

OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS
Form SC 13D/A
October 06, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 18)

OPEN JOINT STOCK COMPANY "VIMPEL-COMMUNICATIONS"

(Name of Issuer)

Common Stock, 0.005 rubles nominal value

(Title of Class of Securities)

68370R 10 9

(CUSIP Number)

Bjorn Hogstad, Esq.
Telenor ASA
Snaroyveien 30
N-1331 Fornebu, Norway
47-97-77-8806

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 6, 2004

(Date of Event which Requires Filing
of this Statement)

Copy to:

Peter S. O'Driscoll, Esq.
Coudert Brothers LLP
60 Cannon Street
London EC4N 6JP
England
44-207-248-3000

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e) or 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page will 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 disclosure

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provided in a prior cover page.

The information required on 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 (the "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).

SCHEDULE 13D

CUSIP No. 68370R 10 9

| | |
|---|--|
| ----- | |
| 1. | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Telenor East Invest AS 000-00-0000 |
| ----- | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (SEE INSTRUCTIONS) (b) <input type="checkbox"/> |
| ----- | |
| 3. | SEC USE ONLY |
| ----- | |
| 4. | SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A |
| ----- | |
| 5. | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> N/A |
| ----- | |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION Norway |
| ----- | |
| | 7. SOLE VOTING POWER 11,689,713 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8. SHARED VOTING POWER -0- |
| | 9. SOLE DISPOSITIVE POWER 11,689,713 |
| | 10. SHARED DISPOSITIVE POWER -0- |
| | ----- |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,689,713 |
| ----- | |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> |

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The aggregate amount reported as beneficially owned in row (11) does not include shares which the Reporting Person discloses in the report but as to which beneficial ownership is disclaimed pursuant to Rule 13d-4 [17 CFR 240.13d-4] under the Securities Exchange Act of 1934.

-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 28.98% of the outstanding Common Stock (25% plus 13 shares of the outstanding voting capital stock)
-
14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
- CO
-

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SCHEDULE 13D

CUSIP No. 68370R 10 9

-
1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Telenor Mobile Holding AS
000-00-0000
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(SEE INSTRUCTIONS) (b)
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS (SEE INSTRUCTIONS)
- N/A
-
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- N/A
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
- Norway
-
- | | | | |
|--------------|-------|------------------------|--|
| | 7. | SOLE VOTING POWER | |
| | | 11,689,713(1) | |
| NUMBER OF | ----- | | |
| SHARES | 8. | SHARED VOTING POWER | |
| BENEFICIALLY | | -0- | |
| OWNED BY | ----- | | |
| EACH | 9. | SOLE DISPOSITIVE POWER | |
| REPORTING | | 11,689,713(1) | |
| PERSON WITH | | | |

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10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,689,713 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES
(SEE INSTRUCTIONS)

The aggregate amount reported as beneficially owned in row (11)
does not include shares which the Reporting Person discloses in
the report but as to which beneficial ownership is disclaimed
pursuant to Rule 13d-4 [17 CFR 240.13d-4] under the Securities
Exchange Act of 1934.

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.98% of the outstanding Common Stock (25% plus 13 shares of the
outstanding voting capital stock)

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 The Reporting Person disclaims beneficial ownership of all shares.

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SCHEDULE 13D

CUSIP No. 68370R 10 9

1. NAME OF REPORTING PERSON
S.S. OR I.R.S IDENTIFICATION NO. OF ABOVE PERSON
Telenor ASA
000-00-0000

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(SEE INSTRUCTIONS) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

N/A

6. CITIZENSHIP OR PLACE OF ORGANIZATION

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| Norway | |
|---|--|
| | 7. SOLE VOTING POWER |
| | 11,689,713 (2) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8. SHARED VOTING POWER |
| | -0- |
| | 9. SOLE DISPOSITIVE POWER |
| | 11,689,713 (2) |
| | 10. SHARED DISPOSITIVE POWER |
| | -0- |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 11,689,713 (2) |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> |
| | The aggregate amount reported as beneficially owned in row (11) does not include shares which the Reporting Person discloses in the report but as to which beneficial ownership is disclaimed pursuant to Rule 13d-4 [17 CFR 240.13d-4] under the Securities Exchange Act of 1934. |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 28.98% of the outstanding Common Stock (25% plus 13 shares of the outstanding voting capital stock) |
| 14. | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) |
| | CO |

