

Edgar Filing: TELKOM SA LTD - Form SC 13G/A

TELKOM SA LTD
Form SC 13G/A
January 10, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)

TELKOM SA LIMITED

(Name of Issuer)

Ordinary Shares, par value R10.00

(Title of Class of Securities)

None

(however, the CUSIP for American Depositary Shares
representing Ordinary Shares is 879603108)

(CUSIP Number)

November 15, 2004

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- [] Rule 13d-1(b)
[] Rule 13d-1(c)
[x] Rule 13d-1(d)

(continued on following pages)
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 CUSIP NO. None (however, the CUSIP 13G/A Page 2 of 8 Pages
 for American Depositary Shares
 representing Ordinary Shares is
 879603108)

1 NAME OF REPORTING PERSON SBC COMMUNICATIONS INC.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 43-1301883

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

| | | | |
|--------------|-------|--------------------------|-------|
| NUMBER OF | 5 | SOLE VOTING POWER | 0 |
| SHARES | ----- | ----- | ----- |
| BENEFICIALLY | 6 | SHARED VOTING POWER | 0 |
| OWNED BY | ----- | ----- | ----- |
| EACH | 7 | SOLE DISPOSITIVE POWER | 0 |
| REPORTING | ----- | ----- | ----- |
| PERSON | 8 | SHARED DISPOSITIVE POWER | 0 |
| WITH | ----- | ----- | ----- |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 0

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%

12 TYPE OF REPORTING PERSON HC

 CUSIP NO. None (However, the 13G/A Page 3 of 8 Pages
 CUSIP for American Depositary
 Shares representing Ordinary
 Shares is 879603108)

1 NAME OF REPORTING PERSON SBC INTERNATIONAL, INC.

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

| | | | |
|---|---|--------------------------|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER | 0 |
| | 6 | SHARED VOTING POWER | 0 |
| | 7 | SOLE DISPOSITIVE POWER | 0 |
| | 8 | SHARED DISPOSITIVE POWER | 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%

12 TYPE OF REPORTING PERSON CO

CUSIP NO. None (However, the 13G/A Page 4 of 8 Pages
CUSIP for American Depositary
Shares representing Ordinary
Shares is 879603108)

1 NAME OF REPORTING PERSON THINTANA COMMUNICATIONS, LLC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

| | | | |
|---|---|------------------------|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING | 5 | SOLE VOTING POWER | 0 |
| | 6 | SHARED VOTING POWER | 0 |
| | 7 | SOLE DISPOSITIVE POWER | 0 |

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| | | | |
|-------------|---|--------------------------|-----|
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER | 0 |
| ----- | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 0 |
| ----- | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | [] |
| ----- | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | 0% |
| ----- | | | |
| 12 | TYPE OF REPORTING PERSON | | CO |
| ----- | | | |

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SCHEDULE 13G/A

This statement on Schedule 13G filed on March 14, 2003 (the "Original 13G"), as amended by Amendment No. 1 filed on July 14, 2004, by SBC Communications Inc. ("SBC") is hereby further amended and restated in its entirety.

Item 1(a). Name of Issuer:

Telkom SA Limited

Item 1(b). Address of Issuer's Principal Executive Offices:

Telkom Towers North, 152 Proes Street, Pretoria, 0002, The Republic of South Africa

Item 2(a). Names of Persons Filing:

SBC, its wholly-owned direct subsidiary, SBC International, Inc. ("SBCI"), and its partially-owned indirect subsidiary, Thintana Communications, LLC ("Thintana"). Thintana was one of the managing members of the issuer. All securities of the issuer were previously held indirectly by SBC and directly by Thintana.

Item 2(b). Address of Principal Business Office:

SBC Communications Inc.
175 E. Houston
San Antonio, Texas 78205-2233

SBC International, Inc.
#2 Read's Way, Corporate Commons, Suite 228
New Castle, Delaware 19720

Thintana Communications LLC
#2 Read's Way, Corporate Commons, Suite 228
New Castle, Delaware 19720

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Item 2(c). Citizenship:

SBC and SBCI are incorporated in the State of Delaware. Thintana is a Delaware Limited Liability Company.

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Item 2(d). Title of Class of Securities:

Ordinary Shares, par value R10.00 ("Shares")

Item 2(e). CUSIP Number:

None (however, the CUSIP for American Depositary Shares representing the Shares is 879603108).

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

Item 4. Ownership:

(a) Amount beneficially owned: 0

(b) Percent of class: 0%

(c) Number of shares as to which such person has:

| | | |
|-------|--|----------|
| (i) | Sole power to vote or to direct the vote: | 0 Shares |
| (ii) | Shared power to vote or to direct the vote: | 0 Shares |
| (iii) | Sole power to dispose or to direct the disposition of: | 0 Shares |
| (iv) | Shared power to dispose or direct the disposition of: | 0 Shares |

Item 5. Ownership of Five Percent or Less Of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution Of Group:

Not applicable.

Item 10. Certifications:

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SBC COMMUNICATIONS INC.

Dated: January 10, 2005

By: /s/ James S. Kahan
James S. Kahan
Senior Executive Vice President -
Corporate Development

SBC INTERNATIONAL, INC.

Dated: January 10, 2005

By: /s/ James S. Kahan
James S. Kahan
Executive Vice President - Development

THINTANA COMMUNICATIONS, LLC

Dated: January 10, 2005

By: /s/ Jonathan P. Klug
Jonathan P. Klug
Manager