

ALAMOSA HOLDINGS INC  
Form SC 13G/A  
February 14, 2006

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

-----  
SCHEDULE 13G

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

ALAMOSA HOLDINGS, INC.  
-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
-----

(Title of Class of Securities)

011589108  
-----

(CUSIP Number)

December 31, 2005  
-----

(Date of Event which Requires Filing of this Statement)

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

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 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).

Continued on following pages  
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SCHEDULE 13G

CUSIP No.: 011589108

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL MANAGEMENT, LLC

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power None

Shares

Beneficially 6. Shared Voting Power 16,320,448

Owned by Each

Reporting 7. Sole Dispositive Power None

Person With

8. Shared Dispositive Power 16,320,448

9. Aggregate Amount Beneficially Owned by Each Reporting Person

16,320,448

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

[ ]

11. Percent of Class Represented by Amount in Row (9)

9.9% based on 163,474,422 shares outstanding as of December 16, 2005.

12. Type of Reporting Person:

OO

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL GP, LLC

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

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(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	None
	6. Shared Voting Power	16,320,448
	7. Sole Dispositive Power	None
	8. Shared Dispositive Power	16,320,448

9. Aggregate Amount Beneficially Owned by Each Reporting Person

16,320,448

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

[ ]

11. Percent of Class Represented by Amount in Row (9)

9.9% based on 163,474,422 shares outstanding as of December 16, 2005.

12. Type of Reporting Person:

OO

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

LAWRENCE M. ROBBINS

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	None
	6. Shared Voting Power	16,320,448
	7. Sole Dispositive Power	None

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8. Shared Dispositive Power 16,320,448

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
16,320,448

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

11. Percent of Class Represented by Amount in Row (9)  
9.9% based on 163,474,422 shares outstanding as of December 16, 2005.

12. Type of Reporting Person:  
IA

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CUSIP No.: 011589108

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13. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
GLENVIEW CAPITAL MASTER FUND, LTD.

14. Check the Appropriate Box if a Member of a Group  
(a) [ ]  
(b) [ ]

15. SEC Use Only

16. Citizenship or Place of Organization  
Cayman Islands, British West Indies

Number of	17.	Sole Voting Power	None
Shares			
Beneficially	18.	Shared Voting Power	8,821,712
Owned by Each			
Reporting	19.	Sole Dispositive Power	None
Person With			
	20.	Shared Dispositive Power	8,821,712

21. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,821,712

22. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  
[X]

23. Percent of Class Represented by Amount in Row (9)  
5.4% based on 163,474,422 shares outstanding as of December 16, 2005.

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.....  
24. Type of Reporting Person:

CO

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Item 1(a). Name of Issuer:

Alamosa Holdings, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

5225 South Loop 289, Suite 120, Lubbock, TX 79424

Item 2(a). Name of Person Filing

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Glenview Capital Management, LLC ("Glenview Capital Management");
- ii) Glenview Capital GP, LLC ("Glenview Capital GP");
- iii) Lawrence M. Robbins ("Mr. Robbins"); and
- iv) Glenview Capital Master Fund, Ltd. ("Glenview Capital Master Fund").

This Statement relates to Shares (as defined herein) held for the accounts of Glenview Capital Master Fund, Glenview Capital Partners, L.P., a Delaware limited partnership ("Glenview Capital Partners"), Glenview Institutional Partners, L.P., a Delaware limited partnership ("Glenview Institutional Partners"), GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted company ("GCM Little Arbor Master Fund"); GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Institutional Partners"), and GCM Little Arbor Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Partners").

Glenview Capital Management serves as investment manager to each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, and GCM Little Arbor Partners. In such capacity, Glenview Capital Management may be deemed to have voting and dispositive power over the Shares held for the accounts of each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, and GCM Little Arbor Partners. Glenview Capital GP is the general partner of Glenview Capital Partners, Glenview Institutional Partners, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. Glenview Capital GP also serves as the sponsor of the Glenview Capital Master Fund and the GCM Little Arbor Master Fund. In such capacities, Glenview Capital GP may be deemed to have voting and dispositive power over the Shares held for the accounts of each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, and GCM Little Arbor Partners. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management and Glenview Capital GP.

