

MOBILE TELESYSTEMS OJSC  
Form 6-K  
September 22, 2010

## **FORM 6-K**

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Report of Foreign Issuer  
September 22, 2010

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

Commission file number: 333-12032

## **Mobile TeleSystems OJSC**

(Exact name of Registrant as specified in its charter)

**Russian Federation**

(Jurisdiction of incorporation or organization)

**4, Marksistskaya Street  
Moscow 109147  
Russian Federation**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

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Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing 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.

Yes  No

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Press release

**MTS Announces Submission Results of the Voluntary Tender Offer for Comstar Shares**

September 22, 2010

**Moscow, Russian Federation** Mobile TeleSystems OJSC ( MTS NYSE: MBT), the leading telecommunications provider in Russia and the CIS, announces the submission results of MTS Voluntary Tender Offer ( VTO ) to acquire up to 37,614,678 COMSTAR United TeleSystems JSC ( Comstar LSE: CMST) ordinary shares. The VTO closed on September 21, 2010 for Comstar shareholders. VTO applications have been submitted for a total of 125,215,743 Comstar shares (including shares underlying Global Depository Receipts, GDRs ), representing 29.96% of Comstar s issued share capital.

**The VTO has been oversubscribed by approximately 3.3289 times on the basis of applications received. As a result, MTS will purchase Comstar shares based on the ratio of 37,614,678/125,215,743 (the Pro Rata Ratio ), or approximately 0.3004 of a Comstar share for each Comstar share or GDR tendered.**

Comstar shareholders subscribing to the VTO are recognized in accordance with Russian law as having entered into sale and purchase agreements with MTS. The number of shares to be purchased from any Comstar shareholder subscribing to the VTO is equal to the amount of shares set forth in the shareholder s application multiplied by the above Pro Rata Ratio (the Purchase Amount ). Comstar s registrar, OJSC Reestr (the Registrar ) will send out to each Comstar shareholder subscribing to the VTO a mail notification specifying the Purchase Amount. Each Comstar shareholder subscribing to the VTO is required to execute and deliver a transfer order for the Purchase Amount to the Registrar, with the Purchase Amount to be credited to MTS personal account with the Registrar no later than October 6, 2010 (inclusive). Subscribing shareholders are urged to transfer the Purchase Amount as soon as practicable to avoid late delivery. Deutsche Bank Trust Company Americas is the depository bank for Comstar s GDR facility and will process the required documentation on behalf of participating Comstar GDR holders.

Payment for the shares to be purchased in the VTO will be made within 15 days from the moment the shares are credited to MTS personal account with the Registrar.

On July 13, 2010 Comstar received the VTO from MTS to acquire up to 37,614,678 Comstar ordinary shares that MTS and its affiliated persons do not already own for RUR 220.0 per Comstar share. The number of ordinary shares to be purchased in the VTO is up to 9.0% of Comstar s issued share capital, and includes shares underlying Comstar GDRs. MTS owns 61.97% of Comstar, or 64.03% when excluding treasury shares, and consolidates Comstar in its financial results.

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MTS has sufficient available cash, cash equivalents and undrawn financing commitments to purchase the shares in the VTO and has a bank guarantee in this respect from Sberbank, as required by the applicable rules regarding VTOs.

Goldman Sachs International is acting as financial advisor to MTS and Latham & Watkins LLP is acting as legal advisor to MTS.

Documentation regarding the MTS VTO to acquire Comstar shares is available at <http://www.mtsgsm.com>.

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For further information, please contact:

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Learn more about MTS. Visit the official blog of the Investor Relations Department at [www.mtsgsm.com/blog/](http://www.mtsgsm.com/blog/)

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This press release is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws of that jurisdiction.

This press release is for informational purposes and shall not constitute an offer to purchase or a solicitation of an offer to purchase with respect to any securities. Any such offer or solicitation is made only by means of the offer document delivered to Comstar.

