

Edgar Filing: TELIASONERA AB - Form SC 13G/A

TELIASONERA AB  
Form SC 13G/A  
February 14, 2005

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

TeliaSonera AB

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(Name of Issuer)

Ordinary Shares, nominal value SEK 3.20 per share

-----  
(Title of Class of Securities)

87960M106\*\*

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(CUSIP Number)

December 31, 2004

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(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)  
 Rule 13d-1(d)

\*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 amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

\*\* While the ordinary shares, nominal value SEK 3.20 per share, of TeliaSonera AB, which are not traded in U.S. markets, have not been assigned a CUSIP number, the CUSIP number for the related American Depositary Shares is 87960M106.

CUSIP No. 87960M106

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1. Names of Reporting Persons. The Republic of Finland

I.R.S. Identification Nos. of above persons (entities only).  
Not Applicable

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2. Check the Appropriate Box if a Member of a Group

(a) X

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization

Finland

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Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

5. Sole Voting Power  
641,800,230

-----  
6. Shared Voting Power  
0

-----  
7. Sole Dispositive Power  
641,800,230

-----  
8. Shared Dispositive Power  
0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

641,800,230

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10. Check if the Aggregate Amount in Row (9) Excludes  
Certain Shares

[X]

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11. Percent of Class Represented by Amount in Row (9)

13.7%\*\*\*

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12. Type of Reporting Person

00

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\*\*\* Based on 4,675,232,069 ordinary shares, nominal value SEK 3.20 per share,  
of TeliaSonera AB outstanding on March 31, 2004 as disclosed by TeliaSonera  
AB in its Form 20-F filing with the Securities and Exchange Commission on  
April 19, 2004.

SCHEDULE 13G

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Item 1.

- (a) Name of Issuer  
TeliaSonera AB
- (b) Address of Issuer's Principal Executive Offices  
Sturegatan 1, S-106 63 Stockholm, Sweden

Item 2.

- (a) Name of Person Filing  
The Republic of Finland
- (b) Address of Principal Business Office or, if none, Residence  
c/o The Finnish Ministry of Transport and Communications  
Etelaesplanadi 16-18, FIN-00131 Helsinki, Finland
- (c) Citizenship  
Finland
- (d) Title of Class of Securities  
Ordinary shares, nominal value SEK 3.20 per share ("Ordinary Shares")
- (e) CUSIP Number  
The Ordinary Shares are not traded in U.S. markets and have not been assigned a CUSIP number. However, the CUSIP number for the related American Depositary Shares is 87960M106.

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 641,800,230
- (b) Percent of class: 13.7%(1)
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 641,800,230
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of:  
641,800,230

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(1) Based on 4,675,232,069 ordinary shares, nominal value SEK 3.20 per share, of TeliaSonera AB outstanding on March 31, 2004 as disclosed by TeliaSonera AB in its Form 20-F filing with the Securities and Exchange Commission on April 19, 2004.

- (iv) Shared power to dispose or to direct the disposition of: 0

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- Item 5. Ownership of Five Percent or Less of a Class  
Not Applicable
- 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 or  
Control Person.  
Not Applicable
- Item 8. Identification and Classification of Members of the Group

The Republic of Finland and the The Kingdom of Sweden may be deemed to be a "group" within the meaning of Rule 13d-5(b)(1) under the Act. See the Shareholders' Agreement dated March 26, 2002 between The Kingdom of Sweden and The Republic of Finland contained in Annex C of the Prospectus forming part of the Registration Statement on Form F-4 (Registration No. 333-100213), filed by Telia AB with the Securities and Exchange Commission pursuant to the Securities Act of 1933 on October 1, 2002, as amended by the Amendment to Shareholders' Agreement dated April 16, 2003 attached as Exhibit 1 to Amendment No. 1 to Schedule 13G filed with the Securities and Exchange Commission by The Government of Finland on February 13, 2004, and by the Amendment II to the Shareholders' Agreement dated October 12, 2004 attached as Exhibit 1 to this statement.

Pursuant to Rule 13d-5(b)(1) of the Act, the group that may be formed by The Republic of Finland and The Kingdom of Sweden may be deemed to be the beneficial owner of 641,800,230 Ordinary Shares beneficially owned by The Republic of Finland and 2,118,278,261 Ordinary Shares beneficially owned by The Kingdom of Sweden, representing a total of 2,760,078,491 Ordinary Shares or approximately 59% of the Ordinary Shares.(2) However, the Republic of Finland disclaims beneficial ownership of the Ordinary Shares beneficially owned by The Kingdom of Sweden.

- Item 9. Notice of Dissolution of Group  
Not Applicable
- Item 10. Certification  
Not Applicable

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(2) Based on 4,675,232,069 ordinary shares, nominal value SEK 3.20 per share, of TeliaSonera AB outstanding on March 31, 2004 as disclosed by TeliaSonera AB in its Form 20-F filing with the Securities and Exchange Commission on April 19, 2004.

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.

Dated: February 14, 2005

THE REPUBLIC OF FINLAND

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By: /s/ Samuli Haapasalo

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Name: Samuli Haapasalo

Title: Director General