

OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS

Form S-8

September 05, 2006

As filed with the Securities and Exchange Commission on September 5, 2006

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

OPEN JOINT STOCK COMPANY

VIMPEL-COMMUNICATIONS

(Exact Name of Registrant as Specified in Its Charter)

Russian Federation
(State or Other Jurisdiction of
Incorporation or Organization)

N/A
(I.R.S. Employer
Identification No.)

10 Ulitsa 8-Marta, Building 14
Moscow, Russian Federation
(Address of Principal Executive Offices)

127083
(Zip Code)

Amended and Restated

VIMPELCOM

2000 Stock Option Plan

(Full Title of the Plan)

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(Name and Address of Agent for Service)

(212) 894-8940
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Proposed			Amount of Registration Fee
	Amount To Be Registered (1)	Maximum	Proposed Maximum Aggregate Offering Price (2)	
		Offering Price		
		Per Share (2)		
Common stock, par value 0.5 kopecks per share (the Common Stock)	260,625	\$211.90	\$55,226,437.50	\$5,909.23

- (1) Issuable upon the exercise of options available for grant under the Amended and Restated VimpelCom 2000 Stock Option Plan, as amended from time to time. The number of shares of Common Stock registered hereby is subject to adjustment to prevent dilution resulting from stock splits, stock dividends or similar transactions in accordance with Rule 416(a) under the Securities Act of 1933.
- (2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, and calculated on the basis of the average of the high and low sales prices of the American Depositary Shares of Open Joint Stock Company Vimpel-Communications (VimpelCom) evidenced by American Depositary Receipts, each representing one share of Common Stock of VimpelCom, on August 29, 2006, as reported on the New York Stock Exchange, Inc.

INTRODUCTORY STATEMENT

STATEMENT UNDER GENERAL INSTRUCTION E REGISTRATION OF ADDITIONAL SHARES

The additional shares to be registered by this Registration Statement are of the same class as those securities covered by Open Joint Stock Company VimpeL-Communications (VimpeLCom) and VC ESOP N.V. s (VC ESOP) previously filed Registration Statements on Form S-8 (Registration Nos. 333-13008 and 333-125027) as filed with the Securities and Exchange Commission on December 22, 2000 and May 15, 2005, respectively, (collectively the Registration Statements) with respect to the VimpeLCom 2000 Stock Option Plan (as amended, restated and renamed the Amended and Restated VimpeLCom 2000 Stock Option Plan on December 19, 2003 and amended on April 29, 2005 the Plan). Pursuant to General Instruction E to Form S-8, the contents of the Registration Statements, including reports under the Securities Exchange Act of 1934, as amended, as well as any amendments that VimpeLCom filed after the dates of the Registration Statements to maintain current information about VimpeLCom, are incorporated herein by reference.

Amendment Number Two to the Plan was approved by VimpeLCom s board of directors on April 7, 2006, by VC ESOP s board of directors on April 18, 2006 and by VC ESOP s shareholders on April 28, 2006. The amendment increased the number of shares available for issuance under the Plan from 450,000 to 650,000 shares.

Amendment Number Three to the Plan was approved by VimpeLCom s board of directors on May 24, 2006 and VC ESOP s board of directors and shareholders on June 26, 2006. The amendment clarified the extent to which shares underlying options exercised pursuant to the cashless exercise procedure may again become available for future grant under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Index to Exhibits attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Moscow, Russian Federation on this 5th day of September, 2006.

**OPEN JOINT STOCK COMPANY
VIMPEL-COMMUNICATIONS**

By: /s/ Alexander V. Izosimov
Name: Alexander V. Izosimov
Title: Chief Executive Officer

The undersigned directors and officers of VimpelCom hereby constitute and appoint Alexander V. Izosimov, with full power of substitution and resubstitution, our true and lawful attorney-in-fact with full power to execute in our name and behalf in the capacities indicated below any and all amendments (including post-effective amendments and amendments thereto) to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith with the Commission and hereby ratify and confirm all that such attorney-in-fact or his substitute shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ David J. Haines David J. Haines	Chairman of the Board of Directors	August 31, 2006
/s/ Alexander V. Izosimov Alexander V. Izosimov	Chief Executive Officer	August 31, 2006
/s/ Mikhail M. Fridman Mikhail M. Fridman	Director	August 31, 2006
/s/ Arve Johansen Arve Johansen	Director	August 31, 2006
/s/ Jo Lunder Jo Lunder	Director	August 31, 2006
/s/ Oleg A. Malis Oleg A. Malis	Director	August 31, 2006
/s/ Leonid R. Novoselsky Leonid R. Novoselsky	Director	August 31, 2006
/s/ Alexey M. Reznikovich Alexey M. Reznikovich	Director	August 31, 2006

/s/ Fridtjof Rusten Fridtjof Rusten	Director	August 31, 2006
/s/ Henrik Torgersen Henrik Torgersen	Director	August 31, 2006
/s/ Elena A. Shmatova Elena A. Shmatova	Chief Financial Officer	August 31, 2006
Puglisi & Associates		
/s/ Donald J. Puglisi Donald J. Puglisi, Managing Director	Authorized Representative in the United States	August 31, 2006

INDEX TO EXHIBITS

Exhibit Number	Description of Exhibits
4.1	Amended and Restated VippeCom 2000 Stock Option Plan. Incorporated by reference to Exhibit 4.1 to the registration statement on Form S-8 filed on May 18, 2005.
4.2	Amendment Number One to the Amended and Restated VippeCom 2000 Stock Option Plan. Incorporated by reference to Exhibit 4.2 to the registration statement on Form S-8 filed on May 18, 2005.
4.3*	Amendment Number Two to the Amended and Restated VippeCom 2000 Stock Option Plan.
4.4*	Amendment Number Three to the Amended and Restated VippeCom 2000 Stock Option Plan.
23.1*	Consent of Ernst & Young LLC.
24.1*	Power of Attorney (set forth on the signature pages of this Registration Statement).

* Filed herewith