

OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS
Form SC 14D9/A
March 25, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 14D-9

SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)

OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

OPEN JOINT STOCK COMPANY VIMPEL-COMMUNICATIONS

(Name of Subject Company)

OPEN JOINT STOCK COMPANY VIMPEL-COMMUNICATIONS

(Name of Persons Filing Statement)

Common shares, 0.005 Russian rubles nominal value

American Depositary Shares each representing one-twentieth of one common share

(Title of Class of Securities)

68370R109 (American Depositary Shares)

(CUSIP Number of Class of Securities)

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(Name, address and telephone number of person authorized to receive
notice and communications on behalf of the person(s) filing statement)

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 2 (this **Amendment**) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission (the **SEC**) on February 9, 2010, as amended by Amendment No. 1 filed with the SEC March 19, 2010 (as amended, the **Schedule 14D-9**) by Open Joint Stock Company Vimpel-Communications, an open joint stock company organized under the laws of the Russian Federation (the **Company**). The Schedule 14D-9 relates to the exchange offer (the **U.S. Offer**) by VimpelCom Ltd., an exempted company limited by shares registered under the Companies Act 1981 of Bermuda, (**VimpelCom Ltd.**) to acquire (i) all of the outstanding common and preferred shares of the Company (together, the **Company Shares**) that are held by U.S. holders (within the meaning of Rule 14d-1(d) under the U.S. Securities Exchange Act of 1934), and (ii) all of the outstanding American Depositary Shares of the Company, each representing one twentieth of one common share of the Company, from all holders, wherever located. Concurrently with the U.S. Offer, VimpelCom Ltd. is making an offer to all holders of Company Shares, wherever located, pursuant to a separate offer document in accordance with the voluntary tender offer rules of the Russian Federation.

The terms and conditions of the U.S. Offer are set forth in the Registration Statement on Form F-4 and related preliminary prospectus filed by VimpelCom Ltd. with the SEC on February 8, 2010, as amended by Amendments No. 1, 2, 3 and 4 thereto filed with the SEC on February 12, 2010, March 10, 2010, March 19, 2010 and March 25, 2010, respectively (as amended and supplemented from time to time, the **Registration Statement**) and the related ADS Letter of Transmittal and Share Acceptance Form which are filed as exhibits to the Registration Statement, and the Tender Offer Statement on Schedule TO filed by VimpelCom Ltd. with the SEC on February 9, 2010, as amended by Amendments No. 1, 2 and 3 thereto filed with the SEC on March 10, 2010, March 19, 2010 and March 24, 2010, respectively (as amended and supplemented from time to time, the **Schedule TO**), together with the exhibits thereto.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

Item 8. Additional Information

Item 8(d) of the Schedule 14D-9 is hereby amended to delete the first paragraph under the heading **Russia** and replace it with the following paragraph:

According to the Prospectus, on March 23, 2010, VimpelCom Ltd. received the approval of the Russian Federal Antimonopoly Service (the **FAS**) pursuant to the Federal Law On Protection of Competition, dated July 26, 2006 (the **Russian Competition Law**) to complete the Transactions. Receipt of this approval is a condition to VimpelCom Ltd.'s obligation to complete the Offers.

SIGNATURE

After due 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.

OPEN JOINT STOCK COMPANY VIMPEL-
COMMUNICATIONS

By: /s/ ALEXANDER Y. TORBAKHOV
Name: **Alexander Y. Torbakhov**
Title: **General Director**

Dated: March 25, 2010