

Edgar Filing: TELIASONERA AB - Form SC 13G

TELIASONERA AB
Form SC 13G
February 12, 2003

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934*

TeliaSonera AB

(Name of Issuer)

Ordinary Shares, nominal value SEK 3.20 per share

(Title of Class of Securities)

87960M106**

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

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

**The Ordinary Shares are not traded in U.S. markets and have not been assigned a CUSIP number. However, the CUSIP number for the related American Depositary Shares is 87960M106.

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CUSIP NO. 87960M106

1 Names of Reporting Persons.
Government Offices of The Kingdom of Sweden

I.R.S. Identification Nos. of above persons (entities only).
Not Applicable

2 Check the Appropriate Box if a Member of a Group (a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Sweden

| | | |
|--------------|---------------|--------------------------|
| Number of | 5 | Sole Voting Power |
| Shares | 2,118,278,261 | |
| Beneficially | 6 | Shared Voting Power |
| Owned by | 0 | |
| Each | 7 | Sole Dispositive Power |
| Reporting | 8 | Shared Dispositive Power |
| Person With | 0 | |

9 Aggregate Amount Beneficially Owned by Each Reporting Person
2,118,278,261

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)
45.3%***

12 Type of Reporting Person
00

*** Based on 4,675,232,069 ordinary shares, nominal value SEK 3.20 per share, of TeliaSonera AB outstanding on February 10, 2003 as disclosed by TeliaSonera AB in its filing with the Securities and Exchange Commission

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pursuant to Rule 425 under the Securities Act of 1933 on February 10, 2003.

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SCHEDULE 13G

ITEM 1.

- (a) Name of Issuer
TeliaSonera AB
- (b) Address of Issuer's Principal Executive Offices
Marbackagatan 11, S-123 86 Farsta, Sweden

ITEM 2.

Name of Person Filing
Government Offices of The Kingdom of Sweden

- (a) The Government Offices of The Kingdom of Sweden exist to facilitate Swedish government business and comprise ten ministries, of which the Ministry of Industry, Employment and Communications is one.
- (b) Address of Principal Business Office or, if none, Residence
c/o The Ministry of Industry, Employment and Communications
Jakobsgatan 26, SE-103 33 Stockholm, Sweden
- (c) Citizenship
Sweden
- (d) Title of Class of Securities
Ordinary shares, nominal value SEK 3.20 per share
("Ordinary Shares")
- (e) CUSIP Number
The Ordinary Shares are not traded in U.S. markets and have not been assigned a CUSIP number. However, the CUSIP number for the related American Depositary Shares is 87960M106.

ITEM 3. If this statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

ITEM 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 2,118,278,261
- (b) Percent of class: 45.3%(1)
- (c) Number of shares as to which the person has:

- (1) Based on 4,675,232,069 ordinary shares, nominal value SEK 3.20 per share, of TeliaSonera AB outstanding on February 10, 2003 as disclosed by TeliaSonera AB in its filing with the Securities and Exchange Commission

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pursuant to Rule 425 under the Securities Act of 1933 on February 10, 2003.

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- (i) Sole power to vote or to direct the vote: 2,118,278,261
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of:
2,118,278,261
- (iv) Shared power to dispose or to direct the disposition
of: 0

ITEM 5. Ownership of Five Percent or Less of a Class
Not Applicable

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable

ITEM 7. Identification and Classification of the Subsidiary Which Acquired
the Security Being Reported on By the Parent Holding Company or
Control Person.
Not Applicable

ITEM 8. Identification and Classification of Members of the Group

The Government Offices of The Kingdom of Sweden and The Republic of Finland ("Finland") may be deemed to be a "group" within the meaning of Rule 13d-5(b) (1) under the Act. See the Shareholders' Agreement dated March 26, 2002 between The Kingdom of Sweden and Finland contained in Annex C of the Prospectus forming part of the Registration Statement on Form F-4 (Registration No. 333-100213), filed by Telia AB with the Securities and Exchange Commission pursuant to the Securities Act of 1933 on October 1, 2002.

Pursuant to Rule 13d-5(b) (1) of the Act, the group that may be formed by the Government Offices of The Kingdom of Sweden and Finland may be deemed to be the beneficial owner of 2,118,278,261 Ordinary Shares beneficially owned by the Government Offices of The Kingdom of Sweden and 891,800,231 Ordinary Shares beneficially owned by Finland, representing a total of 3,010,078,492 Ordinary Shares or approximately 64.4% of the Ordinary Shares. (2) However, the Government Offices of The Kingdom of Sweden disclaim beneficial ownership of the Ordinary Shares beneficially owned by Finland.

