

OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS  
Form SC 13D/A  
June 21, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 15)

OPEN JOINT STOCK COMPANY "VIMPEL-COMMUNICATIONS"  
-----

(Name of Issuer)

Common Stock, 0.005 rubles nominal value  
-----

(Title of Class of Securities)

68370R 10 9  
-----

(CUSIP Number)

Bjorn Hogstad, Esq.  
Telenor ASA  
Snaroyveien 30  
N-1331 Fornebu, Norway  
47-97-77-8806  
-----

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

May 15, 2002  
-----

(Date of Event which Requires Filing  
of this Statement)

Copy to:

Peter S. O'Driscoll, Esq.  
Coudert Brothers  
60 Cannon Street  
London EC4N 6JP  
England  
44-207-248-3000

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 ss. 240.13d-1(e) or 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 s. 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page will 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 disclosure

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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).

SCHEDULE 13D

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CUSIP No. 68370R 10 9  
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-----  
1. NAME OF REPORTING PERSON  
S.S. OR I.R.S IDENTIFICATION NO. OF ABOVE PERSON  
Telenor East Invest AS  
000-00-0000  
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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(SEE INSTRUCTIONS) (b)   
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-----  
3. SEC USE ONLY  
-----

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4. SOURCE OF FUNDS (SEE INSTRUCTIONS)  
  
WC  
-----

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5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)   
  
N/A  
-----

-----  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Norway  
-----

-----  
7. SOLE VOTING POWER  
  
11,731,363/(1)/  
-----

-----  
8. SHARED VOTING POWER  
  
-0-  
-----

-----  
9. SOLE DISPOSITIVE POWER  
  
11,731,363/(1)/  
-----

-----  
10. SHARED DISPOSITIVE POWER  
  
-0-  
-----

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
11,731,363/(1)/  
-----

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

The aggregate amount reported as beneficially owned in row (11) does not include shares which the Reporting Person discloses in the report but as to which beneficial ownership is disclaimed pursuant to Rule 13d-4 [17 CFR 240.13d-4] under the Securities Exchange Act of 1934.

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

28.98% of the outstanding Common Stock (25% plus 13 shares of the outstanding voting capital stock)

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

/1./ Represents 11,689,713 shares held directly by the Reporting Person and 41,650 shares subject to options granted to Mr. Jo Lunder, an employee of Telenor ASA seconded to VimpelCom and currently serving as VimpelCom's CEO and General Director. The Reporting Person disclaims beneficial ownership of the 41,650 shares subject to options granted to Mr. Lunder.

SCHEDULE 13D

CUSIP No. 68370R 10 9

1. NAME OF REPORTING PERSON  
I.R.S IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Telenor Mobile Holding AS  
000-00-0000

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

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

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

N/A

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Norway

7. SOLE VOTING POWER

11,731,363 / (2) /

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER  
-----  
-0-

9. SOLE DISPOSITIVE POWER  
-----  
11,731,363/(2)/

10. SHARED DISPOSITIVE POWER  
-----  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----  
11,731,363/(2)/

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

The aggregate amount reported as beneficially owned in row (11) does not include shares which the Reporting Person discloses in the report but as to which beneficial ownership is disclaimed pursuant to Rule 13d-4 [17 CFR 240.13d-4] under the Securities Exchange Act of 1934.

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
-----  
28.98% of the outstanding Common Stock (25% Plus 13 shares of the outstanding voting capital stock)

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
-----  
CO

/2./ The Reporting Person disclaims beneficial ownership of all shares.

SCHEDULE 13D

-----  
CUSIP No. 68370R 10 9

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S IDENTIFICATION NO. OF ABOVE PERSON  
Telenor ASA  
000-00-0000

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

3. SEC USE ONLY  
-----

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4. SOURCE OF FUNDS (SEE INSTRUCTIONS)  
AF

---

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

N/A

---

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Norway

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER  11,731,363/(3)/
	8.	SHARED VOTING POWER  -0-
	9.	SOLE DISPOSITIVE POWER  11,731,363/(3)/
	10.	SHARED DISPOSITIVE POWER  -0-
	11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,731,363/(3)/

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

The aggregate amount reported as beneficially owned in row (11)  
does not include shares which the Reporting Person discloses in  
the report but as to which beneficial ownership is disclaimed  
pursuant to Rule 13d-4 [17 CFR 240.13d-4] under the Securities  
Exchange Act of 1934.

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
28.98% of the outstanding Common Stock (25% Plus 13 shares of the  
outstanding voting capital stock)

---

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO

---

/3./ The Reporting Person disclaims beneficial ownership of all shares.

SCHEDULE 13D

Item 1. Security and Issuer

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The statement on Schedule 13D relating to the common stock, 0.005 rubles nominal value (the "Common Stock"), of Open Joint Stock Company "Vimpel-Communications," a Russian open joint stock company ("VimpelCom"), as previously filed by Telenor East Invest AS, Telenor Communication AS and Telenor ASA (as amended, the "Statement"), is hereby amended and supplemented with respect to the items set forth below.

