

SHAW COMMUNICATIONS INC

Form 40-F

November 29, 2006

**U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 40-F**

**Check One**

- Registration Statement Pursuant to Section 12 of the Securities Exchange Act of 1934**
- Annual Report Pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

**For the fiscal year ended August 31, 2006**

Commission File Number: 001-14684

**Shaw Communications Inc.**

(Exact name of Registrant as specified in its charter)

**N/A**

(Translation of Registrant's name into English (if applicable))

**Alberta, Canada**

(Province or other jurisdiction of incorporation or organization)

**4841**

(Primary Standard Industrial Classification Code Number (if applicable))

**N/A**

(I.R.S. Employer Identification Number (if applicable))

**Suite 900, 630 3<sup>rd</sup> Avenue S.W., Calgary, Alberta, Canada T2P 4L4  
(403) 750-4500**

(Address and telephone number of Registrant's principal executive offices)

**CT Corporation System, 111 Eighth Avenue, 13<sup>th</sup> Floor, New York, NY 10011 (212) 894-8940**

(Name, address (including zip code) and telephone number (including area code of agent for service in the United States))

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

**Class B Non-Voting Participating Shares**

**New York Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act.

**None**

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

**8.54% Series B Capital Securities  
8.25% Senior Notes due 2010  
7.25% Senior Notes due 2011  
7.20% Senior Notes due 2011  
6.10% Senior Notes due 2012**

**7.5% Senior Notes due 2013**

**6.15% Senior Notes due 2016**

(Title of Class)

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For annual reports, indicate by check mark the information filed with this Form:

Annual information form

Audited annual financial statements

The following are the number of outstanding shares of each of the issuer's classes of capital or common stock as of August 31, 2006:

**Class A Participating Shares -**

**11,291,932 issued and outstanding**

**Class B Non-Voting Participating Shares -**

**203,649,904 issued and outstanding**

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the *Exchange Act*). If **Yes** is marked, indicate the filing number assigned to the Registrant in connection with such Rule

Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

#### **DISCLOSURE CONTROLS AND PROCEDURES**

Shaw Communications Inc. (the Corporation) has designed disclosure controls and procedures to ensure that material information relating to the Corporation, including its consolidated subsidiaries, is made known to the Chief Executive Officer and Chief Financial Officer by others within the Corporation, including its consolidated subsidiaries, on a regular basis, including during the period in which the Corporation's Annual Report on Form 40-F relating to financial results for the fiscal year ended August 31, 2006 is being prepared. The Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report. Based on the evaluation, the Chief Executive Officer and Chief Financial Officer have concluded, as of that evaluation date, that the Corporation's disclosure controls and procedures were effective to ensure that the material and information relating to the Corporation, including its consolidated subsidiaries, was made known to them by others within those entities during the period in which this report was being prepared.

#### **MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROLS**

See page 46 of Exhibit 1.

#### **AUDITOR ATTESTATION**

See page 48 of Exhibit 1.

#### **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

During the fiscal year ended August 31, 2006, there were no significant changes in the Corporation's internal controls over financial reporting, or in other factors that could significantly affect such internal controls, that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

### IDENTIFICATION OF THE AUDIT COMMITTEE

The Corporation has a standing Audit Committee of the Board of Directors established in accordance with Section 3(a)(58)(A) of the Exchange Act. The Audit Committee consists of Michael W. O'Brien (Chair), George F. Galbraith, Harold A. Roozen and Carl E. Vogel. Each member of the Audit Committee is an independent director, as that term is defined by the New York Stock Exchange's listing standards applicable to the Corporation.

### AUDIT COMMITTEE FINANCIAL EXPERT

The board of directors of the Corporation has determined that it has two audit committee financial experts serving on its audit committee (the Audit Committee). Each of Michael W. O'Brien and Carl E. Vogel has been determined to be such an audit committee financial expert, within the meaning of Section 407 of the United States Sarbanes-Oxley Act of 2002. Each of Mr. O'Brien and Mr. Vogel is independent, as that term is defined by the New York Stock Exchange's listing standards applicable to the Corporation. The Securities and Exchange Commission has indicated that the designation of Mr. O'Brien and Mr. Vogel as audit committee financial experts does not make either of Mr. O'Brien and Mr. Vogel an expert for any purpose, impose any duties, obligations or liability on either of Mr. O'Brien and Mr. Vogel that are greater than those imposed on members of the Audit Committee and board of directors of the Corporation who do not carry this designation, or affect the duties, obligations or liabilities of any other member of the Audit Committee.