The final terms of the VTO are contained in the offer document delivered to Comstar, and which has been provided to Comstar shareholders. Investors and shareholders in Comstar are strongly advised to read the offer document and related materials, as these contain important information. In considering the VTO, Comstar security holders should rely only on the information contained in the offer document.

This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order ) and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) (a) to (d) of the Order (all such persons together being referred to as relevant persons ). Any investment activity to which this communication relates will only be available to and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Comstar is a company organized under the laws of the Russian Federation. The VTO is made to all shareholders, including with respect to the shares underlying the GDRs, of Comstar and is made solely pursuant to Russian law and in compliance with the applicable provisions of Section 14(e) of the Securities Exchange Act of 1934 (the Exchange Act ), and Regulation 14E there under. The VTO is not made or intended to be made pursuant to the provisions of any other law. Accordingly, MTS and the persons acting in conjunction with MTS will not procure any further registrations, authorizations or approvals of the offer document or the VTO by any security supervisory authority or similar institutions. The VTO is being made in the United States by MTS and no one else. The VTO is subject to disclosure and procedure requirements of Russia which are different from those of the United States.

MTS, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Comstar outside the VTO during the period in which the VTO remains open for acceptance. If such purchases or arrangements to purchase are made they will be made outside the United States and will comply with applicable law, including the Exchange Act.

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The release, publication or distribution of this press release and any other applicable VTO-related documentation in jurisdictions other than Russia, the UK or the US may be affected by the laws or regulations of relevant jurisdictions. Therefore, any persons who are subject to the laws and regulations of any jurisdiction other than Russia, the UK or the US should inform themselves of and observe any applicable requirements.

### **FORWARD-LOOKING STATEMENTS**

This press release contains certain forward-looking statements. Such statements may include, but are not limited to, statements about the benefits of the VTO, expected future earnings, revenues, cost savings, operations, business trends and other such statements that are not historical facts, which are or may be based on MTS' plans, estimates and projections. These forward-looking statements involve risks and uncertainties, many of which are beyond the control of MTS, that could cause MTS' actual results to differ materially from those indicated in any such forward-looking statements. Such statements can be identified, in particular, by terms such as "will", "expects", "believes", "is of the opinion", "attempts", "estimates", "intends", "assumes", "plans" and "endeavors" and similar expressions as they relate to MTS. Such statements are an expression of MTS' intentions, views or current expectations with regard to potential future events. They are subject to numerous risks and uncertainties which as a rule are not within MTS' sphere of control. Certain factors that could affect MTS' intentions, views or current expectations with regard to potential future events are discussed more fully in MTS' filings with the U.S. Securities and Exchange Commission, including but not limited to MTS' Annual Report on Form 20-F for 2009. It should be noted that the forward-looking statements contained herein may prove to be incorrect and future events and developments may differ materially from the forward-looking statements. MTS undertakes no obligation to publicly update or revise any forward looking statements whether as a result of new information, future events or otherwise, except as is required by law.

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Mobile TeleSystems OJSC ( "MTS" ) is the leading telecommunications group in Russia, Eastern Europe and Central Asia, offering mobile and fixed voice, broadband, pay TV as well as content and entertainment services in one of the world's fastest growing regions. Including its subsidiaries, the Group services over 104.2 million mobile subscribers in Russia, Ukraine, Uzbekistan, Turkmenistan, Armenia and Belarus, a region that boasts a total population of more than 230 million. Since June 2000, MTS' Level 3 ADRs have been listed on the New York Stock Exchange (ticker symbol MBT). Additional information about the MTS Group can be found at [www.mtsgsm.com](http://www.mtsgsm.com).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**MOBILE TELESYSTEMS OJSC**

|     |                      |                  |
|-----|----------------------|------------------|
| By: | /s/ Mikhail Shamolin |                  |
|     | Name:                | Mikhail Shamolin |
|     | Title:               | CEO              |

Date: **September 22, 2010**