

OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS
Form 425
February 03, 2010

Filed by VimpelCom Ltd.

Pursuant to Rule 425 under the Securities Act of 1933, as amended

Subject Company: Open Joint Stock Company Vimpel-Communications

Subject Company's Commission File No.: 001-14522

The following are English translations of (i) a disclosure notice published on February 3, 2010, through a Russian news service pursuant to the tender offer and disclosure rules of the Russian Federation, and (ii) the voluntary tender offer document filed with the Federal Service for the Financial Markets of the Russian Federation on January 18, 2010, and published on February 3, 2010, on VimpelCom Ltd.'s website, <http://www.vimpelcomlimited.com/ru/>, pursuant to the tender offer and disclosure rules of the Russian Federation:

Disclosure of the Contents of a Voluntary or Mandatory Tender Offer Relating to the

Acquisition of Shares in an Open Joint Stock Company

Disclosure of the contents of a voluntary tender offer relating to the acquisition of shares issued in series and traded on an organized stock exchange

Disclosed Facts:

1. The person making the voluntary tender offer (its full company name and registered address or his/her full name and place of residence, as the case may be):
VimpelCom Ltd., a company with its principal place of business at Strawinskyiaan 3051, 1077 ZX Amsterdam, the Netherlands.

2. The company that issued the securities specified in the voluntary tender offer (its full company name and registered address):
Open Joint Stock Company Vimpel-Communications, 10, 8th March Street, Building 14, Moscow 127083, Russian Federation.

3. The securities issued by such open joint stock company in series and specified in the voluntary tender offer (the type/class/series and number of the securities to be acquired):

Fifty one million two hundred eighty one thousand twenty two (51,281,022) uncertificated registered shares of common stock, registered under No. 1-02-00027-A; and

Six million four hundred twenty six thousand six hundred (6,426,600) Type A uncertificated registered preferred shares, registered under No. 2-01-00027-A.

4. The date of filing the voluntary tender offer with the federal executive body responsible for the securities market:
January 18, 2010.

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5. The type of the tender offer filed with the federal executive body responsible for the securities market:

A voluntary tender offer under Article 84.2(1) of the Federal Law "On Joint Stock Companies" to acquire all securities issued by an open joint stock company in series.

6. The purchase price of securities:

One hundredth of a ruble (RUR0.01) per uncertificated registered share of common stock or Type A uncertificated registered preferred share purchased.

7. Form of payment of the purchase price of securities:

7.1. Consideration for uncertificated registered shares of common stock:

Each seller of such securities will have the option to select payment either in cash or in kind, with American Depositary Receipts representing common shares in VimpelCom Ltd. which have:

CUSIP (Committee on Uniform Securities Identification Procedures) number 92719A 106;

International Securities Identification Number (ISIN) US92719A1060;

CFI (Classification of Financial Instruments) code ESVUFA; and

been issued by The Bank of New York Mellon, a New York banking corporation (or its office in London, U.K.), each such depositary receipt representing one (1) common share in VimpelCom Ltd.

Twenty (20) depositary receipts representing common shares in VimpelCom Ltd. are offered in exchange for each uncertificated registered share of common stock of Open Joint Stock Company Vimpel-Communications purchased from such seller.

7.2. Consideration for Type A uncertificated registered preferred shares:

Each seller of such securities will have the option to select payment either in cash or in kind, with American Depositary Receipts representing convertible preferred shares in VimpelCom Ltd. which have:

CUSIP (Committee on Uniform Securities Identification Procedures) number 92719A 205;

International Securities Identification Number (ISIN) US92719A2050;

CFI (Classification of Financial Instruments) code ESVTFA; and

been issued by The Bank of New York Mellon, a New York banking corporation (or its office in London, U.K.), each such depositary receipt representing one (1) convertible preferred share in VimpelCom Ltd.

