

GOLDEN TELECOM INC
Form 8-K
October 27, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

October 24, 2005

Golden Telecom, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-27423

(Commission
File Number)

51-0391303

(I.R.S. Employer
Identification No.)

Rep. Office Golden TeleService, Inc., 1
Kozhevnicshy Proezd, Moscow, Russia,

(Address of principal executive offices)

115114

(Zip Code)

Registrant's telephone number, including area code:

(011-7-501) 797-9300

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01 Entry into a Material Definitive Agreement.

On October 24, 2005, Golden TeleServices, Inc. ("GTS"), a wholly owned subsidiary of Golden Telecom, Inc. ("GTI") and Alexander Vinogradov entered into an Amendment No. 1 to Mr. Vinogradov's employment agreement. Previously Mr. Vinogradov was Chief Executive Officer and President of both GTI and GTS. As of September 1, 2005, Jean-Pierre Vandromme commenced duties as Chief Executive Officer of the companies. Mr. Vinogradov has agreed to continue to serve as President of the companies and shall focus on government relations and regulatory aspects of the companies' business and regional expansion.

Under the terms of Mr. Vinogradov's amended employment agreement, Mr. Vinogradov will receive a base salary of \$450,000 per year, which amount will be reviewed by the Compensation Committee of the Board of Directors of GTI annually. Mr. Vinogradov will be eligible for an annual performance-based, incentive bonus, in the amount of up to \$115,000. GTS shall pay to Mr. Vinogradov a one time signing bonus in the amount of \$250,000 in consideration for his execution of the amendment. A copy of the Amendment No. 1 to Mr. Vinogradov's employment agreement is filed herewith as Exhibit 10.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

10.1 Amendment No. 1 to Alexander Vinogradov's Employment Agreement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Golden Telecom, Inc.

October 27, 2005

By: */s/ Derek Bloom*

Name: Derek Bloom

Title: Senior-Vice President, General Counsel and Corporate Secretary

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Exhibit Index

Exhibit No.	Description
10.1	Amendment No. 1 to Alexander Vinogradov's Employment Agreement.

-width: 1; border-bottom-width: 1">7. Title and Amount of Underlying Securities
(Instr. 3 and 4)8. Price of Derivative Security
(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)11. Nature of Indirect Beneficial Ownership
(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Class B Common Stock \$ 0 (1)11/16/2012
J(2) 585 03/05/2010(1)12/31/2029(1) Clas A Common Stock 585 \$ 0 2,357,656 I By Trust Class B Common Stock \$
0 (1)11/16/2012 J(2) 585 03/05/2010(1)12/31/2029(1) Class A Common Stock 585 \$ 0 45,128 I By Spouse

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT JAMES R PO BOX 7113 BILLINGS, MT 59103	X	X		

Signatures

/s/ TERRILL R. MOORE, Attorney-in-Fact for Reporting Person 11/19/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
On March 5, 2010, the Company recapitalized its existing common stock. The recapitalization included, among other things, a redesignation of existing common stock as Class B common stock and the creation of a new class of common stock designated as Class A
(1) common stock, which is listed on the NASDAQ stock market under the symbol "FIBK". The Class B common stock is convertible at any time into Class A common stock on a share for share basis at the discretion of the holder. The conversion feature of the Class B common stock does not expire.
On November 16, 2012, a charitable remainder unitrust of which reporting person is a beneficiary, distributed to each the reporting person and his spouse 585 shares of FIBK Class B common stock in satisfaction of the trust's obligation to pay \$8,787 to each the reporting person and his spouse. The reporting person disclaims beneficial ownership of the FIBK stock held by the trust except to the extent of he and his wife's pecuniary interest therein.
(2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.