

NATIONAL TELEPHONE CO OF VENEZUELA
Form SC TO-I/A
November 07, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE TO
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION
14(d) (1) OR 13(e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)
(Name of Subject Company (Issuer))

NATIONAL TELEPHONE COMPANY OF VENEZUELA (CANTV)
(Translation of Name of Issuer Into English)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)
(Name of Filing Person (Issuer and Offeror))

AMERICAN DEPOSITARY SHARES
(EACH REPRESENTING 7 SHARES OF CLASS D COMMON STOCK,
NOMINAL VALUE BS. 36.90182224915 PER SHARE)
(Title of Class of Securities)

204421101 (ADSs)
(CUSIP Number)

Armando Yanes, Chief Financial Officer
Compania Anonima Nacional Telefonos de Venezuela (CANTV)
Avenida Libertador
Centro Nacional de Telecomunicaciones
Nuevo Edificio Administrativo
Piso 1, Apartado Postal 1226
Caracas, Venezuela 1010
Telephone: (58) 212-500-6800

Copies to:
Robert W. Mullen, Jr., Esq. and Lawrence Lederman, Esq.
Milbank, Tweed, Hadley & McCloy LLP
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000
Facsimile: (212) 530-5219
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

CALCULATION OF FILING FEE

Transaction Valuation Amount of Filing Fee
\$595,309,740(1) \$119,062(2)

* Set forth the amount on which the filing fee is calculated and state how it
was determined.

(1)The transaction value is calculated by multiplying 19,843,658, the amount of

SIGNATURE

After due 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 7, 2001

/S/ GUSTAVO ROOSEN

Name: Gustavo Roosen

Title: President, Chairman and Chief
Executive Officer