

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **1996-12-27**
SEC Accession No. **0000950123-96-007598**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

METROCALL INC

CIK: **906525** | IRS No.: **541215634** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D** | Act: **34** | File No.: **005-45927** | Film No.: **96687002**
SIC: **4812** Radiotelephone communications

Mailing Address
6910 RICHMOND HWY
ALEXANDRIA VA 22306

Business Address
6910 RICHMOND HWY
ALEXANDRIA VA 22306
7036606677

FILED BY

UBS CAPITAL LLC

CIK: **1029726** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D**

Mailing Address
UNION BANK OF
SWITZERLAND
299 PARK AVE 7TH FLOOR
NEW YORK NY 10171-0026

Business Address
UNION BANK OF
SWITZERLAND
299 PARK AVE
NEW YORK NY 10171-0026
2128214000

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

METROCALL, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

591 647 10 2
(CUSIP Number)

UBS CAPITAL LLC
299 PARK AVENUE
NEW YORK, NEW YORK 10171
ATTN: MR. MICHAEL GREENE
(212) 821-6380
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

COPIES TO:

NANCY FUCHS, ESQ.
KAYE, SCHOLER, FIERMAN, HAYS & HANDLER, LLP
425 PARK AVENUE
NEW YORK, NEW YORK 10022
(212) 836-8000

DECEMBER 18, 1996
(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(b) (3) or (4), check the following box [].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

Page 1 of 15 pages.
Exhibit Index on page 15

SCHEDULE 13D

CUSIP NO. 591 647 10 2 PAGE 2 OF 15 PAGES

NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1
UBS Capital LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) / /
(b) / /

3 SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
AF, WC

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

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES 1,544,019 shares of Common Stock, including
BENEFICIALLY 1,088,654 shares of Common Stock subject to
OWNED BY the Warrants described herein
EACH

REPORTING 8 SHARED VOTING POWER
PERSON -0-
WITH

9 SOLE DISPOSITIVE POWER
1,544,019 shares of Common Stock, including
1,088,654 shares of Common Stock subject to
the Warrants described herein

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
1,544,019 shares of Common Stock, including
1,088,654 shares of Common Stock subject to
the Warrants described herein

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN
ROW (11)
Approximately 6.04% (based on 24,478,295 shares
outstanding on November 15,
1996)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

3

ITEM 1. SECURITY AND ISSUER

This Statement relates to the common stock, \$.01 par value (the "Common Stock") of Metrocall, Inc. (the "Issuer"). The shares of Common Stock reported in this statement include 1,088,654 shares of Common Stock purchasable pursuant to certain presently exercisable warrants, dated November 15, 1996 (the "Warrants"), issued to UBS Capital LLC, a limited liability company organized under the laws of the State of Delaware, by the Issuer. The principal executive offices of the Issuer are located at 6677 Richmond Highway, Alexandria, Virginia 22306.

ITEM 2. IDENTITY AND BACKGROUND

(a) This Statement constitutes the filing on Schedule 13D by UBS Capital LLC, a Delaware limited liability company ("UBS"). A list of the directors and executive officers of UBS appears on Appendix 1.

UBS Securities LLC, a Delaware limited liability company ("UBS Securities") owns 99% of the membership interests of UBS. Union Bank of Switzerland, a company organized under the laws of Switzerland ("Union Bank of Switzerland") owns 95% of the membership interests of UBS Securities. Union Bank of Switzerland is principally engaged in the general banking business and UBS Securities is principally engaged in the securities and investment banking businesses. A list of the managers and executive officers of UBS Securities and the directors and executive officers of Union Bank of Switzerland appears on Appendix 1.

(b) The address of the principal business office of UBS is as follows:

Reporting Person	Address
UBS Capital LLC	299 Park Avenue New York, New York 10171

The address of each of the managers and executive officers of UBS is c/o UBS Capital LLC, 299 Park Avenue, New York, New York 10171. The address of each of the managers and executive officers of UBS Securities is c/o UBS Securities LLC, 299 Park Avenue, New York, New York 10171. The address of each of the directors and executive officers of Union Bank of Switzerland is c/o Union Bank of Switzerland, Bahnhofstrasse 45, 8021 Zurich, Switzerland.

