

MOBILE TELESYSTEMS OJSC
Form F-6 POS
March 19, 2004

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As filed with the U.S. Securities and Exchange Commission on March 19, 2004

Registration No. 333-12008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT TO FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

MOBILE TELESYSTEMS OJSC

(Exact name of issuer of deposited securities as specified in its charter)

Not applicable

(Translation of issuer's name into English)

RUSSIAN FEDERATION

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK

(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004

Telephone (212) 623-0636

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

Puglisi & Associates

850 Library Avenue, Suite 204

Newark, Delaware 19711

(302) 738-6680

(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates LLP

570 Lexington Avenue, 44th Floor

New York, New York 10022

(212) 319-7600

It is proposed that this filing become effective under Rule 466

ý **immediately upon filing**

o on (Date) at (Time)

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

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount To be registered | Proposed maximum aggregate price per unit(1) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|---|--------------------------------|---|---|-----------------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing twenty ordinary shares of Mobile Telesystems OJSC | N/A | N/A | N/A | N/A |

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Amendment No. 1 to Deposit Agreement filed as Exhibit (a)(2) to this Post-Effective Amendment No. 1 to the Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|---|
| (1) Name and address of Depositary | Introductory paragraph |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraphs (6), (12) and (13) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7), (11), (12) and (14) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (4), (9), (12) and (13) |
| (v) Sale or exercise of rights | Paragraphs (4), (5), (7) and (11) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (7), (11), (12) and (14) |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs (17) and (18) |

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| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (viii) Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts | Paragraph (3) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (4), (5) and (6) |
| (x) Limitation upon the liability of the Depositary | Paragraphs (15), (18) and (20) |
| (3) Fees and Charges | Paragraph (7) |

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Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (b) Statement that Mobile Telesystems OJSC is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, and accordingly, files certain reports with the Commission and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (9) |

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**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 3. EXHIBITS

- (a)(1) **Deposit Agreement.** Form of Deposit Agreement dated as of July 6, 2000 among Mobile Telesystems OJSC (the "Company"), JPMorgan Chase Bank (fka Morgan Guaranty Trust Company of New York), as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as Exhibit (a) to Registration Statement on Form F-6 (333-12008) filed with the Securities and Exchange Commission, which is incorporated herein by reference.
- (a)(2) **Amendment to Deposit Agreement.** Form of Amendment No. 1 to Deposit Agreement, including the form of ADR, is filed herewith as Exhibit (a)(2).
- (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.** Not applicable.
- (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.** Not applicable.
- (d) **Opinion of counsel to the Depositary as to the legality of the securities being registered.** Previously filed as exhibit (d) to Registration Statement 333-12008 which is incorporated herein by reference.
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).
- (f) **Power of Attorney.** Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

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- (a) The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository 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 amounts of fees charged are not disclosed in the prospectus, the Depository 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 Depository undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 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 March 19, 2004.

Legal entity created by the form of Deposit Agreement
for the issuance of ADRs evidencing American
Depositary Shares

By: JPMORGAN CHASE BANK, as Depository

By: /s/ JOSEPH M. LEINHAUSER

Name: Joseph M. Leinhauser

Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Mobile Telesystems OJSC 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 Moscow, Russian Federation, on March 18, 2004.

MOBILE TELESYSTEMS OJSC

By: /s/ VASSILY V. SIDOROV

Name: Vassily V. Sidorov

Title: President

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Vassily V. Sidorov his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the 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 he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated as of March 18, 2004.

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| Signatures | Title |
|---|-----------------|
| <u>/s/ VLADIMIR LAGUTIN</u> Vladimir Lagutin | Chairman |
| <u>Michael Guenther</u> | Deputy Chairman |
| <u>/s/ VASSILY V. SIDOROV</u> Vassily V. Sidorov | President |
| <u>Alexei Buyanov</u> | Director |
| <u>Alexander Goncharuk</u> | Director |

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| | |
|---|--|
| <u>/s/ MIKHAIL SMIRNOV</u> Mikhail Smirnov | Director |
| <u>/s/ GERNOT TAUFMANN</u> Gernot Taufmann | Director |
| <u>/s/ PAUL KUSUBOV</u> Paul Kusubov | Director |
| <u>/s/ NIKOLAI TSEKHOMSKY</u> Nikolai Tsekhomsky | Chief Financial Officer |
| <u>/s/ DONALD J. PUGLISI</u> Donald J. Puglisi | Authorized Representative in the United States |

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INDEX TO EXHIBITS

| Exhibit Number | Sequentially Numbered Page |
|-------------------|--|
| (a) | Form of Amendment No. 1 to Deposit Agreement |
| (e) | Rule 466 Certification |

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PART I INFORMATION REQUIRED IN PROSPECTUS

CROSS REFERENCE SHEET

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

SIGNATURE

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