

METRO ONE TELECOMMUNICATIONS INC  
Form SC 13D/A  
November 19, 2003

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Metro One Telecommunications

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class Securities)

59163f105

-----  
(CUSIP Number)

Mark R. Diamond  
Cannell Capital, LLC, 150 California Street, 5th Floor, San Francisco, CA  
94111 (415) 835-8300

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

November 4, 2003

-----  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-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. See ss.240.13d-7 for other parties to whom copies are to be sent.

\*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 disclosure 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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

valid OMB control number.

CUSIP No. 59163f105

1. Name of Reporting Persons.

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

Cannell Capital, LLC
94-3366999

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [X].....

(b) .....

3. SEC Use Only.....

4. Source of Funds (See Instructions) OO.....

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e).....

6. Citizenship or Place of Organization California.....

Number of 7. Sole Voting Power 0.....

Shares Beneficially Owned by Each Reporting Person With:

8. Shared Voting Power 2,447,587.....

9. Sole Dispositive Power 0.....

10. Shared Dispositive Power 2,447,587.....

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,447,587

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 9.9%

14. Type of Reporting Person (See Instructions)

IA. [Dotted lines for sub-section IA]

CUSIP No. 59163f105

1. Name of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

J. Carlo Cannell

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [X] (b) [ ]

3. SEC Use Only.

4. Source of Funds (See Instructions) OO.

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e).

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

6. Citizenship or Place of Organization USA.....

Number of 7. Sole Voting Power 0 .....

Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

8. Shared Voting Power 2,447,587.....

9. Sole Dispositive Power 0.....

10. Shared Dispositive Power 2,447,587.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,447,587

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13.....Percent of Class Represented by Amount in Row (11) 9.9%

14.....Type of Reporting Person (See Instructions)

IN/HC.....

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

CUSIP No. 59163f105

1. Name of Reporting Persons.

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

The Cuttyhunk Fund Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [X].....

(b) .....

3. SEC Use Only.....

4. Source of Funds (See Instructions) WC.....

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e).....

6. Citizenship or Place of Organization Bermuda.....

Number of 7. Sole Voting Power 0 .....

Shares Beneficially Owned by Each Reporting Person With:

8. Shared Voting Power 591,100.....

9. Sole Dispositive Power 0 .....

10. Shared Dispositive Power 591,100.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 591,100

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. ....Percent of Class Represented by Amount in Row (11) 2.4%

14. ....Type of Reporting Person (See Instructions)

CO. ....

.....

.....

.....

.....

.....

.....

CUSIP No. 59163f105

1. Name of Reporting Persons.

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

The Anegada Fund Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [X] .....

(b) .....

3. SEC Use Only.....

4. Source of Funds (See Instructions) WC.....

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items  
2(d) or 2(e).....

6. Citizenship or Place of Organization Cayman Islands.....

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

Number of 7. Sole Voting Power 0 .....

Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

8. Shared Voting Power 609,282.....

9. Sole Dispositive Power 0 .....

10. Shared Dispositive Power 609,282.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 609,282

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13.....Percent of Class Represented by Amount in Row (11) 2.5%

14.....Type of Reporting Person (See Instructions)

CO.....

CUSIP No. 59163f105

1. Name of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

GS Cannell, LLC  
98-0232642

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [X].....

(b) .....

3. SEC Use Only.....

4. Source of Funds (See Instructions) WC.....

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items  
2(d) or 2(e).....

6. Citizenship or Place of Organization Delaware.....

Number of 7. Sole Voting Power 0.....

Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

8. Shared Voting Power 218,600.....

9. Sole Dispositive Power 0 .....

10. Shared Dispositive Power 218,600.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 218,600

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13.....Percent of Class Represented by Amount in Row (11) 0.9%



Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

14.....Type of Reporting Person (See Instructions)

00.....

.....

.....

.....

.....

.....

.....

CUSIP No. 59163f105

1. Name of Reporting Persons.

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

Tonga Partners, L.P.

94-3164039

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [X].....

(b) .....

3. SEC Use Only.....

4. Source of Funds (See Instructions) WC.....

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e).....

6. Citizenship or Place of Organization Delaware.....

Number of 7. Sole Voting Power 0 .....

