

Edgar Filing: TELIASONERA AB - Form F-6 POS

TELIASONERA AB
Form F-6 POS
December 09, 2002

As filed with the Securities and Exchange Commission on December [9], 2002
Registration No. 333 - 100216
=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM F-6
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
FOR AMERICAN DEPOSITARY SHARES EVIDENCED
BY AMERICAN DEPOSITARY RECEIPTS

TeliaSonera AB
(formerly known as "Telia AB")
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

Sweden
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.
(Exact name of depositary as specified in its charter)

111 Wall Street
New York, New York 10043
(212) 657-5100
(Address, including zip code, and telephone number, including area code,
of depositary's principal executive offices)

Telia International Carrier, Inc.
10780 Parkridge Boulevard, Suite 300
Reston, Virginia 20191
(713) 546-4000
(Address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:
Petri Haussila, Esq.

Herman H. Raspe, Esq.

Edgar Filing: TELIASONERA AB - Form F-6 POS

White & Case LLP
Etelaranta 14
FIN-00130 Helsinki
Finland

Patterson, Belknap, Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036

It is proposed that this filing become effective under Rule 466:

immediately upon filing.
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box :

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offer Price** |
|---|-------------------------|--|--|
| American Depositary Shares, each representing five (5) ordinary shares, nominal value SEK 3.20 per share, of TeliaSonera AB | N/A | N/A | N/A |

* Each unit represents 100 American Depositary Shares.

** Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of receipts evidencing American Depositary Shares.

This Post-Effective Amendment No. 1 to Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

ii

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Location in Form of American Depositary Receipt ("Receipt")

Edgar Filing: TELIASONERA AB - Form F-6 POS

| Item Number and Caption | Filed Herewith as Prospectus |
|---|---|
| 1. Name of Depositary and address of its principal executive office | Face of Receipt - Introductory |
| 2. Title of Receipts and identity of deposited securities | Face of Receipt - Top Center. |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depositary Share | Face of Receipt - Upper right |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Paragraph and (17). |
| (iii) The collection and distribution of dividends | Reverse of Receipt - Paragraph |
| (iv) The transmission of notices, reports and proxy soliciting material | Face of Receipt - Paragraph (1) Reverse of Receipt - Paragraph |
| (v) The sale or exercise of rights | Reverse of Receipt - Paragraph and (16). |

I-1

| Item Number and Caption | Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus |
|--|---|
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs (6) and (7) Reverse of Receipt - Paragraph |
| (vii) Amendment, extension or termination of the deposit agreement | Reverse of Receipt - Paragraph provision for extensions). |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of Receipts | Face of Receipt - Paragraph (1) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt - Paragraphs (6), (7), (9) and (10). |
| (x) Limitation upon the liability of the Depositary | Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraph |
| (xi) Fees and charges which may be imposed directly or indirectly on holders of Receipts | Face of Receipt - Paragraph (1) |
| Item 2. AVAILABLE INFORMATION | Face of Receipt - Paragraph (1) |

The Company is subject to the periodic reporting requirements of the

Edgar Filing: TELIASONERA AB - Form F-6 POS

Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 450 Fifth Street, N.W. (Room 1024), Washington D.C. 20549, and at the principal executive office of the depositary.

I-2

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit (a) to this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 and is incorporated herein by reference.

I-3

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement, by and among TeliaSonera AB (formerly known as "Telia AB"), (the "Company"), Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder (the "Deposit Agreement"). -- Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. -- None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. -- None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. -- Filed as Exhibit (d) to the Registration Statement on Form F-6 (Reg. No. 333-100216), previously filed with the Commission on October 1, 2002.
- (e) Certificate under Rule 466. -- Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages to the Registration Statement on Form F-6 (Reg. No. 333-100216), previously filed with the Commission on October 1, 2002.

II-1

Item 4. UNDERTAKINGS

Edgar Filing: TELIASONERA AB - Form F-6 POS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of a Receipt thirty (30) days before any change in the fee schedule.

II-2

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the form of Deposit Agreement, by and among TeliaSonera AB, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 9th day of December, 2002.

Legal entity created by the form of Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares, each representing five (5) ordinary shares, nominal value SEK 3.20 per share, of TeliaSonera AB.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Susan A. Lucanto

Name: Susan A. Lucanto
Title: Vice President

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, TeliaSonera AB certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in the City

Edgar Filing: TELIASONERA AB - Form F-6 POS

of Stockholm, Sweden, on December 9, 2002.

TELIASONERA AB
(formerly known as "Telia AB")

By: /s/ Anders Igel

Name: Anders Igel
Title: President and Chief Executive
Officer

By: /s/ Kim Ignatius

Name: Kim Ignatius
Title: Chief Financial Officer

II-4

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Anders Igel and Jan Henrik Ahrnell to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Post-Effective Amendment No. 1 to Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on December 9, 2002.

Signature

Title

/s/ Anders Igel

President and Chief Executive Officer
(Principal Executive Officer)

Name: Anders Igel

/s/ Kim Ignatius

Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

Name: Kim Ignatius

Chairman of the Board of Directors

Name: Tapio Hintikka

Edgar Filing: TELIASONERA AB - Form F-6 POS

/s/ Lars-Eric Petersson Deputy Chairman of the Board of Directors

Name: Lars-Eric Petersson

/s/ Carl Bennet Member of the Board of Directors

Name: Carl Bennet

/s/ Ingvar Carlsson Member of the Board of Directors

Name: Ingvar Carlsson

Member of the Board of Directors

Name: Eva Liljebom

II-5

Signature

Title

/s/ Caroline Sundewall Member of the Board of Directors

Name: Caroline Sundewall

Member of the Board of Directors

Name: Roger Talermo

Member of the Board of Directors

Name: Tom von Weymarn

/s/ Berith Westman Member of the Board of Directors

Name: Berith Westman

/s/ Elof Isaksson Member of the Board of Directors

Name: Elof Isaksson

Member of the Board of Directors

Name: Yvonne Karlsson

II-6

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITES STATES

Edgar Filing: TELIASONERA AB - Form F-6 POS

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Telia AB, has signed this registration statement on December 9, 2002.

/s/ Brian McHugh Authorized Representative in the U.S.

Name: Brian McHugh

II-7

Index to Exhibits

| Exhibit ----- | Document ----- | Sequentially Numbered Page ----- |
|------------------|----------------------------|--|
| (a) | Form of Deposit Agreement | |
| (e) | Certificate under Rule 466 | |