

ERICSSON LM TELEPHONE CO
Form 20-F/A
June 19, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F/A

(Amendment No. 1)

☐ **Registration statement pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934**
or

☒ **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the Fiscal Year Ended December 31, 2013

or

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from/to

or

☐ **Shell company report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
Date of event requiring this shell company report:

Commission file number 000 12033

TELEFONAKTIEBOLAGET LM ERICSSON

(Exact Name of Registrant as Specified in Its Charter)

LM ERICSSON TELEPHONE COMPANY

(Translation of Registrant's Name Into English)

Kingdom of Sweden

(Jurisdiction of Incorporation or Organization)

SE-164 83 Stockholm, Sweden

(Address of Principal Executive Offices)

Roland Hagman, Vice President Group Function Financial Control

Telephone: +46 10 719 53 80, email: roland.hagman@ericsson.com

SE-164 83 Stockholm, Sweden

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

American Depositary Shares (each representing one B share)
B Shares *

Name of Each Exchange on Which Registered

The NASDAQ Stock Market LLC
The NASDAQ Stock Market LLC

* Not for trading, but only in connection with the registration of the American Depositary Shares representing such B Shares pursuant to the requirements of the Securities and Exchange Commission

Securities registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report:

B shares (SEK 5.00 nominal value)	3,043,295,752
A shares (SEK 5.00 nominal value)	261,755,983
C shares (SEK 1.00 nominal value)	0

Indicate by check mark if the registrant is a well-seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

☒ Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

US GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☒ Other ☐

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

EXPLANATORY NOTE

The Company is filing this Amendment No. 1 to its annual report on Form 20-F for the fiscal year ended December 31, 2013, as filed with the U.S. Securities and Exchange Commission (the "SEC") on April 8, 2014 (the "2013 Form 20-F"), to amend Item 17. Financial statements and Item 19. Exhibits of the 2013 Form 20-F to provide separate audited consolidated financial statements of ST-Ericsson SA as of and for the fiscal years ended December 31, 2013 and 2012, including the report of independent auditor PricewaterhouseCoopers SA relating thereto, as required under Rule 3-09 of Regulation S-X. This amendment also includes unaudited comparative information on ST-Ericsson SA for the fiscal year ended December 31, 2011.

Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any part of the 2013 Form 20-F or reflect any events that have occurred after the 2013 Form 20-F was filed on April 8, 2014. The filing of this Form 20-F/A, and the inclusion of newly executed certifications, should not be understood to mean that any other statements contained in the 2013 Form 20-F are true and complete as of any date subsequent to April 8, 2014.

This Form 20-F/A should be read in conjunction with the 2013 Form 20-F and our other filings with the SEC.

Item 17 Financial statements

Consolidated financial statements of Telefonaktiebolaget LM Ericsson (publ), including the report of independent registered public accounting firm PricewaterhouseCoopers AB with respect to such consolidated financial statements, are hereby incorporated by reference to Exhibit 15.1 hereto.

Separate consolidated financial statements of ST-Ericsson SA, including the report of independent auditor PricewaterhouseCoopers SA with respect to such consolidated financial statements as of and for the year ended December 31, 2013, are hereby incorporated by reference to Exhibit 15.2 hereto.

Item 19 Exhibits

Exhibit 12	302 Certifications
Exhibit 13	906 Certifications
Exhibit 15.1	Consolidated Financial Statements of Telefonaktiebolaget LM Ericsson (publ) for the year ended December 31, 2013, including notes to the consolidated financial statements and auditor's report
Exhibit 15.2	Consolidated Financial Statements of ST Ericsson SA for the year ended December 31, 2013, including notes to the consolidated financial statements and auditor's report
Exhibit 15.3	Consent of PriceWaterhouseCoopers AB with respect to the consolidated financial statements of Telefonaktiebolaget LM Ericsson (publ) (previously filed)
Exhibit 15.4	Consent of PriceWaterhouseCoopers SA with respect to the consolidated financial statements of ST Ericsson SA as of and for the year ended December 31, 2013

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No 1 to the Annual Report on its behalf.

TELEFONAKTIEBOLAGET LM ERICSSON

June 19, 2014

By: /s/ ROLAND HAGMAN
Roland Hagman

By: /s/ NINA MACPHERSON
Nina Macpherson