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NIPPON TELEGRAPH & TELEPHONE CORP
Form SC 13D/A
February 28, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

Amendment No. 3

AT&T WIRELESS SERVICES, INC.

(Name of Issuer)

AT&T WIRELESS COMMON STOCK, PAR VALUE \$1.00 PER SHARE

(Title of Class of Securities)

00209A 10 6

(CUSIP Number)

Kiyoyuki Tsujimura
Managing Director-Global Business Department
NTT DoCoMo, Inc.
Sanno Park Tower
11-1, Nagata-cho 2-chome Chiyoda-ku
Tokyo 100-6150 Japan
011-81-3-5563-2200

with a copy to:

Hillel T. Cohn
Squire, Sanders & Dempsey L.L.P.
801 South Figueroa Street
Los Angeles, California 90017
(213) 689-5117

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

February 15, 2002

(Date of Event which Requires Filing of this Statement)

If a 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 (S) (S)240.13d-1(e), 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 (S)240.13d-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

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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).

CUSIP NO. 00209A 10 6

PAGE 2 OF 10 PAGES

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

NTT DOCOMO, INC. -- Not Applicable.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. SOLE VOTING POWER
0

8. SHARED VOTING POWER
474,324,764

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
474,324,764

11. AGGREGATE AMOUNT OF BENEFICIALLY OWNED BY EACH REPORTING PERSON

474,324,764

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

Not Applicable

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

16%

14. TYPE OF REPORTING PERSON

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CO

CUSIP NO. 00209A 10 6

PAGE 3 OF 10 PAGES

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Nippon Telegraph and Telephone Corporation -- Not Applicable.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

	7. SOLE VOTING POWER
	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER
	474,324,764
	9. SOLE DISPOSITIVE POWER
	0
	10. SHARED DISPOSITIVE POWER
	474,324,764

11. AGGREGATE AMOUNT OF BENEFICIALLY OWNED BY EACH REPORTING PERSON

474,324,764

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

Not Applicable

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

16%

14. TYPE OF REPORTING PERSON

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HC, CO

CUSIP NO. 00209A 10 6

PAGE 4 OF 10 PAGES

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Capital USA (UK) Limited -- Not Applicable.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

	7. SOLE VOTING POWER
	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER
	474,324,764
	9. SOLE DISPOSITIVE POWER
	0
	10. SHARED DISPOSITIVE POWER
	474,324,764

11. AGGREGATE AMOUNT OF BENEFICIALLY OWNED BY EACH REPORTING PERSON

474,324,764

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

Not Applicable

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

16%

14. TYPE OF REPORTING PERSON

CO

This Amendment No. 3 amends the Schedule 13D originally filed on January 8, 2001 (the "Schedule 13D"), by NTT DoCoMo, Inc. ("DoCoMo") which related to the Wireless Group Common Stock, par value \$1.00 per share of AT&T Corp. ("AT&T"). The purpose of Amendment No. 3 is to amend Items 3 and 5 with respect to the acquisition of shares by DCM Capital USA (UK) Limited ("DCM Capital") pursuant to preemptive rights.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby amended by adding the following paragraph at the end of Item 3.

DoCoMo utilized funds obtained through short term borrowings from various lenders to acquire on February 15, 2002 an additional 26,320,602 shares of AT&T Wireless Common Stock pursuant to the exercise of its preemptive rights as more fully described in Item 5 below. The aggregate purchase price for such shares was \$375,858,196.56. A summary of such borrowing arrangements is filed as an exhibit hereto and is incorporated by reference herein. Certain confidential portions have been omitted from the exhibit and are filed separately with the Securities and Exchange Commission.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Schedule 13D is hereby amended by adding the following paragraphs at the end of Item 5(a).

On December 21, 2001, DoCoMo notified AT&T Wireless that it was exercising its preemptive rights with respect to AT&T Wireless Common Stock, which AT&T Wireless intended to issue in connection with its acquisition of Telecorp PCS, Inc. ("Telecorp") (the "Telecorp Transaction"). DoCoMo notified AT&T Wireless that it was exercising its preemptive rights to acquire the maximum number of shares to which it would be entitled pursuant to the Investor Agreement among DoCoMo, AT&T Wireless and AT&T, dated as of December 20, 2000. For a further description of the Telecorp Transaction, please see Amendment No. 2 to Schedule 13D filed by DoCoMo on December 31, 2001.

On February 15, 2002, the Telecorp Transaction closed and pursuant to the exercise of its preemptive rights DCM Capital acquired an additional 26,320,602 shares of AT&T Wireless Common Stock. As a result, DCM Capital directly beneficially owns 474,324,764 shares of AT&T Wireless Common Stock (including previously held Warrants to acquire 41,748,273 shares of AT&T Wireless Common Stock), which represents approximately 16% of the outstanding shares of AT&T Wireless Common Stock.

As a result of the transaction set forth above, DoCoMo indirectly beneficially owns (by virtue of DoCoMo's 100% ownership of DCM Capital) and NTT indirectly beneficially owns (by virtue of NTT's approximate 64% ownership of DoCoMo) 474,324,764 shares of AT&T Wireless Common Stock (including previously held Warrants to acquire 41,748,273 shares of AT&T Wireless Common Stock), which represents approximately 16% of the outstanding shares of AT&T Wireless.

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Schedule 13D is hereby amended by adding the following exhibit.

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Exhibit No. -----	Description -----
*6	Summary of the principal terms of Promissory Notes, dated February 14, 2002, and related arrangements between NTT DoCoMo, Inc. and various lenders.
*	Certain confidential portions of the summary are omitted pursuant to a request for confidential treatment and are separately filed with the Securities and Exchange Commission.

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 27, 2002

NTT DOCOMO, INC.

By: /s/ Yoshinori Uda

Name: Yoshinori Uda
Title: Senior Executive Vice President

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 27, 2002

NIPPON TELEGRAPH AND TELEPHONE
CORPORATION

By: /s/ KANJI KOIDE

Name: Kanji Koide
Title: Senior Vice President

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 27, 2002

DCM CAPITAL USA (UK) LIMITED

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By: /s/ MASAO UMEZU

Name: Masao Umezu
Title: Director

EXHIBIT INDEX

Exhibit No. -----	Description -----
*6	Summary of the principal terms of Promissory Notes, dated February 14, 2002, and related arrangements between NTT DoCoMo, Inc. and various lenders.
*	Certain confidential portions of the summary are omitted pursuant to a request for confidential treatment and are separately filed with the Securities and Exchange Commission.