

Item 2. Identity and Background.

Item 2 is supplemented as follows:

The principal office of each of WebLink Inc. and WebLink LP is located at 25 G Street, Salt Lake City, Utah 84103.

Item 4. Purpose of Transaction.

Item 4 is supplemented as follows:

On November 3, 2004, WebLink Wireless, Inc. issued a press release stating as follows:

"WebLink Announces View of the Proposed Merger Between Metrocall Holdings, Inc. and Arch Wireless, Inc.

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SALT LAKE CITY--Nov. 3, 2004--WebLink Wireless, Inc. announced today that, while in principle it supports the concept of the proposed merger of Metrocall Holdings, Inc. and Arch Wireless, Inc., WebLink does not believe that adequate consideration has been ascribed to the Metrocall shares in the transaction as currently proposed. WebLink controls 500,000 shares of Metrocall common stock and warrants to purchase an additional 125,000 shares of Metrocall common stock. WebLink will vote in favor of the merger if sufficient additional value is given to the Metrocall shares. WebLink would be interested in hearing the views of other Metrocall stockholders concerning the proposed merger of Metrocall and Arch. Any interested Metrocall stockholder should contact WebLink.

Contact:
WebLink Wireless, Inc.
David Larsen, 801-524-8588"

Except as specifically disclosed in Item 2 of the Schedule 13D, Beneficial Owners disclaim membership in any "group" within the meaning of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934.

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SIGNATURE

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: November 3, 2004

WEBLINK WIRELESS I, L.P.

By: WEBLINK WIRELESS, INC., its general partner

By: /s/ David Larsen

Name: David Larsen
Title: President and Chief Executive Officer

WEBLINK WIRELESS, INC.

By: /s/ David Larsen

Name: David Larsen
Title: President and Chief Executive Officer

LEUCADIA NATIONAL CORPORATION

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: Vice President and Chief Financial Officer

