

TELIASONERA AB
Form 20-F/A
June 27, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F/A

(Amendment No. 1)

(Mark One)

**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, 2005

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 No. 000-50121

TeliaSonera AB

(Exact name of Registrant as specified in its charter)

Edgar Filing: TELIASONERA AB - Form 20-F/A

Sweden

(Jurisdiction of incorporation)

Sturegatan 1, SE-106 63 Stockholm, Sweden

(Address of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act: **None**

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

Shares, nominal value SEK 3.20

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

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:

Shares, nominal value SEK 3.20: 4,490,457,213

Indicate by check mark if the registrant is a well-known 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 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 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. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which 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

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

Explanatory Note

TeliaSonera AB is filing this Amendment No. 1 to its annual report on Form 20-F for the fiscal year ended December 31, 2005, as filed with the U.S. Securities and Exchange Commission on April 6, 2006 (the 2005 20-F), by setting forth the following amendments to Item 17. Financial statements and Item 19. Exhibits of the 2005 20-F to provide separate audited consolidated financial statements of Turkcell Iletisim Hizmetleri A.S. (Turkcell) as of and for the fiscal year end December 31, 2005, including the audit report of Cevdet Suner Denetim ve Yeminli Mali Musavirlik A.S. relating thereto, as required under Rule 3-09 of Regulation S-X. This amendment also includes comparative information on Turkcell as of December 31, 2004 and for the fiscal years ended December 31, 2004 and 2003.

2

Item 17. Financial statements

Separate consolidated financial statements for Turkcell included as Exhibit 14.1 hereto, including the independent auditors' report of Cevdet Suner Denetim ve Yeminli Mali Musavirlik A.S. with respect to the consolidated financial statements for Turkcell, are hereby incorporated by reference.

3

Item 19. Exhibits

Form 20-F Item Heading	Location in this document	Page No.
19	Exhibits	
1	Articles of Association of TeliaSonera AB (incorporated herein by reference to Exhibit 1 to the Annual Report on Form 20-F for the period ended December 31, 2004, filed by TeliaSonera AB with the Securities and Exchange Commission on April 7, 2005)	
4.1	Combination Agreement, dated as of March 26, 2002, by and between Telia AB and Sonera Corporation (incorporated herein by reference to Exhibit 2.1 to the Registration Statement on Form F-4 filed by Telia AB with the Securities and Exchange Commission on October 1, 2002 (the Form F-4)).	
4.2	Amendment to the Combination Agreement, dated as of September 27, 2002, by and between Telia and Sonera (incorporated herein by reference to Exhibit 2.2 to the Form F-4).	
4.3	Framework Agreement, dated as of March 15, 2001, between Telia AB and Telia Mobile AB, NetCom AB and Tele2 AB (incorporated herein by reference to Exhibit 10.1 to the Form F-4).	
4.4	Shareholder Agreement, dated as of March 15, 2001, between Telia AB, Telia Mobile AB, NetCom AB and Tele2 AB (incorporated herein by reference to Exhibit 10.2 to the Form F-4).	
4.5	Registration Rights Agreement, dated as of September 27, 2002 between Telia AB and the Kingdom of Sweden (incorporated herein by reference to Exhibit 10.3 to the Form F-4).	
4.6	Registration Rights Agreement, dated as of September 27, 2002, between Telia AB and the Republic of Finland (incorporated herein by reference to Exhibit 10.4 to the Form F-4).	
6	See Note 21 to Consolidated Financial Statements, section Earnings per share and dividends.	109
7	For definitions of certain ratios used in this report, see Ten-Year Summary.	180
8	For significant subsidiaries as of the end of the year covered by this annual report, see Supplemental Information, Item 4.C Organizational Structure.	186
12.1	Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act 2002.	
12.2	Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002.	
13.1	Certification by the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.	
13.2	Certification by the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.	

- 14.1 Consolidated Financial Statements of Turkcell Iletisim Hizmetleri A.S., including independent auditors report of KPMG Cevdet Suner Denetim ve Yeminli Mali Musavirlik A.S. regarding the consolidated financial statements of Turkcell Iletisim Hizmetleri A.S.

5

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 annual report on its behalf.

TELIASONERA AB

June 27, 2006

By:

/s/ ANDERS IGEL

Name: Anders Igel

Title: *President and Chief Executive Officer*

By:

/s/ KIM IGNATIUS

Name: Kim Ignatius

Title: *Chief Financial Officer*