

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

AES CORPORATION
Form SC 13D/A
November 23, 2001

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. 5)

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)

November 20, 2001

(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), check the
following box []

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

 CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 2
 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: 64,000,999 ADSs: 1,000 |
| | 8 | SHARED VOTING POWER | Class D Shares: None ADSs: None |
| | 9 | SOLE DISPOSITIVE POWER | Class D Shares: 64,000,999 ADSs: 1,000 |
| | 10 | SHARED DISPOSITIVE POWER | Class D Shares: None ADSs: None |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Class D Shares: 64,000,999
 ADSs: 1,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

 13.6% (the 64,000,999 Class D Shares and 1,000 ADSs represent
 approximately 13.6% of the total Class D Shares outstanding
 (including Class D Shares represented by ADSs)).
 See Item 5.

14 TYPE OF REPORTING PERSON
 HC

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

1 NAMES OF REPORTING PERSONS

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

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: 64,000,999 ADSs: 1,000 |
| | 8 SHARED VOTING POWER | Class D Shares: None ADSs: None |
| | 9 SOLE DISPOSITIVE POWER | Class D Shares: 64,000,999 ADSs: 1,000 |
| | 10 SHARED DISPOSITIVE POWER | Class D Shares: None ADSs: None |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class D Shares: 64,000,999
ADSs: 1,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6% (the 64,000,999 Class D Shares and 1,000 ADSs represent
approximately 13.6% of the total Class D Shares outstanding
(including Class D Shares represented by ADSs)).
See Item 5.

14 TYPE OF REPORTING PERSON
CO

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 4
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: 64,000,999 ADSs: 1,000 |
| | 8 SHARED VOTING POWER | Class D Shares: None ADSs: None |
| | 9 SOLE DISPOSITIVE POWER | Class D Shares: 64,000,999 ADSs: 1,000 |
| | 10 SHARED DISPOSITIVE POWER | Class D Shares: None ADSs: None |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class D Shares: 64,000,999
ADSs: 1,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6% (the 64,000,999 Class D Shares and 1,000 ADSs represent
approximately 13.6% of the total Class D Shares outstanding
(including Class D Shares represented by ADSs)).
See Item 5.

14 TYPE OF REPORTING PERSON
CO

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

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Inversiones Inextel, 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) []

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Venezuela

| NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH | | Class D Shares: | |
|--|-----------------------------|-----------------|-------------|
| | 7 SOLE VOTING POWER | 64,000,999 | ADSS: 1,000 |
| | 8 SHARED VOTING POWER | None | ADSS: None |
| | 9 SOLE DISPOSITIVE POWER | 64,000,999 | ADSS: 1,000 |
| | 10 SHARED DISPOSITIVE POWER | None | ADSS: None |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class D Shares: 64,000,999
ADSS: 1,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6% (the 64,000,999 Class D Shares and 1,000 ADSS represent approximately 13.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSS)).
See Item 5.

14 TYPE OF REPORTING PERSON
CO

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 6
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
OO

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

| | | | |
|------------------|-----------------------|----------------------------|-------------|
| | 7 SOLE VOTING POWER | Class D Shares: 64,000,999 | ADSS: 1,000 |
| NUMBER OF SHARES | 8 SHARED VOTING POWER | Class D Shares: None | |

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

| | | |
|---|---|---|
| BENEFICIALLY OWNED BY REPORTING PERSON WITH | | ADSS: None |
| | ----- | ----- |
| | 9 SOLE DISPOSITIVE POWER | Class D Shares: 64,000,999 ADSS: 1,000 |
| | ----- | ----- |
| | 10 SHARED DISPOSITIVE POWER | Class D Shares: None ADSS: None |
| | ----- | ----- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | Class D Shares: 64,000,999 | |
| | ADSS: 1,000 | |
| | ----- | ----- |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | [] |
| | ----- | ----- |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 13.6% (the 64,000,999 Class D Shares and 1,000 ADSS represent approximately 13.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSS)). See Item 5. | |
| | ----- | ----- |
| 14 | TYPE OF REPORTING PERSON | |
| | CO | |
| | ----- | ----- |

This Amendment No. 5 to Schedule 13D ("Amendment No. 5") 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 Inextel, 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 and supplemented by adding the following paragraph:

Further to Inextel's request on August 30, 2001 to redeem its remaining 136 shares of VenWorld (see Amendment No. 1 to the Schedule 13D filed with the SEC on August 31, 2001), Inextel has received 475 shares of the Issuer in exchange for such 136 VenWorld shares. All references to "Inextel Class D Shares" shall include these 475 shares.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following paragraphs:

On November 21, 2001, AES, CEDC and TelCom 2 entered into an Agreement of Termination pursuant to which the parties terminated the Agreement, dated August

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

29, 2001 between such parties. The Agreement of Termination between AES, CEDC and TelCom 2 is filed herewith as Exhibit 1.10 and incorporated herein by reference.

On November 20, 2001, Inxetel and AES Comunicaciones de Venezuela, C.A. ("AES Comunicaciones") entered into a Custody Agreement pursuant to which AES Comunicaciones took custody of the Inxetel Class D Shares. The Custody Agreement is filed herewith as Exhibit 1.11 and incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following exhibits:

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 1.10 | Agreement of Termination, dated November 21, 2001, by and among The AES Corporation, Corporacion EDC, C.A. and TelCom 2 B.V. |
| 1.11 | Custody Agreement, dated November 20, 2001, by and between Inversiones Inxetel, C.A. and AES Comunicaciones de Venezuela, C.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.

The AES Corporation

By: /s/ Paul Hanrahan

Name: Paul Hanrahan

Title: Executive Vice President

Date: November 21, 2001

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

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

Name: Steven P. Clancy
Title: Director

Date: November 21, 2001

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: November 21, 2001

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 Inxtel, C.A.

By: /s/ Steven P. Clancy

Name: Steven P. Clancy
Title: Director

Date: November 21, 2001

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

By: /s/ Paul Hanrahan

Name: Paul Hanrahan

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

Title: Director

Date: November 21, 2001