

TURKCELL ILETISIM HIZMETLERI A S  
Form 6-K  
April 06, 2018

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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 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated April 6, 2018

Commission File Number: 001-15092

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TURKCELL ILETISIM HIZMETLERI A.S.  
(Translation of registrant's name in English)

Aydınevler Mahallesi İnönü Caddesi No:20  
Küçükyalı Ofispark  
34854 Maltepe  
Istanbul, Turkey

(Address of Principal Executive Offices)

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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):

Yes          No

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):

Yes          No

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes          No

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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Enclosure: A press release dated April 6, 2018, regarding the Overseas Debt Instrument Issuance - Pricing.

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Istanbul, April 6, 2018

Announcement Regarding the Overseas Debt Instrument Issuance - Pricing

Board Decision Date : 21.02.2018  
 Related Issue Limit Info  
 Currency Unit : USD  
 Limit : 750,000,000  
 Issue Limit Security Type : Debt Instrument  
 Sale Type : Overseas  
 Domestic / Overseas : Overseas

Capital Market Instrument To Be Issued Info

Type : Bond  
 Maturity Date : 11.04.2028  
 Maturity (Day) : 3650  
 Interest Rate Type : Fixed  
 Interest Rate – Annual Simple (%) : 5.80%  
 Sale Type : Overseas  
 Maturity Starting Date : 11.04.2018  
 Nominal Value of Capital Market Instrument Sold : 500,000,000  
 Issuance Price : 97.779  
 Coupon Number : 20  
 Currency Unit : USD

Redemption Plan of Capital Market Instrument Sold

| Coupon Number                          | Payment Date Was the Payment Made? |
|--|------------------------------------|
| 1                                      | 11.10.2018                         |
| 2                                      | 11.04.2019                         |
| 3                                      | 11.10.2019                         |
| 4                                      | 11.04.2020                         |
| 5                                      | 11.10.2020                         |
| 6                                      | 11.04.2021                         |
| 7                                      | 11.10.2021                         |
| 8                                      | 11.04.2022                         |
| 9                                      | 11.10.2022                         |
| 10                                     | 11.04.2023                         |
| 11                                     | 11.10.2023                         |
| 12                                     | 11.04.2024                         |
| 13                                     | 11.10.2024                         |
| 14                                     | 11.04.2025                         |
| 15                                     | 11.10.2025                         |
| 16                                     | 11.04.2026                         |
| 17                                     | 11.10.2026                         |
| 18                                     | 11.04.2027                         |
| 19                                     | 11.10.2027                         |
| 20                                     | 11.04.2028                         |
| Principal/Maturity Date Payment Amount | 11.04.2028                         |



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The book building process of the planned bond issuance by our Company has been completed. The bonds were placed in accordance with Rule 144A and Regulation S under the U.S. Securities Act of 1933 and are expected to be quoted on the Euronext Dublin (Irish Stock Exchange). The bonds to be issued are in an amount of USD 500 million with a 10 year maturity, at a re-offer price of 97.779% with a fixed coupon rate of 5.80% per annum.

The sale process is expected to be completed as of April 11, 2018 after a subscription agreement is signed and a tranche issuance certificate from the CMB is obtained.

This announcement appears for information purposes only and does not constitute an offer with respect to the securities described herein, in the United States of America or elsewhere. Such securities have not been registered with the U.S. Securities Exchange Commission and may not be offered or sold in the United States absent registration or an exemption from registration. Any public offering of securities in the United States will only be made by means of a duly registered prospectus.

For inquiries:

Turkcell Investor Relations

[investor.relations@turkcell.com.tr](mailto:investor.relations@turkcell.com.tr)

Tel: + 90 212 313 1888

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SIGNATURES

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

TURKCELL ILETISIM HIZMETLERI A.S.

Date: April 6, 2018 By: /s/ Zeynel Korhan Bilek  
Name: Zeynel Korhan Bilek  
Title: Investor Relations and Mergers & Acquisition Director

TURKCELL ILETISIM HIZMETLERI  
A.S.

Date: April 6, 2018 By: /s/ Bulent Aksu  
Name: Bulent Aksu  
Title: Finance Executive Vice President

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