

GOLDEN TELECOM INC
Form SC 13D/A
February 06, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 15)*

GOLDEN TELECOM, INC.

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

38122G107

(CUSIP Number)

Franz Wolf

Suite 2

4 Irish Place

Gibraltar

+350 41977

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

February 4, 2008

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 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 §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall 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 disclosures 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 (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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only)

SUNBIRD LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)
Not applicable.

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Cyprus

7. SOLE VOTING POWER
NUMBER OF 10,731,707*

8. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

9. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 10,731,707*

WITH SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

10,731,707*

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

12.

␣

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

26.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14.

HC

* See Items 5 and 6 hereof.

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NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only)

YIELDCARE LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)
Not applicable.

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Cyprus

7. SOLE VOTING POWER
NUMBER OF 10,731,707*

8. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

9. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 10,731,707*

WITH SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

10,731,707*

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

12.

␣

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

26.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14.

HC

* See Items 5 and 6 hereof.

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NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only)

ALTIMO HOLDINGS & INVESTMENTS LTD.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4.

Not applicable.

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

British Virgin Islands

SOLE VOTING POWER

7.

NUMBER OF 10,731,707*

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

0

SOLE DISPOSITIVE POWER

9. EACH REPORTING PERSON

10,731,707*

WITH SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

10,731,707*

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

12.

␣

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

26.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14.

HC

* See Items 5 and 6 hereof.

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NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only)

CTF HOLDINGS LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4.

Not applicable.

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Gibraltar

SOLE VOTING POWER

7.

NUMBER OF 10,731,707*

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

0

SOLE DISPOSITIVE POWER

9. EACH REPORTING PERSON

10,731,707*

WITH SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

10,731,707*

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

12.

␣

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

26.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14.

HC

* See Items 5 and 6 hereof.

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NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only)

CROWN FINANCE FOUNDATION

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4.

Not applicable.

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Liechtenstein

SOLE VOTING POWER

7.

NUMBER OF 10,731,707*

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

0

SOLE DISPOSITIVE POWER

9. EACH REPORTING PERSON

10,731,707*

WITH SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

10,731,707*

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

12.

þ

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

26.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14.

OO

* See Items 5 and 6 hereof.

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Introductory Statement

This Amendment No. 15 to the Statement on Schedule 13D (this Amendment) relates to shares of common stock, \$0.01 par value per share (the Shares), of Golden Telecom, Inc. (the Issuer). This Amendment No. 15 supplementally amends the initial Statement on Schedule 13D, dated May 21, 2001; Amendment No. 1 thereto, dated July 20, 2001; Amendment No. 2 thereto, dated September 13, 2001; Amendment No. 3 thereto, dated February 28, 2002; Amendment No. 4 thereto, dated September 9, 2002; Amendment No. 5 thereto, dated November 6, 2002; Amendment No. 6 thereto, dated April 10, 2003; Amendment No. 7 thereto, dated August 29, 2003; Amendment No. 8 thereto, dated December 24, 2003; Amendment No. 9 thereto, dated August 19, 2004; Amendment No. 10 thereto, dated November 13, 2006; Amendment No. 11 thereto, dated December 6, 2006; Amendment No. 12 thereto, dated June 27, 2007; Amendment No. 13 thereto, dated October 19, 2007; and Amendment No. 14 thereto, dated December 24, 2007 (collectively, the Existing Statement and together with this Amendment, the Statement), filed by the Reporting Persons (as defined below). Capitalized terms used but not defined in this Amendment shall have the meanings ascribed to them in the Existing Statement. Except as provided herein, this Amendment does not modify any of the information previously reported in the Existing Statement.

Item 1. Security and Issuer

No changes.

Item 2. Identity and Background

This Amendment is being filed on behalf of each of the following persons (collectively, the Reporting Persons):

- (i) Sunbird Limited;
- (ii) Yieldcare Limited;
- (iii) Altimo Holdings & Investments Ltd.;
- (iv) CTF Holdings Limited; and
- (v) Crown Finance Foundation.

This Amendment relates to the Shares of the Issuer held by Sunbird Limited. The agreement between the Reporting Persons relating to the joint filing of this Amendment is referenced as Exhibit A hereto.