### Item 2. Identity and Background

This amendment to the statement on Schedule 13D is being filed jointly by Telenor East Invest AS, Telenor Mobile Holding AS and Telenor ASA.

#### TELENOR EAST INVEST AS

- (a) Telenor East Invest AS, a corporation formed under the laws of Norway.
- (b) Snaroyveien 30  
N-1331 Fornebu  
Norway
- (c) Telenor East Invest AS is engaged principally in the business of investing in the telecommunications industry outside of Norway.
- (d) During the last five years, Telenor East Invest AS has not been convicted in a criminal proceeding.
- (e) During the last five years, Telenor East Invest AS was not a party to a civil proceeding of a judicial or administrative body as a result of which Telenor East Invest AS was or 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.

#### EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR EAST INVEST AS

(a), (b), (c) and (f) The following information sets forth the name, citizenship, business address and present principal occupation of each of the directors and executive officers of Telenor East Invest AS. Except as otherwise indicated, the business address of each of such persons is Telenor East Invest AS, c/o Telenor ASA, Snaroyveien 30, N-1331 Fornebu, Norway.

4

#### DIRECTORS OF TELENOR EAST INVEST AS

Name and Business Address -----	Citizenship -----	Present Principal Occupation -----
Sigmund Ekhougen (Oslo, Norway)	Norway	Vice President of Telenor Mobile
Torstein Moland (Lier, Norway)	Norway	Senior Executive Vice President a Officer of Telenor ASA
Henrik Eidemar Torgersen	Norway	Chairman and Chief Executive Offi

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(Oslo, Norway)

East Invest AS and Executive Vice  
Telenor ASA

EXECUTIVE OFFICERS OF TELENOR EAST INVEST AS

Name and Business Address -----	Citizenship -----	Present Principal Occupation -----
Henrik Eidemar Torgersen (Oslo, Norway)	Norway	Chairman and Chief Executive Offi East Invest AS and Executive Vice Telenor ASA

(d) During the last five years, none of the above executive officers and directors of Telenor East Invest AS has been convicted in a criminal proceeding.

(e) During the last five years, none of the above executive officers and directors of Telenor East Invest AS was a party to a civil proceeding of a judicial or administrative body as a result of which Telenor East Invest AS was or 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.

TELENOR MOBILE HOLDING AS

(a) Telenor Mobile Holding AS, a corporation formed under the laws of Norway.

(b) Snaroyveien 30  
N-1331 Fornebu  
Norway

(c) Telenor Mobile Holding AS is engaged principally in the development of and investment in the field of telecommunication through direct and indirect ownership of companies and entering into agreements relating to telecommunication.

(d) During the last five years, Telenor Mobile Holding AS has not been convicted in a criminal proceeding.

(e) During the last five years, Telenor Mobile Holding AS was not a party to a civil proceeding of a judicial or administrative body as a result of which Telenor Mobile Holding AS was or 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.

EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR  
MOBILE HOLDING AS

(a), (b), (c) and (f) The following information sets forth the name,

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citizenship, business address and present principal occupation of each of the directors and executive officers of Telenor Mobile Holding AS. The address of the directors and executive officers is Telenor Mobile Holding AS, c/o Telenor ASA, Snaroyveien 30 N-1331 Fornebu, Norway.

### DIRECTORS OF TELENOR MOBILE HOLDING AS

Name and Business Address -----	Citizenship -----	Present Principal Occupation -----
Torstein Moland (Lier, Norway)	Norway	Senior Executive Vice President and Chief Financial Officer of Telenor ASA
Jan Edvard Thygesen (Nesbru, Norway)	Norway	Executive Vice President of Telenor ASA and Chief Officer of Telenor
Stig Eide Sivertsen (Oslo, Norway)	Norway	Executive Vice President of Telenor ASA and Chairman of Telenor Broadband Services
Henrik Eidemar Torgersen (Oslo, Norway)	Norway	Chairman and Chief Executive Officer of Telenor and Executive Vice President of Telenor ASA
Morten Fallstein (Oslo, Norway)	Norway	Employee Representative
Tore Haugland (Bergen, Norway)	Norway	Employee Representative
Anne Mette Hojem (Oslo, Norway)	Norway	Employee Representative

6

### EXECUTIVE OFFICERS OF TELENOR MOBILE HOLDING AS

Name and Business Address -----	Citizenship -----	Present Principal Occupation -----
Arve Johansen (Lier, Norway)	Norway	Senior Executive Vice President and Chief Executive Officer of Telenor Communication AS and Chief Executive Officer of Telenor Mobile Holding AS
Tormod Hermansen (Oslo, Norway)	Norway	Chief Executive Officer of Telenor and Chairman of the Board of Telenor AS

(d) During the last five years, none of the above executive officers and directors of Telenor Mobile Holding AS has been convicted in a criminal

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proceeding.

(e) During the last five years, none of the above executive officers and directors of Telenor Mobile Holding AS has been a party to a civil proceeding of a judicial or administrative body as a result of which such executive officer or director was or 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.

### TELENOR ASA

(a) Telenor ASA, a corporation formed under the laws of Norway.

