

ROGERS WIRELESS COMMUNICATIONS INC
Form SC 13D/A
September 09, 2004

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

ROGERS WIRELESS COMMUNICATIONS INC.

(Name of Issuer)

Class B Restricted Voting Shares

(Title of Class of Securities)

775102205

(Cusip Number)

Benjamin F. Stephens
AT&T Wireless Services, Inc.
7277 164th Avenue NE, Building 1
Redmond, WA 98052
(425) 580-6000

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

September 8, 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.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 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 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

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but shall be subject to all other provisions of the Act (however, see the Notes).

This Amendment No. 5 ("Amendment No. 5") amends and supplements the statement on Schedule 13D initially filed on August 27, 1999, as amended by Amendment No. 1. filed on July 23, 2001, Amendment No. 2 filed on August 21, 2001, Amendment No. 3 filed on April 27, 2004 and Amendment No. 4 filed on September 7, 2004 (the "Original Filing"). Information reported in the Original Filing remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment No. 5. Capitalized terms used and not defined in this Amendment No. 5 shall have the meanings set forth in the Original Filing.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Original Filing is hereby amended by adding the following at the end thereof:

On September 8, 2004, JVII filed a notice under Canadian law with Canadian securities regulatory authorities which would permit sales of securities of the Issuer owned by JVII to commence on or after September 15, 2004. JVII currently intends to explore actively the possibility of such sales. Any sale would be subject to the terms of the Letter Agreement, including the provisions of Section 4(a) thereof, which provide that if the proposed final sales price for the interest is \$36.00 (CDN) (less applicable commissions or fees and specified expenses) per share or less and if JVII decides to pursue the sale at such net sales price, RCI would have the right of first refusal to purchase the entire stake directly from JVII at the proposed net sales price.

There can be no assurance that any sale will occur or as to the terms, manner or timing of any such sale.

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: September 8, 2004

AT&T WIRELESS SERVICES, INC.

By: /s/ Marilyn J. Wasser

Name: Marilyn J. Wasser
Title: Executive Vice President

MMM HOLDINGS, INC.

By: /s/ Gregory P. Landis

Name: Gregory P. Landis
Title: Executive Vice President

JVII GENERAL PARTNERSHIP

By: AT&T Wireless Services, Inc.

By: /s/ Marilyn J. Wasser

Name: Marilyn J. Wasser
Title: Executive Vice President

By: MMM Holdings, Inc.

By: /s/ Gregory P. Landis

Name: Gregory P. Landis
Title: Executive Vice President