Shares Beneficially

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

Owned by  
Each  
Reporting  
Person  
With:

8.	Shared Voting Power	907,305
9.	Sole Dispositive Power	0
10.	Shared Dispositive Power	907,305

11. Aggregate Amount Beneficially Owned by Each Reporting Person 907,305

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11) 3.7%

14. Type of Reporting Person (See Instructions)

PN.  
.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....

CUSIP No. 59163f105

1. Name of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Pleiades Investment Partners, LP  
23-2688812

2. Check the Appropriate Box if a Member of a Group (See Instructions)

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

(a) [X].....

(b) .....

3. SEC Use Only.....

4. Source of Funds (See Instructions) WC.....

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e).....

6. Citizenship or Place of Organization Delaware.....

Number of 7. Sole Voting Power 0 .....

Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

8. Shared Voting Power 121,300.....

9. Sole Dispositive Power 0.....

10. Shared Dispositive Power 121,300.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 121,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13.....Percent of Class Represented by Amount in Row (11) 0.5%

14.....Type of Reporting Person (See Instructions)

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

PN.....  
-----  
.....  
-----  
.....  
-----  
.....  
-----  
.....  
-----  
.....  
-----  
.....  
-----  
.....  
-----  
.....  
-----

Item 1 Security and Issuer

This statement relates to Common Stock ("Common Stock"), issued by Metro One Communications, an Oregon Corporation. The address of the principal executive offices of Metro One Communications is 11200 Murray Scholls Place, Beaverton OR 97007

Item 2 Identity and Background

Name: Cannell Capital, LLC ("Adviser")  
Place of Organization: California  
Principal Business: Investment Adviser  
Address: 150 California Street, 5th Floor, San Francisco, CA 94111  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: The Cuttyhunk Fund Limited ("Cuttyhunk")  
Place of Organization: Bermuda  
Principal Business: Investment  
Address: 73 Front Street, Hamilton, Bermuda HM 12  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: The Anegada Fund Limited ("Anegada")  
Place of Organization: Cayman Islands  
Principal Business: Investment  
Address: c/o Bank of Butterfield International (Cayman) Ltd., 68 Fort Street, PO Box 705, George Town, Grand Cayman, Cayman Islands  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: Tonga Partners, L.P. ("Tonga")  
Place of Organization: Delaware  
Principal Business: Investment  
Address: 150 California Street, 5th Floor, San Francisco, CA 94111  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: GS Cannell, LLC ("GSC")  
Place of Organization: Delaware  
Principal Business: Investment  
Address: 701 Mount Lucas Road, CN 850, Princeton, NJ 08542  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: Pleiades Investment Partners, LP ("Pleiades")

## Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

Place of Organization: Delaware  
Principal Business: Investment  
Address: 6022 West Chester Pike, Newtown Square, PA 19073  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: J. Carlo Cannell  
Address: 150 California Street, 5th Floor, San Francisco, CA 94111  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None  
Citizenship: United States

J Carlo Cannell is the controlling and managing member of Adviser. Adviser serves as investment adviser to Cuttyhunk, Anegada, GSC, and Pleiades. Adviser is general partner and investment adviser to Tonga.

### Item 3 Source and amount of Funds or other Consideration

The aggregate amount of funds used by Cuttyhunk to purchase 591,100 shares of Common Stock owned by it was approximately \$2,619,579. Such amount was derived from working capital.

The aggregate amount of funds used by Anegada to purchase 609,282 shares of Common Stock owned by it was approximately \$3,062,674. Such amount was derived from working capital.

The aggregate amount of funds used by GSC to purchase 218,600 shares of Common Stock owned by it was approximately \$979,074. Such amount was derived from working capital.

The aggregate amount of funds used by Tonga to purchase 907,305 shares of Common Stock owned by it was approximately \$4,136,291. Such amount was derived from working capital.

The aggregate amount of funds used by Pleiades to purchase 121,300 shares of Common Stock owned by it was approximately \$538,072. Such amount was derived from working capital.

