

WITEL COMMUNICATIONS GROUP INC  
Form SC 13D/A  
August 13, 2003

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 5  
SCHEDULE 13D  
(Rule 13d-101)  
Under the Securities Exchange Act of 1934

WITEL COMMUNICATIONS GROUP, INC.

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(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE

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(Title of class of securities)

972487 10 2

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(CUSIP number)

JOSEPH A. ORLANDO  
VICE PRESIDENT AND CHIEF FINANCIAL OFFICER  
LEUCADIA NATIONAL CORPORATION  
315 PARK AVENUE SOUTH  
NEW YORK, NEW YORK 10010

WITH A COPY TO:

ANDREA A. BERNSTEIN, ESQ.  
WEIL, GOTSHAL & MANGES LLP  
767 FIFTH AVENUE  
NEW YORK, NEW YORK 10153

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(Name, address and telephone number of person authorized  
to receive notices and communications)

AUGUST 12, 2003

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(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-1(f) or 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. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act.

(Continued on following pages)  
(Page 1 of 7 pages)

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 CUSIP No. 972487 10 2 13D  
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 1 NAME OF REPORTING PERSON: LUK Acquisition  
 S.S. OR I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSON:  
 -----

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
 -----

-----  
 3 SEC USE ONLY  
 -----

-----  
 4 SOURCE OF FUNDS: N/A  
 -----

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 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
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-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware  
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 NUMBER OF 7 SOLE VOTING POWER:  
 SHARES  
 -----

-----  
 BENEFICIALLY 8 SHARED VOTING POWER:  
 OWNED BY  
 -----

-----  
 EACH 9 SOLE DISPOSITIVE POWER:  
 REPORTING  
 -----

-----  
 PERSON WITH 10 SHARED DISPOSITIVE POWER:  
 -----

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:  
 -----

-----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:  
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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 23.55%  
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 14 TYPE OF REPORTING PERSON: OO (Li  
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 CUSIP No. 972487 10 2 13D  
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1 NAME OF REPORTING PERSON: LUK Acquisition  
S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON:

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS: N/A

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM

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6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

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NUMBER OF SHARES	7	SOLE VOTING POWER:
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:
EACH REPORTING	9	SOLE DISPOSITIVE POWER:
PERSON WITH	10	SHARED DISPOSITIVE POWER:

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

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

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.45%

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14 TYPE OF REPORTING PERSON: OO (Li

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CUSIP No. 972487 10 2

13D

1 NAME OF REPORTING PERSON: Leucadia Natio  
S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON:

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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3 SEC USE ONLY

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4 SOURCE OF FUNDS: N/A

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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	New York
	NUMBER OF SHARES	7 SOLE VOTING POWER:
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER:
	EACH REPORTING	9 SOLE DISPOSITIVE POWER:
	PERSON WITH	10 SHARED DISPOSITIVE POWER:
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	47.40%
14	TYPE OF REPORTING PERSON:	CO

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Item 1. Security and Issuer.

This Statement constitutes Amendment No. 5 ("Amendment No. 5") to the statement on Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission by Leucadia National Corporation ("Leucadia"), and its subsidiaries, LUK Acquisition I, LLC ("LUK I") and LUK Acquisition II, LLC ("LUK II"), with respect to the common stock, \$0.01 par value per share (the "WilTel Common Stock"), of WilTel Communications Group, Inc., a Nevada corporation ("WilTel").

Unless otherwise indicated, all capitalized terms used herein have the meanings ascribed to them in the Original 13D.

Item 4. Purpose of Transaction.

On August 12, 2003, Leucadia and WilTel issued a joint press release announcing that Leucadia and the special committee of independent directors of WilTel reached an agreement in principle whereby WilTel will become a wholly owned subsidiary of Leucadia. A copy of the press release is attached hereto as Exhibit 2 and is incorporated herein by reference.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would

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be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Any offer will only be made through a prospectus, which is part of a registration statement to be filed with the SEC. WilTel shareholders are urged to carefully read the registration statement and the prospectus included therein, and the Schedule TO and other documents relating to an offer, when they become available because these documents will contain important information relating to the offer. You may obtain a free copy of these documents after they have been filed with the SEC, and other documents filed by Leucadia with the SEC, at the SEC's website at www.sec.gov. Once a registration statement, as well as any documents incorporated by reference therein and a Schedule TO have been filed with the SEC, you will also be able to inspect and copy these documents at the public reference room maintained by the SEC at 450 Fifth Street, NW, Washington, D.C. 20549. YOU SHOULD CAREFULLY READ THE PROSPECTUS AND THE TENDER OFFER STATEMENT ON SCHEDULE TO WHEN THEY BECOME AVAILABLE BEFORE MAKING A DECISION CONCERNING AN OFFER

Item 7. Material to be Filed as Exhibits.  
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1. Agreement among the Beneficial Owners with respect to the filing of this Amendment No. 5.

2. Press release of Leucadia National Corporation and WilTel Communications Group, Inc. dated August 12, 2003.

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SIGNATURE  
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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.

Dated: August 12, 2003

LUK ACQUISITION I, LLC

BY: /s/ Joseph A. Orlando  
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Name: Joseph A. Orlando  
Title: President

LUK ACQUISITION II, LLC

BY: /s/ Joseph A. Orlando  
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Name: Joseph A. Orlando  
Title: President

LEUCADIA NATIONAL CORPORATION

BY: /s/ Joseph A. Orlando

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Name: Joseph A. Orlando  
Title: Vice President and Chief Financial  
Officer

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EXHIBIT INDEX  
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Exhibit No.  
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Exhibit 1      Agreement among the Beneficial Owners with respect to the filing  
                 of this Amendment No. 5.

Exhibit 2      Press release of Leucadia National Corporation and WilTel  
                 Communications Group, Inc. dated August 12, 2003.

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