

ROGERS WIRELESS COMMUNICATIONS INC
Form SC 13D/A
November 24, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Rogers Wireless Communications Inc.

(Name of Issuer)

Class B Restricted Voting Shares

(Title of Class of Securities)

775102205

(CUSIP Number of Class of Securities)

David P. Miller, Esq.
Rogers Wireless Communications Inc.
One Mount Pleasant Road
16th Floor
Toronto, Ontario M4Y 2Y5
Canada
(416) 935-1100

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:
John T. Gaffney, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7475
(212) 474-1000

November 24, 2004

(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 that is the subject
of this Schedule 13D, and is filing this schedule because of
ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the
following box. []

Note: Schedules filed in paper format shall include iia
signed original and five copies of the schedule, including
all exhibits. See ss.240.13d-7 for other parties to whom
copies are to be sent.

*The remainder of this cover page shall 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

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amendment containing information which would alter disclosures 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).

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ITEM 4. PURPOSE OF TRANSACTION

This amendment amends the Statement on Schedule 13D filed by Rogers Communications Inc. on November 22, 2004.

On November 22, 2004, the Independent Committee received the final valuation report of BMO Nesbitt Burns Inc. ("BMO Nesbitt Burns") with respect to the fair market value of the Rogers Wireless shares. BMO Nesbitt Burns determined, subject to the assumptions and qualifications set forth in its valuation, that the fair market value of the RWCI shares determined pursuant to its formal valuation is in the range of C\$46 to \$54 per share.

The press release relating to the valuation and the board's recommendation is filed herewith as Exhibit 99.1.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

1. Press release issued by Rogers Wireless Communications Inc. and Rogers Communications Inc. on November 22, 2004.

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Signatures

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

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correct.

Dated: November 24, 2004

ROGERS COMMUNICATIONS INC.

By: /s/ Graeme McPhail

Name: Graeme McPhail
Title: Vice President, Associate
General Counsel

RWCI ACQUISITION INC.

By: /s/ Graeme McPhail

Name: Graeme McPhail
Title: Vice President, Associate
General Counsel

EDWARD SAMUEL ROGERS

By: /s/ Edward S. Rogers

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Exhibit Index

| Exhibit Number | Description |
|----------------|--|
| ----- | ----- |
| 99.1 | Press release issued by Rogers Wireless Communications Inc. and Rogers Communications Inc. on November 22, 2004. |