

Edgar Filing: CELLSTAR CORP - Form RW

CELLSTAR CORP  
Form RW  
March 26, 2002

CELLSTAR CORPORATION  
1730 Briercroft Court  
Carrollton, Texas 75006  
(972) 466-5000

March 20, 2002

BY EDGAR TRANSMISSION

Securities and Exchange Commission  
450 Fifth Street, N.W.

Washington, D.C. 20549

Re: CellStar Corporation  
Form S-3 Registration Statement  
Registration No. 333-41753

Ladies and Gentlemen:

Pursuant to Rule 477 of Regulation C of the Securities Act of 1933, CellStar Corporation hereby applies for an order granting (1) the withdrawal of the above-referenced Registration Statement, together with all exhibits, amendments and supplements thereto and (2) the deregistration of any notes and shares of common stock included in the Registration Statement that have not been sold to date under the terms described therein. CellStar requests that the Securities and Exchange Commission approve the order as of the date hereof or at the earliest practical date thereafter. CellStar originally filed the Registration Statement with the Commission on December 9, 1997.

CellStar filed the Registration Statement to allow certain of its securityholders the opportunity to sell their notes and shares of common stock in public transactions rather than pursuant to an exemption from the registration and prospectus delivery requirements of the Securities Act. CellStar distributed the securities that were the subject of the Registration Statement to an individual in connection with the acquisition of CellStar Pacific PTE LTD and to purchasers in a private placement. Both the acquisition and the private placement took place over two years ago. Therefore sales of the notes and shares of common stock registered in the Registration Statement no longer need to be registered because they are freely tradeable under Rule 144(k) of the Securities Act. By withdrawing the Registration Statement at this time, CellStar seeks to save the expense associated with maintaining the effectiveness of the Registration Statement.

If you have any questions regarding this request, please call me at (972) 466-5021.

Very truly yours,

/s/ Elaine Flud Rodriguez

By: Elaine Flud Rodriguez  
Vice President, General Counsel  
and Secretary

cc: Richard D. Rafferty, Esq.