Twenty (20) depositary receipts representing convertible preferred shares in VimpelCom Ltd. are offered in exchange for each Type A uncertificated registered preferred share in Open Joint Stock Company Vimpel-Communications purchased from such seller.

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8. The period of acceptance of the voluntary tender offer:

Seventy (70) calendar days from the date of receipt of the voluntary tender offer by Open Joint Stock Company Vimpel-Communications.

9. A document setting out the contents of the voluntary tender offer is published at:
<http://www.vimpelcomlimited.com/ru/>

10. Such document setting out the contents of the voluntary tender offer was published on a web page on:
February 3, 2010

Signature:

For VimpelCom Ltd.

By: /s/ ALEXANDER D. TARABRIN
Full Name: **Alexander D. Tarabrin**
Title: **Authorized Representative**
acting under an unnumbered power of
attorney dated December 22, 2009

Date: February 3, 2010

[Stamp with the following text in italics:]

The Federal Service for Financial Markets

Mail Room

*/s/ N.K. Kemarskaya
N.K. Kemarskaya*

Jan. 18, 2010

**VOLUNTARY TENDER OFFER
TO PURCHASE SECURITIES
ISSUED BY AN OPEN JOINT STOCK COMPANY**

Name of the individual/entity making the voluntary tender offer: *VimpelCom Ltd.*

Full company name of the open joint stock company that issued the securities specified in the voluntary tender offer: *Open Joint Stock Company Vimpel-Communications*

Type/class/series of the securities specified in the voluntary tender offer	Number of such securities which is specified in the voluntary tender offer
<i>Uncertificated registered shares of common stock, registered under No. 1-02-00027-A</i>	<i>51,281,022 shares, constituting 100% of all such shares</i>
<i>Type A uncertificated registered preferred shares, registered under No. 2-01-00027-A</i>	<i>6,426,600 shares, constituting 100% of all such shares</i>

Registered address of the person making the voluntary tender offer *Strawinskylaan 3051, 1077 ZX Amsterdam, the Netherlands*

Contact information of the person making the voluntary tender offer

Telephone: *+7 (495) 440-6324, +7 (495) 440-6325, +7 (495) 440-6345*

Fax: *+7 (495) 440-6355*

E-mail: *info@nrcreg.ru*

Mailing address: *VimpelCom Ltd., c/o NRC, 6 Veresaev Street, Moscow 121357, Russian Federation*

*/s/ Vladimir A. Markin
Vladimir A. Markin
Representative acting under an unnumbered power of attorney dated December 22, 2009*

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/s/ Alexander D. Tarabrin

Alexander D. Tarabrin

Representative acting under an unnumbered power of attorney dated December 22, 2009 (the title of the chief executive officer or another person who signs the voluntary tender offer on behalf of the person making such offer and the title and details of the document authorizing such other person to sign the voluntary tender offer on behalf of the person making such offer)

(Affix company seal here if a legal entity)

Date: January 18, 2010

I. Information on the Joint Stock Company That Issued the Securities Specified in the Voluntary Tender Offer

1.1	Full company name	<i>Open Joint Stock Company Vimpel-Communications</i>
1.2	Abbreviated company name, if any	<i>AO VimpelCom (OJSC VimpelCom)</i>
1.3	Registered address	<i>10, 8th March Street, Building 14, Moscow 127083, Russian Federation</i>
1.4	Main State Registration Number (OGRN)	<i>1027700166636</i>
1.5	Taxpayer Identification Number (INN)	<i>7713076301</i>

1.6	Issuer's code assigned by registration authorities	<i>00027-A</i>
1.7	Mailing address	<i>10, 8th March Street, Building 14, Moscow 127083, Russian Federation</i>

II. Information on the Person Making the Voluntary Tender Offer to Purchase

Securities Issued by the Open Joint Stock Company in Series

2.1	Individual	<i>No</i>
2.2	Legal entity	<i>Yes</i>
2.3	Resident	<i>No</i>
2.4	Nonresident	<i>Yes</i>

If an individual:

2.5	Full name	<i>Not applicable</i>
2.6	Place of residence	<i>Not applicable</i>

If a legal entity:

2.7	Full company name	<i>VimpelCom Ltd.</i>
2.8	Abbreviated company name, if any	<i>Not applicable</i>
2.9	Registered address	<i>Strawinskylaan 3051, 1077 ZX Amsterdam, the Netherlands (principal place of business)</i>
2.10	Main State Registration Number (OGRN)	<i>None; registration number 43271 in the jurisdiction of its organization (Bermuda)</i>
2.11	Taxpayer Identification Number (INN)	<i>None</i>
2.12	Issuer's code, if any, assigned by registration authorities	<i>None</i>

2.13 Information on the Number of Shares Owned by the Person Making the

Voluntary Tender Offer in the Open Joint Stock Company

Number of shares owned by such person in the open joint stock company

2.13.1	Number of shares / percentage ¹ of common stock	<i>0 shares / 0.00%</i>	2.13.2 Total number of shares / percentage ² of preferred stock, including:	<i>0 shares / 0.00%</i>
			(a) Type A (shares / % ²)	<i>0 shares / 0.00%</i>
			(b) Type__(shares / % ²)	<i>Not applicable</i>
			(c) Type__(shares / % ²)	<i>Not applicable</i>

2.14 **Information on Each Person Which, Individually or Jointly with its Affiliates, Holds at Least 20% of the Voting Rights to Which All Members of the Highest Governing Body of the Legal Entity Making the Voluntary Tender Offer Are Entitled**

2.15 **If an individual:**

Percentage of the voting rights which is held by such individual, either individually or jointly with his/her affiliates, in the highest governing body of the legal entity referred to above

Information on each individual who, individually or jointly with his/her affiliates, holds at least 20% of the voting rights to which all members of the highest governing body of the legal entity referred to above are entitled

2.15.1.1 Full name *There is no such individual* 2.15.1.3 *Not applicable*

2.15.1.2 Place of residence *Not applicable*

2.15.2.1 Full name *There is no such individual* 2.15.2.3 *Not applicable*

2.15.2.2 Place of residence *Not applicable*

2.16 **If a legal entity:**

Percentage of the voting rights which is held by such entity, either individually or jointly with its affiliates, in the highest governing body of the legal entity referred to above

Information on each legal entity that, individually or jointly with its affiliates, holds at least 20% of the voting rights to which all members of the highest governing body of the legal entity referred to above are entitled

2.16.1.1 Full company name *Altimo Holdings & Investments Ltd.* 2.16.1.6 *50%*

2.16.1.2 Abbreviated name *Not applicable*

2.16.1.3 Registered address *Trident Chambers, Wickhams Cay, P.O. Box 146, Road Town, Tortola, British Virgin Islands*

2.16.1.4 Main State *None; registration number 178274 in the jurisdiction of its organization*
Registration Number (OGRN) *(British Virgin Islands)*

2.16.1.5 Taxpayer Identification Number (INN) *None*

2.16.2.1 Full company name *Telenor East Invest AS* 2.16.2.6 *50%*

2.16.2.2 Abbreviated name *Not applicable*

2.16.2.3 Registered address *Snarøyveien 30, N-1331 Fornebu, Norway*

2.16.2.4 OGRN *None; registration number 976518209 in the jurisdiction of its organization (Norway)*

2.16.2.5 INN *None*

2.17 **Information on Each Person Which Holds at Least 10% of the Voting Rights to Which All Members of the Highest Governing Body of the Legal Entity Making the Voluntary Tender Offer Are Entitled, and Which Is Registered in a Jurisdiction That Gives Favorable Tax Treatment and/or Does Not Require Disclosure or Provision of Information in Connection with Financial Transactions (a Tax Haven)**

2.18 **If an individual:**

Percentage of the voting rights which is held by such individual in the highest governing body of the legal entity referred to above