The Reporting Persons

Sunbird Limited (Sunbird) is a Cyprus company with its principal address at Themistokli Dervi, 5, Elenion Building, 2nd floor, P.C. 1066, Nicosia, Cyprus. The principal business of Sunbird is to function as a holding company. Current information concerning the

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identity and background of the directors and officers of Sunbird is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

Yieldcare Limited (Yieldcare) is a Cyprus company with its principal address at Themistokli Dervi, 5, Elenion Building, 2nd floor, P.C. 1066, Nicosia, Cyprus. The principal business of Yieldcare is to function as a holding company. Yieldcare is the sole shareholder of Sunbird, and in such capacity may be deemed to be the beneficial owner of the Shares of the Issuer held directly by Sunbird. Current information concerning the identity and background of the directors and officers of Yieldcare is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

Altimo Holdings & Investments Ltd. (Altimo) is a British Virgin Islands company with its principal address at the premises of Trident Trust Company (B.V.I.) Limited at Trident Chambers, P.O. Box 659, Road Town, Tortola, British Virgin Islands. The principal business of Altimo is to act as a holding company. Altimo is the sole shareholder of Yieldcare, and in such capacity, may be deemed to be the beneficial owner of the Shares of the Issuer held directly by Sunbird. Current information regarding the identity and background of the directors and officers of Altimo is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

CTF Holdings Limited (CTF Holdings) is a Gibraltar limited liability company with its principal address at Suite 2, 4 Irish Place, Gibraltar. The principal business of CTF Holdings is to function as a holding company. CTF Holdings is the majority owner of Cotesmore Holdings Limited, a Bahamas corporation (Cotesmore), Laketown Services Limited, an Isle of Man corporation (Laketown), and Bardsley Investment Corp., a British Virgin Islands corporation (Bardsley and, together with Cotesmore and Laketown, the Holding Companies). Collectively, the Holding Companies own a majority of the shares of Altimo. As a consequence of its majority ownership of the Holding Companies, CTF Holdings may be deemed to have the power to direct the voting of a majority of the shares of Altimo and may therefore be deemed to be the beneficial owner of the Shares of the Issuer held directly by Sunbird. Current information concerning the identity and background of the directors and officers of CTF Holdings is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

Crown Finance Foundation (Crown Finance) is a Liechtenstein foundation with its principal address at Am Schragen Weg 14, P.O. Box 1618, FL-9490, Vaduz, Liechtenstein. The principal business of Crown Finance is investment and management of the assets and capital of the foundation. Crown Finance is the sole shareholder of CTF Holdings and, in such capacity, may be deemed to be the beneficial owner of the Shares of the Issuer held directly by Sunbird. Current information concerning the identity and background of the directors and officers of Crown Finance is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

The Supervisory Board coordinates the strategic development of a group of affiliated entities, often referred to as the Alfa Group Consortium, which group includes the Reporting Persons. In certain instances, the Supervisory Board issues recommendations regarding strategic business decisions to the entities that are members of the Alfa Group Consortium. Current

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information regarding the identity and background of the members of the Supervisory Board is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

During the past five years, none of the Reporting Persons and, to the best of the Reporting Persons' knowledge, no other person identified in response to this Item 2 has been (a) convicted in a criminal proceeding or (b) a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which it or he or she 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 3. Source and Amount of Funds or Other Consideration

No changes.

Item 4. Purpose of Transaction

Item 4 of the Existing Statement is hereby amended by adding the following:

On December 21, 2007, the Issuer, VimpelCom Finance B.V. ("VIP Finance") and Lillian Acquisition, Inc. (the "Purchaser"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), subject to the terms and conditions of which, among other things, the Purchaser agreed to commence a cash tender offer for 100% of the shares of the Issuer on or before January 18, 2008 (the "Tender Offer"). On December 26, 2007, the Reporting Persons disclosed on Amendment No. 14 to this Statement that, subject to the assessment of conditions existing at the expiration of the Tender Offer, the Reporting Persons at that time intended to tender the Shares in the Issuer held by Sunbird in the Tender Offer. Pursuant to the terms of the Merger Agreement, the Purchaser commenced a cash tender offer for 100% of the outstanding Shares of the Issuer on January 18, 2008. The description of the Merger Agreement and the Tender Offer included in this Item 4 is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is incorporated herein by reference to Exhibit 2.1 to the Report on Form 8-K filed by the Issuer on December 21, 2007 and the full text of the Schedule TO filed by the Purchaser and VIP Finance on January 18, 2008.

Sunbird has tendered all of its Shares in the Issuer pursuant to the terms of the Tender Offer. Pursuant to the terms of the Tender Offer, acceptance for payment by the Purchaser of the Shares tendered by Sunbird will not occur until after the expiration of the Tender Offer and is subject to the conditions described in the offer to purchase set out in the Schedule TO filed by the Purchaser and VIP Finance on January 18, 2008. Sunbird reserves the right to withdraw the Shares tendered by it until the expiration of the Tender Offer.

Item 5. Interest in Securities of the Issuer

(a) No changes.

(b) No changes.

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(c) Except as otherwise stated herein, to the best of the Reporting Persons' knowledge, there have been no transactions effected with respect to the Shares during the past sixty days by any of the persons named in response to Item 2.

(d) No changes.

(e) No changes.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

No changes.

Item 7. Material to be Filed as Exhibits

The Exhibit Index is incorporated herein by reference.

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Signature

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Amendment is true, complete, and correct.