ITEM 9. Notice of Dissolution of Group
Not Applicable

ITEM 10. Certification
Not Applicable

- (2) Based on 4,675,232,069 ordinary shares, nominal value SEK 3.20 per share, of TeliaSonera AB outstanding on February 10, 2003 as disclosed by TeliaSonera AB in its filing with the Securities and Exchange Commission pursuant to Rule 425 under the Securities Act of 1933 on February 10, 2003.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify

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that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2003

GOVERNMENT OFFICES OF THE KINGDOM OF SWEDEN

By: /s/ Leif Pagrotsky

Name: Leif Pagrotsky
Title: Minister for Industry and Trade

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EXHIBITS

| Exhibit | Description |
|---------|---|
| I | Extract from the Minutes of a Swedish Government Meeting authorising the Ministry of Industry, Employment and Communications to sign on behalf of the Government Offices of The Kingdom of Sweden (in the original Swedish with an English translation) |

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| | |
|---|---|
| Koncept PROTOKOLL vid regeringsammansattade 2003-01-23 | I N2003/337/SA N2002/3707/SA (delvis) |
|---|---|

BEMYNDIGANDE ATT UNDERTECKNA ANMALAN

1 bilaga

Svenska staten innehar efter Telia AB:s forvarv av Sonera Oy en agarandel uppgaende till 46 procent i det sammanslagna bolaget TeliaSonera AB. TeliaSonera AB ar sedan sammanslagningen den 9 december 2002 noterat pa Nasdaq National Market i USA och bolagets aktier ar registrerade enligt bestammelserna i U.S. Securities Exchange Act of 1934 (Exchange Act). Eftersom svenska statens agarandel overstiger 5 procent, skall en elektronisk anmalan goras i U.S. Securities and Exchange Commission (SEC) datasystem EDGAR senast 45 dagar efter utgangen av det kalenderar da TeliaSonera AB registrerade bolagets aktier enligt bestammelserna i Exchange Act. I samband med att den elektroniska anmalan gors, arkiverar svenska staten en skriftlig, undertecknad anmalan. Utkast till anmalan har tagits fram med den lydelse som framgar av bilagan.

Regeringen bemyndigar chefen for Naringsdepartementet eller den han satter i sitt stalle att underteckna anmalan enligt ovan till SEC i huvudsak overensstammande med forslaget samt eventuella tillagg och andringar i anmalan.

AGL Resources Inc.
Retirement Savings Plus Plan
Notes to Financial Statements

The three levels of the fair value hierarchy defined by the guidance are as follows:

Level 1 Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs include significant unobservable inputs that are used to determine management's best estimate of fair value from the perspective of market participants.

The asset or liability fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

It is important to note that the principal market and market participants should be considered from the reporting entity's perspective, as differences may occur between and among entities with differing activities.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

AGL Resources Inc. Common Stock

Shares of AGL Resources Inc. common stock are valued at the closing price per unit on each business day on the active market in which the securities are traded.

Collective Trust

The collective trust provides participants a stable value investment option that simulates the performance of a guaranteed investment contract and invests primarily in a pool of investments, including contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high quality bonds, bond trusts and bond mutual funds. Depending on the type of underlying investment, fair value is comprised of: i) the expected future cash flows for each contract discounted to present value, ii) the aggregate net asset values of the underlying investments in mutual funds and bond trusts as determined by their quoted market prices and iii) the value of wrap contracts, if any. The fair value of participation units in the collective trust are based on the net asset value of the fund, after adjustments to reflect all funds at fair value, as reported in the audited financial statements of the fund. The fund generally provides for daily redemptions at reported net asset value per share with no advance notification requirements. The overall fair value of the collective trust is based on significant observable inputs and is categorized in Level 2.

Registered Investment Companies

Registered Investment Companies are valued at the net asset value of shares held by the RSP Plan each business day.

The methods described above may provide a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While the RSP Plan believes its valuation methods are appropriate and consistent with other market participants, it is possible that different fair value measurements may arise due to the use of different methodologies or assumptions in determining the fair value measurement at the reporting date.