Information on each individual who holds at least 10% of the voting rights to which all members of the highest governing body of the legal entity referred to above are entitled and who is registered in a tax haven

2.18.1.1 Full name *There is no such individual* 2.18.1.3 *Not applicable*

2.18.1.2 Place of residence *Not applicable*

2.18.2.1 Full name *There is no such individual* 2.18.2.3 *Not applicable*

2.18.2.2 Place of residence *Not applicable*

2.19 **If a legal entity:**

Percentage of the voting rights which is held by such entity in the highest governing body of the legal entity referred to above

Information on each legal entity that holds at least 10% of the voting rights to which all members of the highest governing body of the legal entity referred to above are entitled and that is registered in a tax haven

2.19.1.1 Full company name *Altimo Holdings & Investments Ltd.* 2.19.1.4 *50%*

2.19.1.2 Abbreviated name *Not applicable*

2.19.1.3 Registered address *Trident Chambers, Wickhams Cay, P.O. Box 146, Road Town, Tortola, British Virgin Islands*

Information on each person which benefits from the ownership of shares in such legal entity registered in a tax haven (a beneficiary)			Percentage of the voting rights which is held by such beneficiary in the highest governing body of such legal entity registered in a tax haven	
If the beneficiary is an individual				
2.19.1.5	Full name	<i>There is no such individual</i>	2.19.1.7	<i>Not applicable</i>
2.19.1.6	Place of residence	<i>Not applicable</i>		
2.19.1.8	Full name	<i>There is no such individual</i>	2.19.1.10	<i>Not applicable</i>
2.19.1.9	Place of residence	<i>Not applicable</i>		
If the beneficiary is a legal entity				
2.19.1.11	Full company name	<i>Alja Investments Limited</i>	2.19.1.16	<i>2.193%</i>
2.19.1.12	Abbreviated name	<i>Not applicable</i>		
2.19.1.13	Registered address	<i>Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands</i>		
2.19.1.14	Main State Registration Number (OGRN)	<i>None; registration number 357852 in the jurisdiction of its organization (British Virgin Islands)</i>		
2.19.1.15	Taxpayer Identification Number (INN)	<i>None</i>		
2.19.1.17	Full company name	<i>Bardsley Investments Corp.</i>	2.19.1.22	<i>11.869%</i>
2.19.1.18	Abbreviated name	<i>Not applicable</i>		
2.19.1.19	Registered address	<i>Akara Bldg., 24 De Castro Street, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands</i>		
2.19.1.20	OGRN	<i>None; registration number 267942 in the jurisdiction of its organization (British Virgin Islands)</i>		
2.19.1.21	INN	<i>None</i>		
2.19.1.23	Full company name	<i>Cotesmore Holdings Limited</i>	2.19.1.28	<i>18.604%</i>
2.19.1.24	Abbreviated name	<i>Not applicable</i>		
2.19.1.25	Registered address	<i>1st Floor, Kings Court, Bay Street, N-3994, Nassau, Bahamas</i>		