SUNBIRD LIMITED

February 6, 2008

February 6, 2008

Date

Date

/s/ Stella Herodotou

/s/ Charalambos Michaelides

Signature

Signature

Stella Herodotou, Director

Charalambos Michaelides, Director

Name/Title

Name/Title

YELDCARE LIMITED

February 6, 2008

February 6, 2008

Date

Date

/s/ Sophia Ioannou

/s/ Stella Raouna

Signature

Signature

Sophia Ioannou, Director

Stella Raouna, Director

Name/Title

Name/Title

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ALTIMO HOLDINGS & INVESTMENTS LTD.

February 6, 2008

Date

/s/ Marina Kushnareva

Signature

Marina Kushnareva

Name/Title

CTF HOLDINGS LIMITED

February 6, 2008

Date

/s/ Marina Kushnareva

Signature

Marina Kushnareva, Director

Name/Title

CROWN FINANCE FOUNDATION

February 6, 2008

Date

/s/ Franz Wolf

Signature

Franz Wolf, Attorney-in-fact

Name/Title

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ANNEX A

Directors and Officers of Sunbird Limited

Name/Title/Citizenship	Principal Occupation	Business Address
Charalambos Michaelides, Director (Cyprus)	Chartered Accountant	Themistokli Dervi, 5 Elenion Building, 2 nd floor, P.C. 1066 Nicosia, Cyprus
Stella Herodotou, Director (Cyprus)	Accountant	Themistokli Dervi, 5 Elenion Building, 2 nd floor, P.C. 1066 Nicosia, Cyprus

Directors and Officers of Yieldcare Limited

Name/Title/Citizenship	Principal Occupation	Business Address
Sophia Ioannou, Director (Cyprus)	Accountant	Themistokli Dervi, 5 Elenion Building, 2 nd floor, P.C. 1066 Nicosia, Cyprus
Stella Raouna, Director (Cyprus)	Accountant	Themistokli Dervi, 5 Elenion Building, 2 nd floor, P.C. 1066 Nicosia, Cyprus

Directors and Officers of Altimo Holdings & Investments Ltd.

Name/Title/Citizenship	Principal Occupation	Business Address
Geoffrey Piers Hemy, Director (United Kingdom)	Director, Grand Financial Group Limited	Cassandra Centre, Office 302, 29 Theklas Lyssiotti Street, Limassol, Cyprus

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Name/Title/Citizenship	Principal Occupation	Business Address
Georgia Karydes, Director (Cyprus)	Director, Administrator of Feldmans Management (Overseas) Limited	6 Nikou Georgiou Street, Block C, Office 704, Nicosia 1095, Cyprus
Olga Kichatova, Director (Russia)	Financial Director of MRO CTF Consultancy Ltd.	3 rd Floor, Building 3, 6 Sechenovskiy Pereulok, 119034 Moscow, Russia
Alexey Reznikovich, Chief Executive Officer (Russia)	Chief Executive Officer, Altimo	11 Savvinskaya Nab., 119435 Moscow, Russia
Marina Kushnareva, Director (Russia)	Director, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar
Franz Wolf, Director (Germany)	Director, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar

Directors and Officers of CTF Holdings Limited

Name/Title/Citizenship	Principal Occupation	Business Address
Marina Kushnareva Director (Russia)	Director, CTF Holdings Limited	Suite 2, 4 Irish Place, Gibraltar
Franz Wolf Director (Germany)	Director, CTF Holdings Limited	Suite 2, 4 Irish Place, Gibraltar

Directors and Officers of Crown Finance Foundation

Name/Title/Citizenship	Principal Occupation	Business Address
Christian Rosenow Director (Switzerland)	President of the Board and CEO of CBR Privatinvest Ltd.	Talacker 35, 8001 Zurich Switzerland

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Name/Title/Citizenship	Principal Occupation	Business Address
Dr. Norbert Seeger Director (Liechtenstein)	Attorney, Law Office of Dr. Norbert Seeger	Am Schragen Weg 14, P.O. Box 1618, FL-9490 Vaduz, Liechtenstein
Dr. Christian Zangerle Director (Austria)	Attorney, Law Office of Dr. Norbert Seeger	Am Schragen Weg 14, P.O. Box 1618, FL-9490 Vaduz, Liechtenstein

Members of the Supervisory Board of the Alfa Group Consortium

Name/Title/Citizenship	Principal Occupation	Business Address
Petr Aven (Russia)	President, OJSC Alfa-Bank	9 Mashy Poryvaevoy Street, 107078 Moscow, Russia
Alexander Fain (Russia)	Chief Executive Officer, OOO Alfa-Eco M	12 Krasnopresnenskaya Nab. CMT2, Entrance 7, 123610 Moscow, Russia
Mikhail Fridman (Russia)	Chairman of the Supervisory Board of Alfa Group	9 Mashy Poryvaevoy Street,