

Edgar Filing: AES CORPORATION - Form SC 13D/A

AES CORPORATION  
Form SC 13D/A  
March 19, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
-----

SCHEDULE 13D/A  
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 7)

(Final Amendment)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)  
-----

(Name of Issuer)

NATIONAL TELEPHONE COMPANY OF VENEZUELA  
-----

(CANTV)  
-----

(Translation of Name of Issuer Into English)

Class D Common Shares,  
Nominal Value Bs. 36.90182224915 Per Share (the "Class D Shares")  
American Depositary Shares, Each Representing  
Seven Class D Shares (the "ADSs")  
-----

(Title of Class of Securities)

P3055Q103 (Class D Shares); 204421101 (ADSs)  
-----

(CUSIP Number)

Barry J. Sharp, Senior Vice President and Chief Financial Officer,  
The AES Corporation 1001 North 19th Street Arlington, Virginia 22209,  
Tel: (703) 522-1315

Copy to:

Michael E. Gizang, Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square, New York, NY 10036, Tel: (212) 735-2704  
-----

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

March 15, 2002  
-----

(Date of Event Which Requires Filing of This Statement)

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 Rule 13d-1(e), 13d(f) or 13d-1(g),

Edgar Filing: AES CORPORATION - Form SC 13D/A

check the following box [ ]

-----  
 CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 3  
 204421101 (ADSs)  
 -----

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 The AES Corporation  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
 (b) [ ]  
 -----

3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS  
 OO, AF  
 -----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEM 2(d) or 2(e) [ ]  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 State of Delaware  
 -----

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 6 ADSs: 785
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 Class D Shares: 6  
 ADSs: 785  
 -----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES [ ]  
 -----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0% See Item 5.  
 -----

14 TYPE OF REPORTING PERSON  
 HC  
 -----

-----  
 CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 5  
 204421101 (ADSs)  
 -----

Edgar Filing: AES CORPORATION - Form SC 13D/A

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 AES Channon Holdings B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
 (b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 OO, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 The Netherlands

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 6 ADSS: 785
	8	SHARED VOTING POWER	Class D Shares: None ADSS: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSS: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSS: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 Class D Shares: 6  
 ADSS: 785

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0% See Item 5.

14 TYPE OF REPORTING PERSON  
 CO

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 7  
 204421101 (ADSS)

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 Corporacion EDC, C.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
 (b) [ ]

3 SEC USE ONLY

Edgar Filing: AES CORPORATION - Form SC 13D/A

4 SOURCE OF FUNDS  
OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Venezuela

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 6 ADSs: 785
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class D Shares: 6  
ADSs: 785

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0% See Item 5.

14 TYPE OF REPORTING PERSON  
CO

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 9  
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Inversiones Inxtel, C.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Venezuela

NUMBER OF	7	SOLE VOTING POWER	Class D Shares: 6
-----------	---	-------------------	-------------------

Edgar Filing: AES CORPORATION - Form SC 13D/A

SHARES			ADSs: 785
BENEFICIALLY OWNED BY REPORTING PERSON WITH	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 Class D Shares: 6  
 ADSs: 785

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0% See Item 5.

14 TYPE OF REPORTING PERSON  
 CO

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 11  
 204421101 (ADSs)

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 AES Comunicaciones de Venezuela, C.A.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Venezuela

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 6 ADSs: 785
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: None

Edgar Filing: AES CORPORATION - Form SC 13D/A

ADSs: None

-----  
11           AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
          Class D Shares:   6  
          ADSs:   785  
-----

12           CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
          CERTAIN SHARES   [    ]           

-----  
13           PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
          0% See Item 5.  
-----

14           TYPE OF REPORTING PERSON  
          CO  
-----

This Amendment No. 7 to Schedule 13D ("Amendment No. 7") amends and supplements the statement on Schedule 13D originally filed on July 3, 2001 with the Securities and Exchange Commission (the "SEC") by The AES Corporation ("AES"), AES Channon Holdings B.V., Corporacion EDC, C.A., Inversiones Inxtel, C.A., Servicios EDC, C.A. and Inversiones Onapo, C.A., as amended and supplemented prior to the date hereof (the "Schedule 13D").

Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended in its entirety to read as follows:

On March 15, 2002, AES Comunicaciones de Venezuela, C.A., as custodian for the Class D Shares owned by Inxtel, converted 50,255,184 Class D Shares into 7,179,312 ADSs.

On March 19, 2002, Inversiones Inxtel, C.A., sold in a single transaction 7,179,312 ADSs at a price per ADS of \$12.75. As a result of such sale, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Class D Shares.

SIGNATURE

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

The AES Corporation

By:    /s/ Paul Hanrahan

-----  
Name:   Paul Hanrahan  
Title:  Executive Vice President

Date: March 19, 2002

Edgar Filing: AES CORPORATION - Form SC 13D/A

SIGNATURE

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

AES Channon Holdings B.V.

By: /s/ Steven P. Clancy

-----  
Name: Steven P. Clancy  
Title: Director

Date: March 19, 2002

SIGNATURE

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

Corporacion EDC, C.A.

By: /s/ Paul Hanrahan

-----  
Name: Paul Hanrahan  
Title: Director

Date: March 19, 2002

SIGNATURE

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

Inversiones Innextel, C.A.

By: /s/ Steven P. Clancy

-----  
Name: Steven P. Clancy  
Title: Director

Date: March 19, 2002

SIGNATURE

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

AES Comunicaciones de Venezuela, C.A

Edgar Filing: AES CORPORATION - Form SC 13D/A

By: /s/ Paul Hanrahan

-----  
Name: Paul Hanrahan  
Title: Director

Date: March 19, 2002