2 The Reporting Person disclaims beneficial ownership of all shares.

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SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER

The statement on Schedule 13D relating to the common stock, 0.005 rubles nominal value (the "Common Stock"), of Open Joint Stock Company "Vimpel-Communications," a Russian open joint stock company ("VimpelCom"), as previously jointly filed by Telenor East Invest AS, Telenor Mobile Holding AS and Telenor ASA (as amended by Amendment Nos. 1 through 17, the "Statement"), is hereby amended and supplemented with respect to the items set forth below.

Except as provided herein, this Amendment does not modify any of the information previously reported in the Statement.

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ITEM 2.

IDENTITY AND BACKGROUND

This amendment to the Statement on Schedule 13D is being jointly filed by Telenor East Invest AS, Telenor Mobile Holding AS and Telenor ASA (collectively, the "Reporting Persons").

TELENOR EAST INVEST AS

(a) Telenor East Invest AS, a corporation formed under the laws of Norway.

(b) Snaroyveien 30
N - 1331 Fornebu
Norway

(c) Telenor East Invest AS is engaged principally in the business of investing in the telecommunications industry outside of Norway.

(d) During the last five years, Telenor East Invest AS has not been convicted in a criminal proceeding.

(e) During the last five years, Telenor East Invest AS was not a party to a civil proceeding of a judicial or administrative body as a result of which Telenor East Invest AS was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR EAST INVEST AS

(a), (b), (c) and (f) The following information sets forth the name, citizenship, business address and present principal occupation of each of the directors and executive officers of Telenor East Invest AS. Except as otherwise indicated, the business address

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of each of such persons is Telenor East Invest AS, c/o Telenor ASA, Snaroyveien 30, N-1331 Fornebu, Norway.

DIRECTORS OF TELENOR EAST INVEST AS

| Name and Business Address ----- | Citizenship ----- | Present Principal Occupation ----- |
|--|----------------------|--|
| Fridtjof Rusten (Oslo, Norway) | Norway | Senior Business Manager of Telenor Chairman of the Board of Telenor AS |
| Henrik Eidemar Torgersen (Oslo, Norway) | Norway | Executive Vice President of Telenor |
| Gunn Margrethe Logith Ringoen (Oslo, Norway) | Norway | Senior Business Manager of Telenor |

EXECUTIVE OFFICERS OF TELENOR EAST INVEST AS

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| Name and Business Address ----- | Citizenship ----- | Present Principal Occupation ----- |
|--|----------------------|--|
| Inger Petrine Nilsen (Oslo, Norway) | Norway | Senior Business Manager of Telenor President of Telenor East Invest A |

(d) During the last five years, none of the above executive officers and directors of Telenor East Invest AS has been convicted in a criminal proceeding.

(e) During the last five years, none of the above executive officers and directors of Telenor East Invest AS was a party to a civil proceeding of a judicial or administrative body as a result of which Telenor East Invest AS was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

TELENOR MOBILE HOLDING AS

- (a) Telenor Mobile Holding AS, a corporation formed under the laws of Norway.
- (b) Snaroyveien 30
N - 1331 Fornebu
Norway

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(c) Telenor Mobile Holding AS is engaged principally in the development of and investment in the field of telecommunications through direct and indirect ownership of companies and entering into agreements relating to telecommunications.

(d) During the last five years, Telenor Mobile Holding AS has not been convicted in a criminal proceeding.

(e) During the last five years, Telenor Mobile Holding AS was not a party to a civil proceeding of a judicial or administrative body as a result of which Telenor Mobile Holding AS was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR MOBILE HOLDING AS

(a), (b), (c) and (f) The following information sets forth the name, citizenship, business address and present principal occupation of each of the directors and executive officers of Telenor Mobile Holding AS. The address of the directors and executive officers is Telenor Mobile Holding AS, c/o Telenor ASA, Snaroyveien 30, N - 1331 Fornebu, Norway.

