

MOBILE TELESYSTEMS OJSC  
Form 6-K  
February 04, 2011

## **FORM 6-K**

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Report of Foreign Issuer  
February 4, 2011

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

Commission file number: 333-12032

## **Mobile TeleSystems OJSC**

(Exact name of Registrant as specified in its charter)

**Russian Federation**

(Jurisdiction of incorporation or organization)

**4, Marksistskaya Street  
Moscow 109147  
Russian Federation**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

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Form 20-F  Form 40-F

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

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Press release

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION TO ANY PERSON LOCATED IN THE REPUBLIC OF ITALY. OTHER OFFER AND DISTRIBUTION RESTRICTIONS APPLY.**

**Termination of the Offer to Purchase in respect of the Notes due 2012**

February 4, 2011

**Moscow, Russian Federation Mobile TeleSystems OJSC ( MTS NYSE: MBT), the leading telecommunications provider in Russia and the CIS, announces that effective immediately, it is terminating the Tender Offer and related solicitation of Consents (together, the Offer ) with respect to the \$400 million 8.00% notes due January 28, 2012 (the Notes ) issued by Mobile TeleSystems Finance S.A. The Offer was made on the terms and subject to the conditions set out in the Offer to Purchase and Consent Solicitation Statement dated January 24, 2011 (the Offer to Purchase ). As a result, MTS will not accept any Notes for purchase pursuant to the Offer.**

Any Notes in respect of which delivery instructions have been submitted prior to this announcement will be unblocked in the relevant clearing system.

As previously announced on January 28, 2011, MTS was notified by Mobile TeleSystems Finance S.A. ( MTS Finance ), a wholly owned subsidiary of MTS, that MTS Finance was served with a freezing order issued by the English High Court of Justice on January 26, 2011 (the Order ). Although MTS does not believe that the Order applies to or should prevent the Offer, the Offer is being terminated due to concerns related to its timely administration in view of the Order. MTS continues to consider further actions with respect to the Notes.

The table below sets forth the Common Code, ISIN, CUSIP and outstanding principal amount of the Notes:

|                |              |
|----------------|--------------|
| Common code    |              |
| - Regulation S | 021121649    |
| - Rule 144A    | 021121568    |
| ISIN           |              |
| - Regulation S | XS0211216493 |
| - Rule 144A    | US60741AAF21 |
| CUSIP          |              |

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|                              |    |             |
|------------------------------|----|-------------|
| - Regulation S               |    | L64395 AJ 2 |
| - Rule 144A                  |    | 60741A AF 2 |
| Outstanding principal amount | \$ | 400,000,000 |

\* \* \*

Capitalized terms used and not otherwise defined in this announcement have the meaning given to them in the Offer to Purchase.

The distribution of this notice in certain jurisdictions may be restricted by law. Persons into whose possession this notice come are required to inform themselves about, and to observe, any such restrictions.

### **Russian Federation**

Neither the Offer nor any tender in response to the Offer is an offering of securities in the terms of Article 51.1 of the law of the Russian Federation No. 39-FZ On Securities Market dated 22 April 1996 (as amended). Nothing in the Offer shall constitute, or be interpreted as, offering or advertising of securities, or shall be deemed contemplating placing or circulation of securities in the Russian Federation under applicable Russian laws.



### **Italy**

The Offer is not being made, directly or indirectly, in the Republic of Italy ( Italy ). The Offer has not been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (CONSOB) pursuant to Italian laws and regulations. Accordingly, Noteholders are notified that, to the extent such Noteholders are located in Italy, the Offer is not available to them and neither this Offer nor any other documents or materials relating to the Offer or the Notes may be distributed or made available in Italy as part of a public purchase or exchange offer (*offerta pubblica di acquisto o di scambio*) (as defined in Article 1, paragraph 1(v) of Italian Legislative Decree No. 58 of 24 February 1998, as amended) from which no applicable exemption is available (a **Non-exempt Offer in Italy** ).