(c) The present principal occupation or employment of each of the managers and executive officers of each of UBS and UBS Securities and each of the directors and executive officers of Union Bank of Switzerland are set forth on Appendix 1.

(d) During the past five years, neither UBS, UBS Securities nor Union Bank of Switzerland nor, to the knowledge of UBS, any of the executive officers or managers of UBS or UBS Securities or any of the executive officers or directors of Union Bank of Switzerland, has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

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(e) During the past five years, neither UBS, UBS Securities nor Union Bank of Switzerland nor, to the knowledge of UBS, any of the executive officers or managers of UBS or UBS Securities or the executive officers or directors of Union Bank of Switzerland has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal and state securities laws or finding any violation with respect to such laws.

(f) Each of UBS and UBS Securities is a Delaware limited liability company. To the knowledge of UBS, each executive officer and manager of each of UBS and UBS Securities is a citizen of the United States, except for Pierre de Weck, a member of the Board of Managers of UBS Securities, who is a citizen of Switzerland. Union Bank of Switzerland is a bank organized under the laws of Switzerland. To the knowledge of UBS, none of the executive officers and directors of Union Bank of Switzerland are citizens of the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

UBS purchased an aggregate of 455,365 shares of Common Stock for total consideration (including brokerage commissions) of \$2,167,537. UBS utilized funds for such purpose from its working capital.

Pursuant to a unit purchase agreement dated as of November 15, 1996, among the Issuer, UBS and certain other investors, UBS purchased Warrants to purchase 1,088,654 shares of Common Stock as part of units containing one share of Series A Convertible Preferred Stock (a "Preferred Share") and one Warrant to purchase 18.266 shares of Common Stock at an exercise price per share of \$7.40 ("Units"), for total consideration of \$14,900,000, of which a de minimis amount was allocated to the purchase of the Warrants. UBS obtained funds for such purpose from an affiliated entity.

If the Warrants are exercised, UBS intends to obtain the funds to pay for the shares of Common Stock to be purchased thereunder from various sources, including, without limitation, from working capital and/or from affiliated entities.

ITEM 4. PURPOSE OF TRANSACTION

UBS purchased the shares of Common Stock and the Warrants for investment purposes.

(a) UBS may, for investment purposes, acquire additional

shares of Common Stock (subject to availability at prices deemed favorable) in the open market, in private transactions or otherwise. UBS has no current plans to dispose of its shares of Common Stock in the near future, but possesses registration rights with respect to the shares of Common Stock purchasable upon exercise of the Warrants. See Exhibit 4.

(b) Not applicable.

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(c) Not applicable.

(d) UBS has the right to appoint one of eleven members of the Issuer's Board of Directors.

(e) Not applicable.

(f) Not applicable.

(g) The Preferred Shares become convertible into Common Stock upon the occurrence of certain change of control events. In addition, certain change of control events require an affirmative vote or written consent of the holders of a majority of the then outstanding Preferred Shares. See Exhibit 2.

(h) Not applicable.

(i) Not applicable.

(j) Not applicable.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) UBS is the beneficial owner of 1,544,019 shares of Common Stock, including 1,088,654 shares of Common Stock subject to the Warrants described herein, or approximately 6.04% of the issued and outstanding shares of common stock of the Issuer as of November 15, 1996. The Warrants are exercisable at any time through and including November 15, 2001.

The Preferred Shares held by UBS are convertible into shares of Common Stock commencing on November 15, 2001 or upon the occurrence of certain change of control events. See Exhibit 3. Accordingly, UBS is not currently the beneficial owner of shares of Common Stock which it may receive upon conversion of Preferred Shares.

UBS Securities and Union Bank of Switzerland, through their direct and indirect ownership interests in UBS, may be deemed to be the indirect beneficial owners of such 1,544,019 shares of Common Stock. Union Bank of Switzerland may also be deemed to be the beneficial owner of 250 shares of Common Stock held by Banco de Lugano, a wholly-owned Swiss subsidiary of Union Bank of Switzerland, for the account of a client.