DIRECTORS OF TELENOR MOBILE HOLDING AS

| Name and Business Address | Citizenship | Present Principal Occupation |
|---------------------------|-------------|------------------------------|
|---------------------------|-------------|------------------------------|

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| | | |
|---|--------|---|
| ----- | ----- | ----- |
| Jon Fredrik Baksaas (Sandvika, Norway) | Norway | President and Chief Executive Officer of Telenor ASA and Chairman of the Board of Telenor Mobile Holding AS |
| Torstein Moland (Lier, Norway) | Norway | Senior Executive Vice President and Chief Financial Officer of Telenor ASA |
| Jan Edvard Thygesen (Nesbru, Norway) | Norway | Executive Vice President of Telenor ASA and Chief Executive Officer of Telenor Nord |

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| Name and Business Address ----- | Citizenship ----- | Present Principal Occupation ----- |
|------------------------------------|----------------------|--|
| Berit Svendsen (Oslo, Norway) | Norway | Executive Vice President of Telenor ASA and Chief Executive Officer of Telenor ASA |
| Morten Fallstein (Oslo, Norway) | Norway | Employee Representative |
| Tore Haugland (Bergen, Norway) | Norway | Employee Representative |
| Arnhild Londal (Oslo, Norway) | Norway | Employee Representative |
| Morten Lundal (Oslo, Norway) | Norway | Chief Executive Officer of DiGi.Com Bhd. |

EXECUTIVE OFFICERS OF TELENOR MOBILE HOLDING AS

| Name and Business Address ----- | Citizenship ----- | Present Principal Occupation ----- |
|---|----------------------|---|
| Arve Johansen (Oslo, Norway) | Norway | Senior Executive Vice President of Telenor ASA and Chief Executive Officer of Telenor Mobile Holding AS |
| Jon Fredrik Baksaas (Sandvika, Norway) | Norway | President and Chief Executive Officer of Telenor ASA and Chairman of the Board of Telenor Mobile Holding AS |

(d) During the last five years, none of the above executive officers and directors of Telenor Mobile Holding AS has been convicted in a criminal proceeding.

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(e) During the last five years, none of the above executive officers and directors of Telenor Mobile Holding AS has been a party to a civil proceeding of a judicial or administrative body as a result of which such executive officer or director was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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TELENOR ASA

(a) Telenor ASA, a corporation formed under the laws of Norway.

(b) Snaroyveien 30
N - 1331 Fornebu
Norway

(c) Telenor ASA is engaged principally in the business of production and supply of services in the fields of telecommunications, data services and media distribution.

(d) During the last five years, Telenor ASA has not been convicted in a criminal proceeding.

(e) During the last five years, Telenor ASA was not a party to a civil proceeding of a judicial or administrative body as a result of which Telenor ASA was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR ASA

(a), (b), (c) and (f) The following information sets forth the name, citizenship, business address and present principal occupation of each of the directors and executive officers of Telenor ASA. Except as otherwise indicated, the business address of each of such persons is c/o Telenor ASA, Snaroyveien 30, N - 1331 Fornebu, Norway.

DIRECTORS OF TELENOR ASA

| Name and Business Address ----- | Citizenship ----- | Present Principal Occupation ----- |
|---|----------------------|--|
| Torleif Enger (Oslo, Norway) | Norway | Chief Executive Officer of Yara Int ASA; Chairman of the Board of Telen |
| Bjorg Ven (Oslo, Norway) | Norway | Partner, Haavind Vislie Law Firm, C the Board of the National Insurance Gjensidige NOR Spareforsikring; Dep Chairman of the Board of Telenor AS |
| Hanne de Mora (Erlenbach, Switzerland) | Switzerland | Principal of A-Connect |

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| Name and Business Address ----- | Citizenship ----- | Present Principal Occupation ----- |
|--|----------------------|---|
| Jorgen Lindegaard (Stockholm, Sweden) | Sweden | President and Chief Executive Officer of SAS Group, Member of the Boards of Finansieringsinstituttet for Industri Haandvaerk AS and Superfos AS |
| John Giverholt (Oslo, Norway) | Norway | Chief Financial Officer of Ferd AS |
| Liselott Kilaas (Oslo, Norway) | Norway | Head of Business Area Communication Security Systems of ZENITEL Norway |
| Per Gunnar Salomonsen (Skien, Norway) | Norway | Employee Representative |
| Harald Stavn (Kongsberg, Norway) | Norway | Employee Representative |
| Irma Ruth Tystad (Trysil, Norway) | Norway | Employee Representative |

