

ROGERS CANTEL MOBILE COMMUNICATIONS INC
Form SC 13D/A
July 23, 2001

=====

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

SCHEDULE 13D

(AMENDMENT NO. 1) *

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13D-1(A) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)

ROGERS WIRELESS COMMUNICATIONS INC.

(Name of Issuer)

CLASS B RESTRICTED VOTING SHARES

(Title of Class of Securities)

775315104

(CUSIP Number)

MARILYN J. WASSER, ESQ.
VICE PRESIDENT - LAW AND SECRETARY
AT&T CORP.
295 NORTH MAPLE AVENUE
BASKING RIDGE, NJ 07920
(908) 221-2000

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

JULY 9, 2001

(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 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. See Rule 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

Edgar Filing: ROGERS CANTEL MOBILE COMMUNICATIONS INC - Form SC 13D/A

initial filing on this form with respect to the subject class of securities, and for any subsequent 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).

(Continued on following pages)
Page 1 of 5 Pages

-----		-----	
CUSIP NO. 256069105	SCHEDULE 13D	PAGE 2 OF 5	
-----		-----	
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) AT&T CANADA INVESTMENTS INC.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)	<input type="checkbox"/>
		(b)	<input type="checkbox"/>

3	SEC USE ONLY		

4	SOURCE OF FUNDS (See Instructions)	N/A	

5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		<input type="checkbox"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE		

	NUMBER OF	7	SOLE VOTING POWER
	SHARES		-0-
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		

		8	SHARED VOTING POWER
			-0-

		9	SOLE DISPOSITIVE POWER
			-0-

		10	SHARED DISPOSITIVE POWER
			-0-

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	-0-		

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

Edgar Filing: ROGERS CANTEL MOBILE COMMUNICATIONS INC - Form SC 13D/A

CERTAIN SHARES*

|_ |

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

14 TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 256069105

PAGE 3 OF 5

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
AT&T CORP.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_ |
(b) |_ |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions) N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(D) OR 2(E) |_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* |_ |

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

Edgar Filing: ROGERS CANTEL MOBILE COMMUNICATIONS INC - Form SC 13D/A

14 TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

This Schedule 13D amends with respect to AT&T Corp. ("AT&T") and AT&T Canada Investments Inc. the statement on Schedule 13D initially filed by JVII, AT&T Canada Investments Inc., BT (Netherlands) 1 B.V, AT&T Corp. and British Telecommunications plc on August 27, 1999. This amendment is being filed to reflect the split-off of AT&T Wireless Services, Inc. from AT&T on July 9, 2001, as a result of which AT&T Wireless Services, Inc. became an independent, publicly traded company. Consequently, AT&T no longer has any beneficial ownership of any of the securities of the Issuer.

In connection with the foregoing, AT&T and AT&T Canada Investments Inc. amend and supplement the Schedule 13D as follows:

ITEM 1. SECURITY AND ISSUER

Rogers Cantel Mobile Communications Inc. changed its name to Rogers Wireless Communications Inc. Item 1 is hereby amended by removing all occurrences of "Rogers Cantel Mobile Communications Inc." and replacing them in their entirety with "Rogers Wireless Communications Inc."

ITEM 2. IDENTITY AND BACKGROUND.

AT&T and AT&T Canada Investments Inc. are no longer Reporting Persons. Item 2 is hereby amended by removing all references to AT&T and AT&T Canada Investments Inc., including their business addresses, information with respect to their officers and directors, and the second and fourth paragraphs.

ITEM 4. PURPOSE OF THE TRANSACTION.

AT&T and AT&T Canada Investments Inc. are no longer Reporting Persons. Item 4 is hereby amended by removing all references to AT&T and AT&T Canada Investments Inc.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Items 5(a) - (e) are hereby amended and supplemented by the addition of the following paragraphs hereto:

The responses to Items 7 through 13 on the cover page provided for AT&T and AT&T Canada Investments Inc. are incorporated herein by reference.

(e) As of July 9, 2001, AT&T and AT&T Canada Investments Inc. are no longer beneficial owners of any securities of the Issuer. AT&T and AT&T Canada Investments Inc. have not executed transactions in securities in the Issuer during the past 60 days.

ITEM 6. INTEREST IN SECURITIES OF THE ISSUER.

Item 6 is hereby amended and supplemented by the addition of the following paragraph hereto:

AT&T's relationship to BT with respect to the Issuer is now

terminated.

Page 4 of 5

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.

Date: July 23, 2001

AT&T CORP.

By: /s/ John Thompson

Name: John Thompson
Title: Assistant Secretary

Date: July 23, 2001

AT&T CANADA INVESTMENTS INC.

By: /s/ David Pester

Name: David Pester
Title: Vice President

Page 5 of 5