(b) Snaroyveien 30  
N-1331 Fornebu

(c) Telenor ASA is engaged principally in the business of production and supply of services in the fields of telecommunications, data services and media distribution.

(d) During the last five years, Telenor ASA has not been convicted in a criminal proceeding.

(e) During the last five years, Telenor ASA was not a party to a civil proceeding of a judicial or administrative body as a result of which Telenor ASA was or 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.

### EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR ASA

(a), (b), (c) and (f) The following information sets forth the name, citizenship, business address and present principal occupation of each of the directors and executive officers of Telenor ASA. Except as otherwise indicated, the business address of each of such persons is c/o Telenor ASA, Snaroyveien 30 N-1331 Fornebu, Norway.

7

### DIRECTORS OF TELENOR ASA

Name and Business Address -----	Citizenship -----	Present Principal Occupation -----
Tom Vidar Rygh (Oslo, Norway)	Norway	Chairman of the Board of Telenor Vice President of Orkla, Vice Cha Board of Industri Kapital and Memb of Directors of Stepstone ASA
Ashild Marianne Bendiktsen (Salangen, Norway)	Norway	Chief Financial Officer of Entrep & Aasen AS
Torleif Enger (Ostre Toten, Norway)	Norway	Executive Vice President of Norsk
Einar Forde	Norway	Director of Telenor ASA

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(Oslo, Norway)

Hanne de Mora (Erlenbach, Switzerland)	Switzerland	Principal of A-Connect.
Jorgen Lindegaard (Stockholm, Sweden)	Sweden	President and Chief Executive Officer of Vimpel Group, Chairman of the Board of S AS and member of the Boards of Finansieringsinstituttet for Industri Haandvaerk AS and Superfos AS
Bjorg Ven (Oslo, Norway)	Norway	Partner, Haavind Vislie Law Firm, the Board of the National Insurance Gjensidige NOR Spareforsikring
Per Gunnar Salomonsen (Skien, Norway)	Norway	Employee Representative
Harald Stavn (Kongsberg, Norway)	Norway	Employee Representative
Irma Ruth Tystad (Trysil, Norway)	Norway	Employee Representative

8

### EXECUTIVE OFFICERS OF TELENOR ASA

Name and Business Address -----	Citizenship -----	Present Principal Occupation -----
Tormod Hermansen (Oslo, Norway)	Norway	Chief Executive Officer of Telenor ASA, Chairman of the Board of Directors of Telenor ASA and Chairman of Telenor Mobile Holding AS
Arve Johansen (Lier, Norway)	Norway	Senior Executive Vice President and Chief Executive Officer of Telenor ASA and Chief Executive Officer of Telenor Mobile Holding AS
Torstein Moland (Lier, Norway)	Norway	Senior Executive Vice President and Chief Financial Officer of Telenor ASA
Jon Fredrik Baksaas (Sandvika, Norway)	Norway	Deputy Chief Executive Officer of Telenor ASA and Chief Executive Officer of Telenor ASA
Gun Bente Johansen (Oslo, Norway)	Norway	Executive Vice President of Telenor ASA
Bjorn Formo (Oslo, Norway)	Norway	Executive Vice President of Telenor ASA
Jan Edvard Thygesen (Nesbru, Norway)	Norway	Executive Vice President of Telenor ASA and Chief Executive Officer of Telenor ASA

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		Services
Morten Lundal (Oslo, Norway)	Norway	Executive Vice President of Telenor Executive Officer of Nextra AS and the Board of Telenor Internett AS
Stig Eide Sivertsen (Oslo, Norway)	Norway	Executive Vice President of Telenor Chairman of the Board of Telenor Services AS
Henrik Eidemar Torgersen (Oslo, Norway)	Norway	Executive Vice President of Telenor Chief Executive Officer and Chair Board of Telenor East Invest AS
Berit Svendsen (Oslo, Norway)	Norway	Executive Vice President of Telenor Chief Technical Officer of Telenor

(d) During the last five years, none of the above executive officers and directors of Telenor ASA has been convicted in a criminal proceeding.

(e) During the last five years, none of the above executive officers and directors of Telenor ASA has been a party to a civil proceeding of a judicial or administrative body as a result of which such executive officer or director was or 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.

9

### Item 4. Purpose of the Transactions

#### Amendment No. 1 to the VimpelCom-Region Primary Agreement

On July 27, 2001, VimpelCom's shareholders approved the purchase by VimpelCom of newly-issued shares of Open Joint Stock Company "VimpelCom-Region" ("VimpelCom-Region") in an aggregate amount of US\$220 million. Under the terms of the transaction documents described in the Statement, VimpelCom-Region will ultimately raise up to US\$337 million (if Telenor East Invest AS ("Telenor") and VimpelCom exercise the options described in Amendment No. 14 to the Statement and below). In addition to the US\$103 million already contributed by VimpelCom, approximately US\$117 million will be raised directly by VimpelCom-Region through two capital increases to be subscribed by Eco Telecom Limited ("Eco Telecom") in November 2002 and November 2003, subject to extension in certain cases, for a total investment of up to US\$220 million.