### PRINCIPAL ACCOUNTANT FEES AND SERVICES

The aggregate amounts paid or accrued by the Corporation with respect to fees payable to Ernst & Young LLP, the Corporation's principal accountant, for audit (including separate audits of subsidiary entities, financings, regulatory reporting requirements and *Sarbanes-Oxley Act*-related services), audit-related, tax and other services in the fiscal years ended August 31, 2006 and 2005 were as set forth below (stated in Canadian dollars).

<b>Type of Service</b>	<b>Fiscal 2006</b>	<b>Fiscal 2005</b>
Audit Fees	\$ 2,213,961	\$ 2,056,213
Audit-related Fees	195,457	186,150
Tax Fees	436,736	232,859
All Other Fees		
<b>Total</b>	<b>\$ 2,846,154</b>	<b>\$ 2,475,222</b>

Fees paid for audit-related services in fiscal 2006 and 2005 were in respect of the separate audit of a subsidiary that was not required by law. The tax fees paid in fiscal 2006 and 2005 were related to tax compliance and tax consultation on scientific research, exploration and development tax credits, commodity taxes, linear property taxes and transfer pricing.

The Audit Committee of the Corporation considered and agreed that the above fees are compatible with maintaining the independence of the Corporation's auditors. Further, the Audit Committee determined that, in order to ensure the continued independence of the auditors, only limited non-audit related services will be provided to the Corporation by Ernst & Young LLP and in such case, only with the prior approval of the Audit Committee. The Chair of the Audit Committee has been delegated authority to approve the retainer of Ernst & Young LLP to provide non-audit services in extraordinary circumstances where it is not feasible or practical to convene a meeting of the Audit Committee, subject to an aggregate limit of \$100,000 in fees payable to Ernst & Young LLP for such services per fiscal year of the Corporation. The Chair of the Audit Committee is required to report any such services approved by him to the Audit Committee.

For the fiscal year ended August 31, 2006, none of the services described above were approved by the Audit Committee pursuant to de minimus exception set forth in Rule 2-01, paragraph (c)(7)(i)(C) of Regulation S-X.

#### **CODE OF ETHICS**

The Corporation has adopted a code of ethics (the Shaw Business Conduct Standards ) that applies to all employees and officers, including its Chief Executive Officer, Chief Financial Officer, principal accounting officer and persons performing similar functions. A copy of the Shaw Business Conduct Standards, as amended, is available on the Corporation's website. To access the Shaw Business Conduct Standards, visit the Corporation's website at [www.shaw.ca](http://www.shaw.ca) and select Investor Relations, then select Other Corporate Governance Information, and then select Business Conduct Standards . Except for the Shaw Business Conduct Standards, no information contained on the Corporation's website shall be incorporated by reference in this Form 40-F.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Corporation has no off-balance sheet arrangements as defined in General Instruction B(11) to Form 40-F.

#### **TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS**

See page 44 of Exhibit 1.

#### **UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

The Corporation undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

The Corporation has previously filed a Form F-X in connection with each class of securities to which the obligation to file this Form 40-F arises. Any change to the name and address of the agent for service of process shall be communicated promptly to the Commission by amendment to Form F-X.

#### **SIGNATURES**

Pursuant to the requirements of the Exchange Act, the registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Form 40-F to be signed on its behalf by the undersigned, thereto duly authorized.

#### **SHAW COMMUNICATIONS INC.**

By: /s/ Steve Wilson  
Steve Wilson,  
Senior Vice President and Chief  
Financial Officer

Dated: November 29, 2006

**EXHIBITS**

The following documents are filed as exhibits to this Form 40-F:

**Exhibit Number    Document**

1.                    Annual Report for the fiscal year ended August 31, 2006.
2.                    Annual Information Form for the fiscal year ended August 31, 2006.
3.                    Consent of Ernst & Young LLP.
4.                    Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 dated November 29, 2006.
5.                    Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated November 29, 2006.