

SK TELECOM CO LTD
Form 6-K
March 28, 2017

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

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE MONTH OF MARCH 2017
Commission File Number: 333-04906

SK Telecom Co., Ltd.

(Translation of registrant's name into English)

Euljiro 65(Euljiro2-ga), Jung-gu

Seoul 04539, Korea

(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Results of the Annual General Meeting of Shareholders
1. Approval of Financial Statements for the 33rd Fiscal Year : Approved as originally submittedThe 33rd Fiscal Year (Fiscal Year ended December 31, 2016)

(in millions of Won, except for basic earnings per share)

| | | | | |
|--------------|-------------------|-------------|--------------------------------|------------|
| Consolidated | Total Assets | 31,297,663 | Operating Revenue | 17,091,816 |
| | Total Liabilities | 15,181,233 | Operating Income | 1,535,744 |
| | Share Capital | 44,639 | Profit for the Year | 1,660,101 |
| Separate | Total Equity | 16,116,430 | Basic Earnings per Share (Won) | 23,497 |
| | Total Assets | 25,448,574, | Operating Revenue | 12,350,479 |
| | Total Liabilities | 11,191,620 | Operating Income | 1,782,172 |
| | Share Capital | 44,639 | Profit for the Year | 1,217,274 |
| | Total Equity | 14,256,954 | Basic Earnings per Share (Won) | 17,001 |

(1) Prepared in accordance with International Financial Reporting Standards as adopted in Korea

(2) Opinion of independent auditors: Unqualified

< Approval of Cash Dividends >

(in Won, except for percentages)

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| | | | | |
|----------------|------------------------------|-----------------|-------------------|-----------------|
| | | | Year-end Dividend | 9,000 |
| Cash Dividends | Dividend per Share | Common Stock | | |
| | | | Interim Dividends | 1,000 |
| | Total Cash Dividend | | | 708,091,600,000 |
| | Market Dividend Rate (%) | Common Stock | | 4.3 |
| | (including interim dividend) | Preferred Stock | | |

2. Amendment to the Articles of Incorporation : Approved as originally submitted

| Before the Amendment | Before the Amendment | Remarks |
|--|--|---|
| The Company will survive in the rapidly changing world and continue to improve and develop to endure long-term benefits for its shareholders. For this purpose, the Company will establish its management philosophy as follows and carry out its management activities based thereon. | The Company will survive in the rapidly changing world and continue to improve and develop to endure long-term benefits for its shareholders. For this purpose, the Company will establish its management philosophy as follows and carry out its management activities based thereon. | Amended with focus on the happiness of stakeholders while succeeding the existing management philosophy of SKMS(SK Management System) |

[Corporate View]

The Company will keep its stability and growth to continue to prosper and develop, through which the Company will create its value for its customers, members and shareholders, play a key role in the social and economic development and contribute to the happiness of human being.

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[Social Values]

The Company will continue to satisfy its customers, obtain trust from them and ultimately develop together with the customers. The Company will arrange environments to allow its members to voluntarily and enthusiastically engage in its activities and the members will contribute to the corporate development while they work for the Company. The Company will heighten its values to create values for its shareholders and for this purpose, the Company will secure transparency and effectiveness in its management practices. The Company will contribute to the society through social and cultural activities as well as to the economic development and will do

The Company will continue to satisfy its customers, obtain trust from them and ultimately develop together with the customers.

The Company will **ensure that its members develop with a sense of achievement in their work** and the members will contribute to the corporate development while they work for the Company.

The Company will **continue to increase its value so as to continuously create value** for its shareholders.

its best to manage the Company in compliance with the social norms and

The Company will **grow along with the community through the creation of social values in addition to facilitating economic prosperity.**

The Company will make an effort to find a balance between the happiness of stakeholders and consider this in both the present and the future to remain sustainable over the long-term **(amended on March 24, 2017).**

Article 10-3. Stock Option

(4) The number of officers and employees to be granted with Stock Option shall not exceed 50% of the total number of officers and employees. The Stock Option that can be granted to each person shall not exceed 1/5000 of total issued and outstanding shares (amended on March 17, 2000).

<Newly established>

Article 10-3. Stock Option

(4) The number of officers and employees to be granted with Stock Option shall not exceed 50% of the total number of officers and employees. The Stock Option that can be granted to each person shall not exceed 1/100 of total issued and outstanding shares **(amended on March 24, 2017).**

Addendum No. 26 (as of March 24, 2017)

Article 1. Date of Effectiveness
These Articles of Incorporation shall take effect as of March 24, 2017.

Intended to change the upper limit of Stock Option to be granted to an officer or employee

3. Approval of the Appointment of Directors : Approved as originally submitted

(1) Elected Executive Director(Park, Jung Ho)

| Name | Term | Profile | Remarks |
|---|---------|--|-----------------|
| Park, Jung Ho | 3 years | Education | New Appointment |
| | | B.A., Korea University(Business Administration) ('88) | |
| | | M.B.A., George Washington University | |
| | | Career | |
| | | CEO, SK Telecom Co., Ltd.('17 ~ Present) | |
| | | CEO(C&C), SK Holdings Co., Ltd. ('15~ '16) | |
| Head of Corporate Development Office, SK C&C Co., Ltd.('13~ '14) | | | |
| Head of Business Development Office, SK Telecom Co., Ltd ('12) | | | |