AGL Resources Inc.
 Retirement Savings Plus Plan
 Notes to Financial Statements

The fair value of the RSP Plan's investments measured on a recurring basis is categorized in the table below based upon the valuation inputs as of December 31, 2014 and 2013. There were no Level 3 inputs at December 31, 2014 and 2013. There were no transfers between Level 1 and Level 2 during 2014.

| | Level 1 | Level 2 | Total |
|----------------------------------|----------------|---------------|----------------|
| December 31, 2014 | | | |
| AGL Resources Inc. common stock | \$ 152,474,113 | \$ - | \$ 152,474,113 |
| Registered investment companies: | | | |
| Domestic equity | 221,988,395 | - | 221,988,395 |
| International equity | 78,362,500 | - | 78,362,500 |
| Asset allocation | 75,310,187 | - | 75,310,187 |
| Fixed income | 47,212,566 | - | 47,212,566 |
| Collective trust | - | 61,619,172 | 61,619,172 |
| Total investments at fair value | \$ 575,347,761 | \$ 61,619,172 | \$ 636,966,933 |
| | Level 1 | Level 2 | Total |
| December 31, 2013 | | | |
| AGL Resources Inc. common stock | \$ 137,043,390 | \$ - | \$ 137,043,390 |
| Registered investment companies: | | | |
| Domestic equity | 201,785,444 | - | 201,785,444 |
| International equity | 77,083,445 | - | 77,083,445 |
| Asset allocation | 63,458,580 | - | 63,458,580 |
| Fixed income | 41,986,785 | - | 41,986,785 |
| Collective trust | - | 67,337,543 | 67,337,543 |
| Total investments at fair value | \$ 521,357,644 | \$ 67,337,543 | \$ 588,695,187 |

5. Plan Termination

Although the Company has not expressed any intent to do so, it has the right under the RSP Plan to discontinue its contributions at any time and to terminate the RSP Plan subject to the provisions of ERISA. In the event of the RSP Plan termination, participants would become 100% vested in their employer contributions and earnings thereon.

6. Tax Status

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated May 29, 2014, that the RSP Plan and related trust are designed in accordance with applicable sections of the IRC. The RSP Plan has been amended since the IRS has made its determination. The RSP Plan administrator and tax counsel believe that the RSP Plan and related trust are designed and are currently being operated in compliance with the applicable requirements of the IRC; and therefore believe the RSP Plan is qualified and the related trust is tax exempt.

U.S. GAAP requires RSP Plan management to evaluate tax positions taken by the RSP Plan and recognize a tax liability (or asset) if the RSP Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The RSP Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The RSP Plan’s management believes it is no longer subject to income tax examinations for years prior to 2011.

7. Transfers Out to Other Plan

When the employment status of a participant changes to a position covered by a collective bargaining agreement that participates in the Nicor Gas Thrift Plan (“Thrift Plan”), eligibility for participation shifts from the RSP Plan to the Thrift Plan. When eligibility changes, the account balance of the participant is transferred to the corresponding plan. Amounts transferred from the RSP Plan to the Thrift Plan were \$29,150 for the year ended December 31, 2014.

8. Transfers In from Other Plan

When the employment status of a participant changes from a position covered by a collective bargaining agreement that participates in the Thrift Plan to becoming eligible for the RSP Plan, eligibility for participation shifts from the Thrift Plan to the RSP Plan. When eligibility changes, the account balance of the participant is transferred to the corresponding plan. Amounts transferred from the Thrift Plan to the RSP Plan were \$1,342,934 for the year ended December 31, 2014.

9. Related Party Transactions and Party-In-Interest Transactions

ERISA defines a party-in-interest to include fiduciaries or employees of the RSP Plan, any person who provides service to the RSP Plan, and an employee organization whose members are covered by the RSP Plan, a person who owns 50% or more of such an employer or employee association or relative of such persons.

The RSP Plan allows participants to direct investments in the AGL Resources Inc. common stock. In addition, notes receivable from participants qualify as party-in-interest transactions, which are exempt from the prohibited transaction

rules.

Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. The Company pays directly any other fees related to the Plan's operations.

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AGL Resources Inc.
 Retirement Savings Plus Plan
 Notes to Financial Statements

At December 31, 2014 and 2013, the RSP Plan held 2,797,177 and 2,901,617 shares, respectively, of common stock of AGL Resources Inc., with a fair value of \$152,474,113 and \$137,043,390, respectively. The Plan recorded dividend income of \$4,807,168 in 2014 related to AGL Resources Inc. common stock.

10. Risks and Uncertainties

The RSP Plan invests in various investment securities, including the Company's common stock. Investment securities, in general, are exposed to various risks such as interest rate, liquidity, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

11. Non-Exempt Transactions

During 2013, the Company did not remit \$503 of employee withholdings within the appropriate time period. The Company remitted the employee withholdings and lost earnings in 2014.

12. Subsequent Events

The Plan administrator has evaluated subsequent events since the date of these financial statements. There were no events or transactions discovered during this evaluation that require recognition or disclosure in the financial statements.

13. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

| | 2014 | 2013 |
|--|----------------|----------------|
| Net assets available for benefits per the financial statements | \$ 650,234,701 | \$ 600,622,853 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 1,082,404 | 814,877 |
| Net assets available for benefits per the Form 5500 | \$ 651,317,105 | \$ 601,437,730 |

AGL Resources Inc.
 Retirement Savings Plus Plan
 Notes to Financial Statements

The following is a reconciliation of the net increase before transfers in from other plans per the financial statements to the Form 5500 for the year ended December 31, 2014:

| | |
|---|--------------|
| Net increase per the financial statements | \$48,298,064 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts: | |
| 2014 | 1,082,404 |
| 2013 | (814,877) |
| Net increase per the Form 5500 | \$48,565,591 |

Supplemental Schedules

AGL Resources Inc.
 Retirement Savings Plus Plan
 Schedule H, line 4(a) – Schedule of Delinquent Participant Contributions
 For the Year Ended December 31, 2014 (EIN No. 58-2210952 / Plan Number 003)

| Participant contributions transferred late to Plan Check here if late participant loan repayments are included: <input type="checkbox"/> | Total that constitute nonexempt prohibited transactions | | | Total fully |
|---|---|--------------------------------------|--|--------------------------------------|
| | Contributions not corrected | Contributions corrected outside VFCP | Contributions pending correction in VFCP | corrected under VFCP and PTE 2002-51 |
| | | \$ 503 | | |

AGL Resources Inc.
Retirement Savings Plus Plan
Schedule H, line 4(i) – Schedule of Assets (Held at end of Year)
As of December 31, 2014 (EIN No. 58-2210952 / Plan Number 003)

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) | (e) Current value |
|-----|---|--|--------|-----------------------|
| | | | Cost** | |
| * | AGL Resources Inc | Common Stock | | \$ 152,474,113 |
| | Invesco Stable Value Trust | Collective trust | | 61,619,172 |
| | Money Market Fund | Registered investment company | | 13,855 |
| | American Euro Pacific | Registered investment company | | 27,681,212 |
| | Dodge & Cox International ST | Registered investment company | | 9,904,034 |
| | Eagle Small Cap Growth FD CL 1 | Registered investment company | | 19,430,269 |
| | Harbor Cap Appreciation Instl Fund | Registered investment company | | 45,591,471 |
| | Pimco Total Return Port. Instl | Registered investment company | | 24,145,375 |
| | Vanguard 2010 Target Retirement | Registered investment company | | 1,953,696 |
| | Vanguard 2015 Target Retirement | Registered investment company | | 6,127,357 |
| | Vanguard 2020 Target Retirement | Registered investment company | | 10,206,746 |
| | Vanguard 2025 Target Retirement | Registered investment company | | 29,234,839 |
| | Vanguard 2030 Target Retirement | Registered investment company | | 7,194,204 |
| | Vanguard 2035 Target Retirement | Registered investment company | | 5,438,039 |
| | Vanguard 2040 Target Retirement | Registered investment company | | 5,529,054 |
| | Vanguard 2045 Target Retirement | Registered investment company | | 3,479,885 |
| | Vanguard 2050 Target Retirement | Registered investment company | | 4,043,729 |
| | Vanguard 2055 Target Retirement | Registered investment company | | 241,707 |
| | Vanguard 2060 Target Retirement | Registered investment company | | 83,142 |
| | Vanguard Developed Markets | Registered investment company | | 10,143,621 |
| | Vanguard Extend Market Index Fund | Registered investment company | | 30,633,633 |
| | Vanguard Institutional Index Fund | Registered investment company | | 79,442,598 |
| | Vanguard Target Income Retirement | Registered investment company | | 1,777,789 |
| | Vanguard Total Bond Market | Registered investment company | | 23,053,336 |
| | Vanguard/Windsor II Admiral Fund | Registered investment company | | 53,128,670 |
| | Victory Integrity Small Cap Y | Registered investment company | | 24,395,387 |
| * | Participant Loans | 3.25% to 9.25% | -0- | 13,026,673 |
| | Total | | | \$ 649,993,606 |

* Denotes party-in-interest investment.

** Cost information not required for participant-directed accounts under an individual account plan.

SIGNATURE

The RSP Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

AGL RESOURCES INC.
RETIREMENT SAVINGS PLUS PLAN
(Name of Plan)

Date: June 25, 2015

/s/ Bryan E. Seas
Senior Vice President and Chief Accounting Officer;
Member of the Administrative Committee,
Plan Administrator

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|-------------------------|
| 23 | Consent of BDO USA, LLP |

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