### Item 4 Purpose of Transaction

The Common Stock was bought in the ordinary course of the Adviser's management of the accounts of its investment advisory clients. As of November 4, 2003 the Reporting Persons commenced the formulation of plans to seek maximization of the value of the Common Stock. Such plans may include, but may not necessarily be limited to, pursuit of strategic initiatives to enhance shareholder value.

Subject to availability at prices deemed favorable and in accordance with applicable laws and regulations, the Reporting Persons may acquire shares of Common Stock of the Company from time to time in the open market, in privately negotiated transactions or otherwise. The Reporting Persons may dispose of shares of Common Stock of the Company from time to time in the open market, in privately negotiated transactions or otherwise.

Except as set forth above, the Reporting Persons has no present plans or intentions that relate to or that would result in any of the transactions described in clauses (a) through (j) of item 4 of Schedule 13D.

### Item 5 Interest in Securities of the Issuer

## Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

(a) As of November 4, 2003, the Reporting Persons directly or indirectly beneficially owned 2,447,587 shares, or 9.9%, of Common Stock of Metro One Communications (the approximate number of the shares of Common Stock owned is based on 24,697,948 shares of common stock outstanding by Metro One Communications, on Aug. 7, 2003).

(1) Cuttyhunk owns 591,100 shares (2.4%) (2) Anegada owns 609,282 shares (2.5%) (3) GS Cannell owns 218,600 shares (0.9%) (4) Tonga owns 907,305 shares (3.7%) (5) Pleiades owns 121,300 shares (0.5%)

(b) The responses of the Reporting Persons to Items 7 through 11 of the portions of the cover page of this Schedule D which relate to beneficial ownership of shares of the Common Stock are incorporated herein by reference.

(c) A list of transactions during the past 60 days.

Party	Date	Amount Bought (Sold)	Price per Share	Where & How Effected
ANEGADA	10/01/2003	(34,469)	3.548	Open Market
ANEGADA	10/02/2003	(3,048)	3.461	Open Market
ANEGADA	10/02/2003	(8,500)	3.461	Open Market
ANEGADA	10/03/2003	(13,700)	3.441	Open Market
ANEGADA	10/03/2003	(15,500)	3.446	Open Market
ANEGADA	10/06/2003	(29,418)	3.457	Open Market
ANEGADA	10/07/2003	(9,400)	3.489	Open Market
ANEGADA	10/07/2003	4,900	3.540	Open Market
ANEGADA	10/29/2003	9,500	2.590	Open Market
ANEGADA	10/30/2003	24,951	2.643	Open Market
ANEGADA	10/31/2003	13,173	2.625	Open Market
ANEGADA	11/03/2003	10,827	2.721	Open Market
ANEGADA	11/04/2003	28,249	2.739	Open Market
CUTTYHUNK	10/01/2003	(12,600)	3.548	Open Market
CUTTYHUNK	10/01/2003	(7,000)	3.548	Open Market
CUTTYHUNK	10/01/2003	(11,600)	3.548	Open Market
CUTTYHUNK	10/02/2003	(10,400)	3.461	Open Market
CUTTYHUNK	10/03/2003	(12,500)	3.441	Open Market
CUTTYHUNK	10/03/2003	(14,000)	3.446	Open Market
CUTTYHUNK	10/06/2003	(26,700)	3.457	Open Market
CUTTYHUNK	10/07/2003	(8,600)	3.489	Open Market
CUTTYHUNK	10/07/2003	4,900	3.540	Open Market
CUTTYHUNK	10/29/2003	12,800	2.590	Open Market
CUTTYHUNK	10/30/2003	33,500	2.643	Open Market
CUTTYHUNK	10/31/2003	17,600	2.625	Open Market
CUTTYHUNK	11/03/2003	14,500	2.722	Open Market
CUTTYHUNK	11/04/2003	37,900	2.739	Open Market
GS CANNELL	10/01/2003	(11,400)	3.548	Open Market
GS CANNELL	10/02/2003	(3,800)	3.461	Open Market
GS CANNELL	10/03/2003	(4,500)	3.441	Open Market
GS CANNELL	10/03/2003	(5,100)	3.446	Open Market
GS CANNELL	10/06/2003	(9,700)	3.457	Open Market
GS CANNELL	10/07/2003	(3,100)	3.489	Open Market
GS CANNELL	10/07/2003	1,800	3.540	Open Market
GS CANNELL	10/29/2003	5,000	2.590	Open Market
GS CANNELL	10/30/2003	13,200	2.643	Open Market
GS CANNELL	10/31/2003	6,900	2.625	Open Market
GS CANNELL	11/03/2003	5,700	2.722	Open Market
GS CANNELL	11/04/2003	14,900	2.739	Open Market
PLEIADES	10/01/2003	(1,400)	3.548	Open Market