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Item 2(b). Address of Principal Business Office or, if None, Residence

The address of the principal business office of each of Glenview Capital Management, Glenview Capital GP, and Mr. Robbins is 399 Park Avenue, Floor 39, New York, New York 10022. The address of the principal business office of Glenview Capital Master Fund is Harbour Centre, North Church Street, P.O. Box 8966T, George Town, Grand Cayman, Cayman Islands, British West Indies.

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Item 2(c). Citizenship

- i) Glenview Capital Management is a Delaware limited liability company;
- ii) Glenview Capital GP is a Delaware limited liability company;
- iii) Mr. Robbins is a citizen of the United States of America; and
- iv) Glenview Capital Master Fund is a Cayman Islands exempted company.

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

Common Stock, par value \$0.01 per share (the "Shares")

Item 2(e). CUSIP Number:

011589108

Item 3. If This Statement is Filed Pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a). Amount Beneficially Owned:

(i) As of February 14, 2006, each of Glenview Capital Management, Glenview Capital GP and Mr. Robbins may be deemed to be the beneficial owner of 16,320,448 Shares. This amount consists of: (A) 1,175,679 Shares held for the account of Glenview Capital Partners; (B) 8,821,712 Shares held for the account of Glenview Capital Master Fund; (C) 4,651,849 Shares held for the account of Glenview Institutional Partners; (D) 1,304,255 Shares held for the account of the GCM Little Arbor Master Fund; (E) 344,704 Shares held for the account of GCM Little Arbor Institutional Partners; and (F) 22,249 Shares held for the account of GCM Little Arbor Partners.

(ii) As of February 14, 2006, Glenview Capital Master Fund may be deemed to be the beneficial owner of 8,821,712 Shares held for its account.

Item 4(b). Percent of Class:

(i) The number of Shares of which each of Glenview Capital Management, Glenview Capital GP and Mr. Robbins may be deemed to be the

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beneficial owner constitutes approximately 9.9% of the total number of Shares outstanding (based upon information provided by the Issuer in its current report on Form 8-K filed on June 30, 2003, there were 163,474,422 Shares outstanding as of December 16, 2005).

(ii) The number of Shares of which Glenview Capital Master Fund may be deemed to be the beneficial owner constitutes approximately 5.4% of the total number of Shares outstanding.

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Item 4(c). Number of Shares of which such person has:

Glenview Capital Management, Glenview Capital GP and Mr. Robbins:  
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(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	16,320,448
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	16,320,448

Glenview Capital Master Fund:  
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(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	8,821,712
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	8,821,712

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

This Item 5 is not applicable

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

This Item 6 is not applicable

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

See disclosure in Item 2 hereof.

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

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

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By signing below each of the Reporting Persons certifies that, to the best of their 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.

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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.

Date: February 14, 2006

GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence M. Robbins

-----  
Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: February 14, 2006

GLENVIEW CAPITAL GP, LLC

By: /s/ Lawrence M. Robbins

-----  
Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: February 14, 2006

GLENVIEW CAPITAL MASTER FUND, LTD.

By: Glenview Capital Management, LLC  
As Investment Manager

By: /s/ Lawrence M. Robbins

-----  
Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: February 14, 2006

LAWRENCE M. ROBBINS

/s/ Lawrence M. Robbins  
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EXHIBIT INDEX

Ex.

Page No.



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B. Joint Filing Agreement, dated February 14, 2006 by and among  
Glenview Capital Management, LLC, Glenview Capital GP, LLC,  
Glenview Capital Master Fund, Ltd. and Lawrence M. Robbins... 11

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EXHIBIT B

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G, Amendment No. 2 with respect to the Common Stock of Alamosa Holdings, Inc. dated as of February 14, 2006 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 14, 2006 GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence M. Robbins  
-----  
Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: February 14, 2006 GLENVIEW CAPITAL GP, LLC

By: /s/ Lawrence M. Robbins  
-----  
Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: February 14, 2006 GLENVIEW CAPITAL MASTER FUND, LTD.

By: Glenview Capital Management, LLC  
As Investment Manager

By: /s/ Lawrence M. Robbins  
-----  
Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: February 14, 2006 LAWRENCE M. ROBBINS

/s/ Lawrence M. Robbins  
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