

SONERA CORP
Form SC 13G
December 19, 2002

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. _____)*

Turkcell Iletisim Hizmetleri AS

(Name of Issuer)

Ordinary Shares, nominal value TL 1,000 per share

(Title of Class of Securities)

900111105

(CUSIP Number)

July 13, 2000 (this constitutes a late filing)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
-
- Rule 13d-1(c)x
- Rule 13d-1(d)

* 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 disclosures 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).

TABLE OF CONTENTS

SCHEDULE 13G

SIGNATURES

EXHIBIT INDEX

JOINT FILING AGREEMENT

Table of Contents

CUSIP No. 900111105

1	NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Sonera Corporation	I.R.S. Identification No.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="radio"/> (b) <input type="radio"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Finland	
5	SOLE VOTING POWER	<input type="radio"/>
6	SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	66,473,911,565(1)	
7	SOLE DISPOSITIVE POWER	<input type="radio"/>
8	SHARED DISPOSITIVE POWER	
	66,473,911,565(1)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	66,473,911,565(1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="radio"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

13.30%(2)(3)

12 TYPE OF REPORTING PERSON

HC

- (1) In addition, Turkcell Holding A.S. (Turkcell Holding), of which Sonera Holding B.V. holds a 47.09% interest, holds 255,000,000,000 ordinary shares, nominal value TL 1,000 per share, of Turkcell Iletisim Hizmetleri A.S. (the Company) representing 51% of the Company s current share capital.
- (2) Based on 500,000,000,000 ordinary shares, nominal value TL 1,000 per share, of the Company outstanding on December 31, 2001 as disclosed by the Company in its annual report on Form 20-F for the fiscal year ended December 31, 2001.
- (3) Excludes the ordinary shares of the Company held by Turkcell Holding.

Table of Contents

CUSIP No. 900111105

1	NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Sonera Holding B.V.	I.R.S. Identification No.	
---	--	---------------------	---------------------------	--

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
			(a) <input type="radio"/>	
			(b) <input type="radio"/>	

3	SEC USE ONLY
---	--------------

4	CITIZENSHIP OR PLACE OF ORGANIZATION The Netherlands
---	---

	5	SOLE VOTING POWER 0	
--	---	----------------------------	--

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 66,473,911,565(1)	
---	---	--	--

	7	SOLE DISPOSITIVE POWER 0	
--	---	---------------------------------	--

	8	SHARED DISPOSITIVE POWER 66,473,911,565(1)	
--	---	---	--

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 66,473,911,565(1)
---	---

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>
----	---

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
----	---

13.30%(2)(3)

12 TYPE OF REPORTING PERSON

CO

- (1) In addition, Turkcell Holding A.S. (Turkcell Holding), of which Sonera Holding B.V. holds a 47.09% interest, holds 255,000,000,000 ordinary shares, nominal value TL 1,000 per share, of Turkcell Iletisim Hizmetleri A.S. (the Company) representing 51% of the Company s current share capital.
- (2) Based on 500,000,000,000 ordinary shares, nominal value TL 1,000 per share, of the Company outstanding on December 31, 2001 as disclosed by the Company in its annual report on Form 20-F for the fiscal year ended December 31, 2001.
- (3) Excludes the ordinary shares of the Company held by Turkcell Holding.

Table of Contents

SCHEDULE 13G
Turkcell Iletisim Hizmetleri AS

- Item 1(a) Name of Issuer:
TURKCELL ILETISIM HIZMETLERI AS
- Item 1(b) Address of Issuer's Principal Executive Offices:
TURKCELL PLAZA MESRUTIVET CADDESİ NO 153
TEPEBASI
ISTANBUL TURKEY W8 80050
- Item 2(a) Name of Persons Filing:
SONERA CORPORATION
SONERA HOLDING B.V.
- Item 2(b) Address of Principal Business Office or, if none, Residence:
SONERA CORPORATION TEOLLISUUSKATU 15, P.O. BOX 106,
FIN-00051, HELSINKI, FINLAND
SONERA HOLDING B.V. RIVIUM 1E STRAAT 9, 2909 LE CAPELLE AAN
DEN IJSSEL, THE NETHERLANDS
- Item 2(c) Citizenship:
SONERA CORPORATION FINLAND
SONERA HOLDING B.V. THE NETHERLANDS
- Item 3. If this Statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
NOT APPLICABLE
- Item 4. Ownership:
(a) Amount beneficially owned:
66,473,911,565 (1)
(b) Percent of class:
13.30% (2) (3)
(c) Number of shares as to which the person has:

Table of Contents

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 66,473,911,565 (1)

(iii) Sole power to dispose or to direct the disposition of : 0

(iv) Shared power to dispose or to direct the disposition of: 66,473,911,565 (1)

Item 5. Ownership of Five Percent or Less of a Class

NOT APPLICABLE

Item 6. Ownership of More than Five Percent on Behalf of Another Person

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group

NOT APPLICABLE

Item 9. Notice of Dissolution of the Group

NOT APPLICABLE

Item 10. Certifications

NOT APPLICABLE

- (1) In addition, Turkcell Holding A.S. (Turkcell Holding), of which Sonera Holding B.V. holds a 47.09% interest, holds 255,000,000,000 ordinary shares, nominal value TL 1,000 per share, of Turkcell Iletisim Hizmetleri A.S. (the Company) representing 51% of the Company 's current share capital.
- (2) Based on 500,000,000,000 ordinary shares, nominal value TL 1,000 per share, of the Company outstanding on December 31, 2001 as disclosed by the Company in its annual report on Form 20-F for the fiscal year ended December 31, 2001.
- (3) Excludes the ordinary shares of the Company held by Turkcell Holding.

Table of Contents

SIGNATURES

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.

Dated: December 19, 2002

SONERA CORPORATION

/s/ KIM IGNATIUS

By: _____

Name: Kim Ignatius
Title: CFO

By: /s/ MAIRE LAITINEN

Name: Maire Laitinen
Title: Group General Counsel

SONERA HOLDING B.V.

By: /s/ JAAP JOHAN VAN DER VLIES

Name: Jaap Johan van der Vlies
Title: Managing Director

-6-

Table of Contents

EXHIBIT INDEX

- A. Joint Filing Agreement between Sonera Corporation and Sonera Holding B.V.

-7-

Table of Contents

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendments thereto) with respect to the ordinary shares of Turkcell Iletisim Hizmetleri AS and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the date set forth below.

December 19, 2002.

SONERA CORPORATION

/s/ KIM IGNATIUS

By: _____

Name: Kim Ignatius
Title: CFO

By: /s/ MAIRE LAITINEN

Name: Maire Laitinen
Title: Group General Counsel

SONERA HOLDING B.V.

By: /s/ JAAP JOHAN VAN DER VLIES

Name: Jaap Johan van der Vlies
Title: Managing Director

-8-