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

PLEIADES	10/01/2003	(5,100)	3.548	Open Market
PLEIADES	10/02/2003	(2,200)	3.461	Open Market
PLEIADES	10/03/2003	(2,600)	3.441	Open Market
PLEIADES	10/03/2003	(2,900)	3.446	Open Market
PLEIADES	10/06/2003	(5,500)	3.457	Open Market
PLEIADES	10/07/2003	(1,800)	3.489	Open Market
PLEIADES	10/07/2003	1,000	3.540	Open Market
PLEIADES	10/29/2003	2,600	2.590	Open Market
PLEIADES	10/30/2003	6,700	2.643	Open Market
PLEIADES	10/31/2003	3,500	2.625	Open Market
PLEIADES	11/03/2003	2,900	2.722	Open Market
PLEIADES	11/04/2003	7,700	2.739	Open Market
TONGA	10/01/2003	(400)	3.548	Open Market
TONGA	10/01/2003	(12,800)	3.548	Open Market
TONGA	10/01/2003	(15,000)	3.548	Open Market
TONGA	10/01/2003	(3,200)	3.548	Open Market
TONGA	10/01/2003	(9,100)	3.548	Open Market
TONGA	10/01/2003	(700)	3.548	Open Market
TONGA	10/01/2003	(8,300)	3.548	Open Market
TONGA	10/02/2003	(16,600)	3.461	Open Market
TONGA	10/03/2003	(19,800)	3.441	Open Market
TONGA	10/03/2003	(15,100)	3.446	Open Market
TONGA	10/03/2003	(7,295)	3.446	Open Market
TONGA	10/06/2003	(42,200)	3.457	Open Market
TONGA	10/07/2003	(13,500)	3.489	Open Market
TONGA	10/07/2003	7,500	3.540	Open Market
TONGA	10/29/2003	17,000	2.590	Open Market
TONGA	10/30/2003	44,700	2.643	Open Market
TONGA	10/31/2003	23,500	2.625	Open Market
TONGA	11/03/2003	19,400	2.722	Open Market
TONGA	11/04/2003	50,600	2.739	Open Market

(d) Not Applicable

(e) Not Applicable

Item 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

J. Carlo Cannell controls and manages the Adviser who makes voting and dispositive decisions for Cuttyhunk, Anegada, GS Cannell, Tonga, and Pleiades.

Item 7 Material to Be Filed as Exhibits

N/A

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: November 11, 2003

J. Carlo Cannell

/s/ J. Carlo Cannell

-----  
J. Carlo Cannell

Cannell Capital, LLC

/s/ J. Carlo Cannell

Edgar Filing: METRO ONE TELECOMMUNICATIONS INC - Form SC 13D/A

-----  
J. Carlo Cannell, Managing Member

The Anegada Fund, Limited

/s/ J. Carlo Cannell

-----  
J. Carlo Cannell, Managing Member  
Cannell Capital, LLC, Investment Adviser

The Cuttyhunk Fund Limited

/s/ J. Carlo Cannell

-----  
J. Carlo Cannell, Managing Member  
Cannell Capital, LLC, Investment Adviser

GS Cannell, LLC

/s/ J. Carlo Cannell

-----  
J. Carlo Cannell, Managing Member  
Cannell Capital, LLC, Investment Adviser

Tonga Partners, L.P.

/s/ J. Carlo Cannell

-----  
J. Carlo Cannell, Managing Member  
Cannell Capital, LLC, General Partner

Pleiades Investment Partners, LP

/s/ J. Carlo Cannell

-----  
J. Carlo Cannell, Managing Member  
Cannell Capital, LLC, Investment Adviser