(2) Elected Non-Executive Director(Cho, Dae Sik)

| Name | Term | Profile | Remarks |
|---------------------|---------|-------------------------------------|----------|
| Cho, Dae Sik | 3 years | | Current |
| | | Education | Director |
| | | B.A. In Sociology, Korea University | |

M.B.A. Clark University

Career

Chairman, SK SUPEX Council(17~Present)

Director, SK Holdings Co., Ltd. (13 ~ Present)

CFO, Head of Finance Division and Risk Mgmt. & Corporate Auditing
Office, SK Holdings(12)

(3) Elected Independent Non-Executive Directors

| Name | Term | Profile | Remarks |
|-----------------------|---------|--|----------|
| Lee, Jae Hoon | 3 years | Education | Current |
| | | Bachelor in Economics, Seoul National University('78) | Director |
| | | MS in Applied Economics, University of Michigan at Ann Arbor('87) | |
| | | Ph.D. in Public Administration, Sungkyunkwan University('02) | |
| | | Career | |
| | | Assistant Minister, Ministry of Commerce, Industry and Energy('07) | |
| | | Vice Minister, Ministry of Commerce, Industry and Energy('07~ '08) | |
| | | Vice Minister, Ministry of Knowledge Economy ('08~ '09) | |
| | | President, Korea Polytechnic University('14~Present) | |
| Ahn, Jae Hyeon | 3 years | Education | Current |
| | | Bachelor of Science in Industrial Engineering, Seoul National University('78) | Director |

Master of Science in Industrial Engineering, Seoul National University(87)

Ph.D. in Decision Analysis, Stanford University(02)

Career

Senior Technical Staff Member, AT&T Bell Labs(93~ 98)

President, Korea Media Management Association(11)

Dean, College of Information and Media Management, KAIST(11~ 13)

Vice President, College of Business, KAIST(13~ 15)

Professor, Advanced Innovative Management Program, KAIST(15~Present)

Education

Bachelor in Electrical Engineering, Seoul National University(00)

Bachelor in Electrical Engineering, Stanford University(02)

Ph.D. in Electrical Engineering, Stanford University(07)

Career

Ahn, Jung Ho 3 years

New
Appointment

Senior Research Scientist, Exascale Computing Lab, HP Labs(07~ 09)

Visiting Scholar, Google Inc.(16)

Assistant Professor, Graduate School of Convergence Science and
Technology, Seoul National University (09 ~ 13)

Associate Professor, Graduate School of Convergence Science and
Technology, Seoul National University (13 ~ Present)

4. Approval of the Appointment of Members of the Audit Committee : Approved as originally submitted

(1) Elected Members of the Audit Committee

| Name | Term | Profile | Remarks |
|-----------------------|---------|---|----------|
| Lee, Jae Hoon | 3 years | Education | Current |
| | | Bachelor in Economics, Seoul National University('78) | Director |
| | | MS in Applied Economics, University of Michigan at Ann Arbor('87) | |
| | | Ph.D. in Public Administration, Sungkyunkwan University('02) | |
| | | Career | |
| | | Assistant Minister, Ministry of Commerce, Industry and Energy('07) | |
| | | Vice Minister, Ministry of Commerce, Industry and Energy('07~ '08) | |
| | | Vice Minister, Ministry of Knowledge Economy ('08~ '09) | |
| | | President, Korea Polytechnic University('14~Present) | |
| Ahn, Jae Hyeon | 3 years | Education | Current |
| | | | Director |

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Professor, Advanced Innovative Management Program, KAIST(15~Present)

5. Approval of Ceiling Amount of the Remuneration for Directors : Approved as originally submitted.
 The number of directors and total amount and maximum authorized amount of compensation of directors are as follows:

| | Fiscal year 2016 | Fiscal year 2017 |
|---|-------------------------|-------------------------|
| Number of directors (Number of independent non-executive directors) | 6 persons (4 persons) | 6 persons (4 persons) |
| Total amount and maximum authorized amount of compensation of directors | Won 12 billion | Won 12 billion |

6. Stock Option Grant : Approved as originally submitted

(1) Recipient : Park, Jung Ho (Chief Executive Officer)

(2) Share Type : Common Share (treasury shares)

(3) Grant Date : March 24, 2017

(4) Number of Shares : 66,504 shares

(5) Exercise Period and Exercise Price

| | | | |
|-----------------|---------------------------|----------------------|-------------------------------------|
| | 22,168 shares | 22,168 shares | 22,168 shares |
| Exercise Starts | March 25, 2019 | March 25, 2020 | March 25, 2021 |
| Period Ends | March 24, 2022 | March 24, 2023 | March 24, 2024 |
| Exercise Price | Won 246,750 ¹⁾ | Won 266,490 | Won 287,810 |
| | | (Won 246,750 x 1.08) | (Won 246,750 x (1.08) ²⁾ |

¹⁾ Arithmetic mean of volume weighted average closing prices from the following periods prior to the grant date: two months, one month, one week

(6) Other Noteworthy Matters

The recipient's right to exercise all or part of the stock options, as the case may be, shall automatically terminate if the recipient is not continuously employed by the Company for a period of two years from the date of the stock option grant or if the recipient is not employed by the Company at the commencement of a relevant exercise period.

Other terms of the stock option grant shall be governed by applicable laws and regulations, the Company's articles of incorporation and the stock option grant agreement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SK TELECOM Co., LTD.
(Registrant)

By: /s/ Lee, Sunghyung
(Signature)

Name: Lee, Sunghyung

Title: Senior Vice President

Date: March 28, 2017