EXECUTIVE OFFICERS OF TELENOR ASA

| Name and Business Address ----- | Citizenship ----- | Present Principal Occupation ----- |
|---|----------------------|---|
| Jon Fredrik Baksaas (Sandvika, Norway) | Norway | President and Chief Executive Officer of Telenor ASA and Chairman of the Board of Telenor Mobile Holding AS |
| Arve Johansen (Oslo, Norway) | Norway | Senior Executive Vice President and Executive Officer of Telenor Mobile |
| Torstein Moland (Lier, Norway) | Norway | Senior Executive Vice President and Financial Officer of Telenor ASA |
| Jan Edvard Thygesen (Nesbru, Norway) | Norway | Executive Vice President of Telenor Mobile Chief Executive Officer of Telenor Mobile |

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| Name and Business Address ----- | Citizenship ----- | Present Principal Occupation ----- |
|---------------------------------------|----------------------|--|
| Stig Eide Sivertsen (Oslo, Norway) | Norway | Executive Vice President of Telenor Chairman of the Board of Telenor Br Services AS |

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| | | |
|---|--------|--|
| Morten Karlsen Sorby (Hammaro, Sweden) | Norway | Executive Vice President and Chief Officer of Telenor Norway |
| Berit Svendsen (Oslo, Norway) | Norway | Executive Vice President of Telenor Chief Technology Officer of Telenor |

(d) During the last five years, none of the above executive officers and directors of Telenor ASA has been convicted in a criminal proceeding.

(e) During the last five years, none of the above executive officers and directors of Telenor ASA has been a party to a civil proceeding of a judicial or administrative body as a result of which such executive officer or director was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 4. PURPOSE OF THE TRANSACTIONS

The first sentence of the second paragraph of Item 4, as included in the original Statement on Schedule 13D, dated December 10, 1998, is hereby deleted and replaced with the following:

The Reporting Persons may, from time to time, and reserve the right to, change their plans or intentions and to take any and all actions that they deem appropriate to maximize the value of their investment in VimpCom. In order to maximize the value of their investment in VimpelCom, the Reporting Persons may, from time to time, consider, evaluate or propose various possible transactions involving VimpelCom or its subsidiaries or affiliates, which could include, among other things:

(i) the possible acquisition of additional securities of VimpelCom from time to time in the open market or in privately negotiated transactions or otherwise;

(ii) the possible disposition or exchange of any securities of VimpelCom owned by them;

(iii) possible extraordinary corporate transactions (such as a merger, consolidation, reorganization, or restructuring) involving VimpelCom or any of its subsidiaries, including with other telecommunication companies which may be affiliated with the Reporting Persons;

(iv) the possible acquisition by VimpelCom or its subsidiaries of assets or interests in one or more telecommunication companies, including other telecommunication companies which may be affiliated with the Reporting Persons, or the possible sale of assets or operations by VimpelCom or its subsidiaries; or

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(v) making or seeking to make changes in or affecting the Board of Directors or management of VimpelCom.

The Reporting Persons may also, from time to time, formulate other plans or proposals regarding VimpelCom or its securities to the extent deemed advisable in light of market conditions, subsequent developments affecting VimpelCom, the general business and future prospects of VimpelCom, tax considerations, or other factors.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to the Statement on Schedule 13D is true, complete and correct and that such Statement, as amended hereby, is true, complete and correct.

Dated: October 6, 2004

TELENOR EAST INVEST AS

By /s/ Fridtjof Rusten

Name: Fridtjof Rusten
Title: Chairman of the Board

TELENOR MOBILE HOLDING AS

By /s/ Jon Fredrik Baksaas

Name: Jon Fredrik Baksaas
Title: Chairman of the Board

TELENOR ASA

By /s/ Jon Fredrik Baksaas

Name: Jon Fredrik Baksaas
Title: President and Chief
Executive Officer