### **United Kingdom**

The communication of this notice and any other documents or materials relating to the Offer are not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Financial Promotion Order** )) or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

### **Belgium**

Neither this notice nor any other documents or materials relating to the Offer have been submitted to or will be submitted for approval or recognition to the Belgian Banking, Finance and Insurance Commission (*Commission bancaire, financière et des assurances/Commissie voor het Bank-, Financie- en Assurantiewezen*) and, accordingly, the Offer may not be made in Belgium by way of a public offering, as defined in Article 3 of the Belgian Law of 1 April 2007 on public takeover bids and as defined in Article 3 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets (together the **Belgian Public Offer Law** ), each as amended or replaced from time to time. Accordingly, the Offer may not be advertised and the Offer will not be extended, and no documents or materials relating to the Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than qualified investors as referred to in Article 10, of the Belgian Public Offer Law (as amended from time to time) acting on their own account. Insofar as Belgium is concerned, the Offer has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offer. Accordingly, the information contained in documents relating to the Offer may not be used for any other purpose or disclosed to any other person in Belgium.

**France**

The Offer is not being made, directly or indirectly, to the public in the Republic of France ( **France** ). Neither this notice nor any other document or material relating to the Offer has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*Investisseurs Qualifiés*) other than individuals, in each case acting on their own account and all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-4 of the French *Code Monetaire et Financier*, are eligible to participate in the Offer.

Documents relating to the Offer have not been and will not be submitted for clearance to the *Autorite des Marches Financiers*.

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For further information, please contact in Moscow:

Joshua B. Tulgan

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Acting Director, Corporate Finance

Department of Investor Relations

Mobile TeleSystems OJSC





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Learn more about MTS. Visit the official blog of the Investor Relations Department at [www.mtsgsm.com/blog/](http://www.mtsgsm.com/blog/)

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Mobile TeleSystems OJSC ( MTS ) is the leading telecommunications group in Russia, Eastern Europe and Central Asia, offering mobile and fixed voice, broadband, pay TV as well as content and entertainment services in one of the world's fastest growing regions. Including its subsidiaries, the Group services over 108.1 million mobile subscribers in Russia, Ukraine, Uzbekistan, Turkmenistan, Armenia and Belarus, a region that boasts a total population of more than 230 million. Since June 2000, MTS' Level 3 ADRs have been listed on the New York Stock Exchange (ticker symbol MBT). Additional information about the MTS Group can be found at [www.mtsgsm.com](http://www.mtsgsm.com).

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Some of the information in this press release may contain projections or other forward-looking statements regarding future events or the future financial performance of MTS, as defined in the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify forward looking statements by terms such as expect, believe, anticipate, estimate, intend, will, could, may or might, and the negative of such terms or other similar expressions. We wish to caution you that these statements are only predictions and that actual events or results may differ materially. We do not undertake or intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. We refer you to the documents MTS files from time to time with the U.S. Securities and Exchange Commission, specifically the Company's most recent Form 20-F. These documents contain and identify important factors, including those contained in the section captioned Risk Factors that could cause the actual results to differ materially from those contained in our projections or forward-looking statements, including, among others, the severity and duration of current economic and financial conditions, including volatility in interest and exchange rates, commodity and equity prices and the value of financial assets; the impact of Russian, U.S. and other foreign government programs to restore liquidity and stimulate national and global economies, our ability to maintain our current credit rating and the impact on our funding costs and competitive position if we do not do so, strategic actions, including acquisitions and dispositions and our success in integrating acquired businesses, including Comstar-UTS, potential fluctuations in quarterly results, our competitive environment, dependence on new service development and tariff structures, rapid technological and market change, acquisition strategy, risks associated with telecommunications infrastructure, governmental regulation of the telecommunications industries and other risks associated with operating in Russia and the CIS, volatility of stock price, financial risk management and future growth subject to risks.

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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, thereunto duly authorized.

**MOBILE TELESYSTEMS OJSC**

|     |                      |                  |
|-----|----------------------|------------------|
| By: | /s/ Mikhail Shamolin |                  |
|     | Name:                | Mikhail Shamolin |
|     | Title:               | CEO              |

Date: **February 4, 2011**