

TURKCELL ILETISIM HIZMETLERI A S

Form 6-K

October 13, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated October 13, 2011

Commission File Number: 001-15092

TURKCELL ILETISIM HIZMETLERI A.S.
(Translation of registrant's name in English)

Turkcell Plaza
Mesrutiyet Caddesi No. 153
34430 Tepebasi
Istanbul, Turkey

(Address of Principal Executive Offices)

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

Form 20-F ☐ Q

Form 40-F ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes ☒ F

No ☐ Q

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes ☒ F

No ☐ Q

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 ☐

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

- _____
- Enclosure: A press release dated October 13, 2011 announcing the outcome of the voting at Turkcell’s extraordinary shareholders’ meeting held on October 12, 2011.

FOR IMMEDIATE RELEASE

TURKCELL EXTRAORDINARY GENERAL ASSEMBLY
DATED OCTOBER 12, 2011

Subject: Statement made pursuant to Circular VIII, No: 54 of the Capital Markets Board

Istanbul Stock Exchange

ISTANBUL

Special Subjects:

Istanbul, Turkey: October 13, 2011 – Turkcell (NYSE: TKC, ISE: TCELL), the leading communications and technology company in Turkey, held its Extraordinary General Assembly of shareholders at the Company's headquarter at 3.00 pm on October 12, 2011. It subsequently announced today that among the agenda items and as a result of the voting held during the meeting:

1. Among our Board members, Colin J. Williams was not released in respect of the Company's activities and operations of the fiscal year 2010, whereas Gulsun Nazlı Karamahmet Williams, Mehmet Bulent Ergin, Alexey Khudyakov, Oleg Malis, Tero Erkki Kivisaari and Karin Eliasson were each individually released.
2. Agenda item pertaining to "removing one or more than one of the members of the Board of Directors and election of new members in lieu of those removed; and determination of their remuneration" was not put to the vote as per the opinion of the Government Commissioners, based on the reason that the agenda item does not comply with the decree law No: 654 dated October 11, 2011 and Capital Market Board's communiqué Serial: IV, No:54 pertaining to "Determination and Implementation of Corporate Governance Principles".
3. Since the Balance Sheet and Profits/Loss statements relating to fiscal year 2010 were not approved, the Board of Directors' recommendation to distribute a dividend of 75% from the fiscal year 2010 profits was not put to the vote.

The shareholders, who were present, expressed the wish that the Board of Directors implement the legislation, dated October 11, 2011 with regards to corporate governance principles as soon as possible.

www.turkcell.com.tr

ABOUT TURKCELL

Turkcell is the leading communications and technology company in Turkey with 34.1 million subscribers and a market share of approximately 54% as of June 30, 2011 (Source: Operator's announcements and excluding the impact of the change in prepaid churn periods in Q2 2011). Turkcell is a leading regional player, with market leadership in five of the nine countries in which it operates with its approximately 61.7 million subscribers as of June 30, 2011. The company covers approximately 85% of the Turkish

population through its 3G and 99.07% through its 2G technology supported network. It has become one of the first among the global operators to have implemented HSDPA+ and achieved a 42.2 Mbps speed using the HSPA multi carrier solution. Turkcell reported a TRY2.3 billion (US\$1.5 billion) net revenue with total assets of TRY15.5 billion (US\$9.5 billion) as of June 30, 2011. It has been listed on the NYSE and the ISE since July 2000, and is the only NYSE-listed company in Turkey.

Read more at www.turkcell.com.tr

For further information please contact Turkcell

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SIGNATURES

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

TURKCELL ILETISIM HIZMETLERI A.S.

Date: October 13, 2011

By: /s/Koray Öztürkler
Name: Koray Öztürkler
Title: Chief Corporate Affairs Officer

TURKCELL ILETISIM HIZMETLERI A.S.

Date: October 13, 2011

By: /s/Nihat Narin
Name: Nihat Narin
Title: Investor & Int. Media Relations – Division Head