(b) UBS has the sole power to vote the 455,365 shares of Common Stock, and upon exercise of the Warrants, will have the sole power to vote the 1,088,654 shares acquired thereby. Prior to exercise, the Warrants are not accorded any voting rights.

(c) During the past sixty (60) days, UBS has engaged in the following transactions in shares of Common Stock:

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<TABLE>
<CAPTION>

Date of Transaction	Amount of Shares of Common Stock Involved	Price Per Share
-----	-----	-----
<S>	<C>	<C>
11/15/96	1,088,654*	*
12/12/96	5,600	\$3.81
12/17/96	5,600	\$4.50

12/17/96	5,000	\$4.56
12/18/96	300	\$4.50
12/18/96	10,000	\$4.56
12/18/96	148,350	\$4.63
12/18/96	7,579	\$4.69
12/18/96	68,000	\$4.75
12/18/96	5,000	\$4.81
12/19/96	7,400	\$4.75
12/19/96	11,400	\$4.81
12/19/96	44,000	\$4.88
12/20/96	23,300	\$4.75
12/23/96	2,500	\$4.63
12/23/96	44,500	\$4.69
12/23/96	66,836	\$4.75

</TABLE>

Except as indicated, all transactions involved purchases of shares of Common Stock on the Nasdaq National Market. Such purchases of Common Stock were made by UBS Securities, as agent for UBS and do not include commissions paid by UBS.

Except as set forth above, neither UBS nor, to the best knowledge of UBS, any person identified in Item 2, beneficially owns any shares of Common Stock or has effected any transaction in shares of Common Stock during the preceding 60 days.

* Purchase of Warrants to purchase 1,088,654 shares of Common Stock as part of Units purchased from the Issuer in a private transaction. The purchase price for each Unit was \$250.00, of which a de minimis amount was allocated to the purchase of the Warrants.

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(d) To the best knowledge of UBS, no person other than UBS, UBS Securities or Union Bank of Switzerland has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock or the shares of Common Stock issuable upon exercise of the Warrants.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE COMMON STOCK OF THE ISSUER

To the best knowledge of UBS, except as set forth herein or in the Exhibits filed herewith, neither UBS, UBS Securities nor Union Bank of Switzerland nor any of the managers, directors or executive officers of UBS, UBS Securities or Union Bank of Switzerland has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees or profits, division of profits or loss or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

1. Unit Purchase Agreement dated as of November 15, 1996 among the Issuer, UBS and Certain Other Purchasers*
2. Certificate of Designation, Numbers, Powers, Preferences and Relative, Participating, Optional and Other Rights of Series A Convertible Preferred Stock of the Issuer*
3. Warrant Agreement dated as of November 15, 1996 between the Issuer and The First National Bank of Boston, Warrant Agent*
4. Registration Rights Agreement dated as of November 15, 1996 between the Issuer, UBS and the other Purchasers identified therein*

* Incorporated by reference to the Issuer's Current Report on Form 8-K pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, filed as of November 21, 1996.

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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 as of December 27, 1996

UBS CAPITAL LLC

By: /s/ Justin Maccarone

Name: Justin Maccarone
Title: Managing Director

By: /s/ George Duarte

Name: George Duarte
Title: Managing Director

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APPENDIX 1

UBS CAPITAL LLC

BOARD OF MANAGERS

Richard C. Capone
Charles J. Delaney
Robert C. Dinerstein
Justin S. Maccarone

OFFICERS

<TABLE>
<CAPTION>
<S>

Charles J. Delaney
Robert C. Dinerstein
Michael Greene
Justin S. Maccarone
David Daniels
George A. Duarte
Charles Santos-Buch
Marc Unger
Renata Jacobson
Jeffrey W. Wald
Ruth Webster
David Drabik
Sandra Costin
Barbara A. Blanck

<C>

President and Chief Executive Officer
Senior Managing Director and Secretary
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director
Chief Financial Officer
Vice President
Vice President
Assistant Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Secretary