2.19.1.26	OGRN	<i>None; registration number 46824B in the jurisdiction of its organization (the Bahamas)</i>		
2.19.1.27	INN	<i>None</i>		
2.19.1.29	Full company name	<i>Dendar Investment Fund Limited</i>	2.19.1.34	7.021%
2.19.1.30	Abbreviated name	<i>Not applicable</i>		
2.19.1.31	Registered address	<i>57/63 Line Wall Road, Gibraltar</i>		
2.19.1.32	OGRN	<i>None; registration number 62307 in the jurisdiction of its organization (Gibraltar)</i>		
2.19.1.33	INN	<i>None</i>		
2.19.1.35	Full company name	<i>Fairacre Holdings Limited</i>	2.19.1.40	2.079%
2.19.1.36	Abbreviated name	<i>Not applicable</i>		
2.19.1.37	Registered address	<i>Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands</i>		
2.19.1.38	OGRN	<i>None; registration number 75552C in the jurisdiction of its organization (British Virgin Islands)</i>		
2.19.1.39	INN	<i>None</i>		
2.19.1.41	Full company name	<i>Grand Financial Group Limited</i>	2.19.1.46	14.17%
2.19.1.42	Abbreviated name	<i>Not applicable</i>		
2.19.1.43	Registered address	<i>Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands</i>		
2.19.1.44	OGRN	<i>None; registration number 459071 in the jurisdiction of its organization (British Virgin Islands)</i>		
2.19.1.45	INN	<i>None</i>		
2.19.1.47	Full company name	<i>Laketown Services Limited</i>	2.19.1.52	42.294%
2.19.1.48	Abbreviated name	<i>Not applicable</i>		
2.19.1.49	Registered address	<i>8 Prospect Hill, Douglas, Isle of Man</i>		
2.19.1.50	OGRN	<i>None; registration number 087581C in the jurisdiction of its organization (Isle of Man)</i>		
2.19.1.51	INN	<i>None</i>		
2.19.1.53	Full company name	<i>R&B Investments Limited</i>	2.19.1.58	0.52%
2.19.1.54	Abbreviated name	<i>Not applicable</i>		

2.19.1.55	Registered address	<i>Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands</i>		
2.19.1.56	OGRN	<i>None; registration number 358381 in the jurisdiction of its organization (British Virgin Islands)</i>		
2.19.1.57	INN	<i>None</i>		
2.19.1.59	Full company name	<i>Thoro Holding Ltd.</i>	2.19.1.64	1.25%
2.19.1.60	Abbreviated name	<i>Not applicable</i>		
2.19.1.61	Registered address	<i>Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands</i>		
2.19.1.62	OGRN	<i>None; registration number 1047641 in the jurisdiction of its organization (British Virgin Islands)</i>		
2.19.1.63	INN	<i>None</i>		
2.20	The person making the voluntary tender offer acts for the benefit of third parties and in its own name	<i>The person making the voluntary tender offer acts in its own name and for its own benefit</i>		
2.21	Information on Each Third Party For the Benefit of Which the Person Making the Voluntary Tender Offer Acts			
2.22	If the third party is an individual:			
2.22.1.1	Full name	<i>There is no such party</i>		
2.22.1.2	Place of residence	<i>Not applicable</i>		
2.22.1.3	Details and title of the document (such as an agreement or power of attorney) providing a basis for the person making the voluntary tender offer to act for the benefit of such party	<i>Not applicable</i>		
2.22.2.1	Full name	<i>There is no such party</i>		
2.22.2.2	Place of residence	<i>Not applicable</i>		
2.22.2.3	Details and title of the document (such as an agreement or power of attorney) providing a basis for the person making the voluntary tender offer to act for the benefit of such party	<i>Not applicable</i>		
2.23	If the third party is a legal entity:			
2.23.1.1	Full company name	<i>There is no such party</i>		
2.23.1.2	Abbreviated company name, if any	<i>Not applicable</i>		
2.23.1.3	Registered address	<i>Not applicable</i>		
2.23.1.4	Main State Registration Number (OGRN)	<i>Not applicable</i>		
2.23.1.5	Taxpayer Identification Number (INN)	<i>Not applicable</i>		
2.23.1.6	Details and title of the document (such as an agreement or power of attorney) providing a basis for the person making the voluntary tender offer to act for the benefit of such party	<i>Not applicable</i>		

2.23.2.1	Full company name	<i>There is no such party</i>
2.23.2.2	Abbreviated company name, if any	<i>Not applicable</i>
2.23.2.3	Registered address	<i>Not applicable</i>
2.23.2.4	OGRN	<i>Not applicable</i>
2.23.2.5	INN	<i>Not applicable</i>
2.23.2.6	Details and title of the document (such as an agreement or power of attorney) providing a basis for the person making the voluntary tender offer to act for the benefit of such party	<i>Not applicable</i>