</TABLE>

10

UBS SECURITIES LLC

BOARD OF MANAGERS

Richard C. Capone
 Pierre de Weck
 John P. Costas
 Marc K. Suvall

EXECUTIVE OFFICERS

<TABLE>
 <CAPTION>
 <S>

<S>	<C>
Capone, Richard C.	President
Bozian, Alan G.	Senior Managing Director
Costas, John P.	Senior Managing Director
Goldstein, A. Ramy	Senior Managing Director
Rodman, Andrew O.	Senior Managing Director
Rosasco, Mark	Senior Managing Director
Snow, Michael	Senior Managing Director
Suvall, Marc K.	Senior Managing Director
Ajello, James A.	Managing Director
Ali, Mir Syed	Managing Director
Allen, Michael J.	Managing Director
Allen, Thomas	Managing Director
Anikewich, Stephen	Managing Director
Apfel, Ronny I.	Managing Director
Barrett, Richard James	Managing Director
Benjamin, Jeffrey D.	Managing Director
Bhattacharya, Mihir	Managing Director
Blackhurst, W. Robin	Managing Director
Botts, Theodore	Managing Director
Brennan, Martin A.	Managing Director
Brown, John	Managing Director
Burns, Gordon M.	Managing Director
Burstein, Alan N.	Managing Director
Cardew, Piers A.	Managing Director
Clark, John W.	Managing Director
Cooke, John	Managing Director
Copeland, James R.	Managing Director and Secretary
Croonenberghs, Olivier	Managing Director
Cucchissi, Paul G.	Managing Director
Cutillo, Thomas J.	Managing Director
Daum, Robert C.	Managing Director
Delaney, Charles J.	Managing Director
DeVerna, Robert J.	Managing Director
Donatelli, Mike M.	Managing Director

</TABLE>

11

<TABLE>
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 <S>

<S>	<C>
Duarte, George	Managing Director
Dudack, Gail	Managing Director
Ellman, Mark	Managing Director
Fennebresque, Kim S.	Managing Director
Feuille, James	Managing Director
Finnell, Michael H.	Managing Director
Francis, Mark C.	Managing Director
Frey, Johannes	Managing Director
Frieman, Adam	Managing Director
Frumberg, Charles	Managing Director
Gamarci, Jorge L.	Managing Director
Ginsberg, Alan	Managing Director

Gonye, Lori	Managing Director
Grace, Howard Eden	Managing Director
Gray, Donald M.	Managing Director
Grayson, Matthew	Managing Director
Greene, Michael	Managing Director
Hall, Carey	Managing Director
Handjinicolaou, George	Managing Director
Hanley, Thomas H.	Managing Director
Harnik, Peter L.	Managing Director
Hatch, Edward T.	Managing Director
Hradsky, Gregory T.	Managing Director
Hutchins, Michael T.	Managing Director
Jones, Steven M	Managing Director
Kaestli, Urs	Managing Director
Kantowitz, Robert	Managing Director
Kaplan, Joel	Managing Director
Karl, Kenneth J.	Managing Director
Kaye, Joan B.	Managing Director
Kenney, David A.	Managing Director
Kilberg, Gary	Managing Director
Klimley, Brooks J.	Managing Director
Lefever, David M.	Managing Director
Lewis, Meriwether F.	Managing Director
Long, Martin	Managing Director
MacCallum, David H.	Managing Director
Maccarone, Justin	Managing Director
Mahaffy, Michael T.	Managing Director
McCulley, Paul	Managing Director
McLendon, Charles	Managing Director
Meltzer, Linda B.	Managing Director
Nau, Robert Andrew	Managing Director
Navarro, Samuel E.	Managing Director
Neely, K. Dean	Managing Director

</TABLE>

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<TABLE>
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<S>

O'Reilly, Kevin	Managing Director
O'Rourke, John M	Managing Director
Okun, Robert B.	Managing Director
Ostro, Marc J.	Managing Director
Pedhazur, Hadar	Managing Director
Pittarelli, Ernest A.	Managing Director
Price, John	Managing Director
Quinn, Norman P.	Managing Director
Renfield-Miller, Douglas	Managing Director
Rye, Manit	Managing Director
Schafrann, Richard	Managing Director
Schwartz, Simeon	Managing Director
Selig, Stefan	Managing Director
Skwarek, Lucia	Managing Director
Smith, Gerard L.	Managing Director
Spooner, Roger	Managing Director
Stachnik, James J.	Managing Director
Steiner, Barbara T.	Managing Director
Steuerer, Michael G.	Managing Director
Sunderland, Donald N.	Managing Director
Testwuide IV, Konrad	Managing Director
Thalheim, Neil	Managing Director
Thaw, Mitchell A.	Managing Director
Wargnier, Paul G.	Managing Director
Wells Jr., Edwin	Managing Director
White, Brenda	Managing Director
Whitworth, David T.	Managing Director
Widas, Bruce J.	Managing Director
Williams, W. Daniel	Managing Director
Willis, Steven	Managing Director
Wilson, Timothy	Managing Director

<C>

Wilton, Pamela
Wolf, Robert
Wolfe, Stephen W.
Woolfrey Sr., William James
Zimmer, Janet

Managing Director
Managing Director
Managing Director
Managing Director
Managing Director and Assistant Secretary

</TABLE>

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UNION BANK OF SWITZERLAND
BOARD OF DIRECTORS

<TABLE> <CAPTION> <S>	<C>
Robert Studer*	Schonenberg, Chairman
Hans Heckmann*	Schlieren, Vice Chairman
Markus Kundig*	Zug, Vice Chairman, Publisher
Marc C. Cappis	Herisau, Managing Director of Huber + Suhner Ltd., Herisau AR/Pfaffikon ZH
Fritz Fahrni	Islikon, President of the Corporate Executive Management of Sulzer Ltd., Winterthur
Kurt E. Feller	Wollerau, Managing Director and Chief Executive Officer of Rieter Holding Ltd., Winterthur
Charles R. Firmenich	Genthod, Vice Chairman of the Board of Firmenich (International) SA, Geneva
Hannes Goetz*	Ruschlikon, Chairman of the Board of Swissair, Zurich Airport
Hans K. Jucker	Kusnacht, Chairman of the Board of Alusuisse-Lonza Holding Ltd., Zurich
Reto Mengiardi	Chur, Attorney and Notary Public
Rolf A. Meyer*	Basle, Chief Financial Officer and Member of the Executive Committee of Ciba-Geigy Ltd., Basle
Anne-Lise Monnier-Blaile	Gland, Pharmacist and Chairwoman of the Board of Ofac, Geneva
Andreas Reinhart*	Winterthur, Chairman of the Board of Volkart Brothers Holding Ltd., Winterthur
Maria Reinshagen	Zurich, Vice President of Christie's (International) SA Switzerland
Rene K. Ruepp	Pfaffhausen, Chairman of the Board and Chief Executive Officer of Forbo Holding SA, Eglisau
Alfred N. Schindler*	Hergiswil, Vice Chairman and Chief Executive Officer of Schindler Holding AG, Hergiswil
Johann-Niklaus Schneider- Ammann	Langenthal, Chairman of the Board and Managing Director of the Ammann Group, Langenthal
Manfred Zobl	Ruschlikon, Chairman of the Corporate Executive Board of Swiss Life/Rentenanstalt, Zurich
Franz Lusser	Zug, Secretary of Union Bank of Switzerland

</TABLE>

*Member of the Board of Directors Committee

14

UNION BANK OF SWITZERLAND
GROUP EXECUTIVE BOARD

<TABLE>
<CAPTION>
<S>

	<C>
Mathis Cabiallavetta	President of the Group Executive Board
Werner Bonadurer	Executive Vice President
Arthur Decurtins	Executive Vice President
Ulrich Grete	Executive Vice President
Felix Fischer	Executive Vice President
Stephan Haeringer	Executive Vice President
Karl Janjori	Executive Vice President
Pierre de Weck	Executive Vice President

</TABLE>

15

Index to Exhibits

<TABLE>
<CAPTION>
EXHIBIT

PAGE NO. IN
SEQUENTIAL
NUMBERING SYSTEM

<S>	<C>	<C>
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