

TELECOM ARGENTINA SA  
Form 20-F/A  
June 30, 2005

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

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**FORM 20-F/A**

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the fiscal year ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-13464

**TELECOM ARGENTINA S.A.**

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(Exact name of Registrant as specified in its charter)

**Republic of Argentina**

(Jurisdiction of incorporation or organization)

**Alicia Moreau de Justo 50**

**(C1107AAB) - Buenos Aires**

**Argentina**

(Address of principal executive offices)

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
<b>American Depositary Shares, representing Class B Ordinary Shares Class B Ordinary Shares, nominal value P\$1.00 per share</b>	<b>New York Stock Exchange  New York Stock Exchange*</b>

\* Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

**Securities registered or to be registered pursuant to Section 12(g) of the Act: None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

Class A Ordinary Shares, nominal value P\$1.00 each	502,034,299
Class B Ordinary Shares, nominal value P\$1.00 each	436,323,992
Class C Ordinary Shares, nominal value P\$1.00 each	46,022,687

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

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**EXPLANATORY NOTE**

The purpose of this amendment to the Annual Report on Form 20-F for the year ended December 31, 2004 filed by Telecom Argentina S.A. ( Telecom Argentina ) on June 29, 2005 (the 2004 Form 20-F ) is to:

Include Exhibit 2.1, *Acuerdo Preventivo Extrajudicial* Agreement dated as of August 23, 2004.

**Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any Item of the 2004 20-F or reflect any events that have occurred after the 2004 Form 20-F was filed.**

**ITEM 19. EXHIBITS**

*Exhibits:*

- 1.1 *Estatutos* (bylaws) of Telecom, as amended, which include its corporate charter (incorporated by reference to Exhibit 3.1 to Telecom's registration statement on Form F-1 (No. 333-111790)).
- 1.2 *Estatutos* (bylaws) of Telecom, as amended, which include its corporate charter (English translation) (incorporated by reference to Exhibit 3.2 to Telecom's registration statement on Form F-1 (No. 333-111790)).
- 2.1 *Acuerdo Preventivo Extrajudicial* Agreement dated as of August 23, 2004.
- 2.2 Indenture between Telecom and Morgan Guaranty Trust Company of New York, as trustee, dated September 1, 1994, together with First through Fifth Supplemental Indentures thereto (incorporated by reference to Exhibit 4.2 to Telecom's registration statement on Form F-3 (No. 333-11822)).\*
- 2.3 Indenture between Telecom and First Trust of New York, National Association, as trustee, dated November 15, 1995, as amended (incorporated by reference to Exhibit 4.1 to Telecom's registration statement on Form F-1 (No. 33-98258) filed on October 17, 1995).\*
- 2.4 Indenture between Telecom and First Trust of New York, National Association, as trustee, dated as of March 8, 2000 (incorporated by reference to Exhibit 4.4 to Telecom's registration statement on Form F-3 (No. 333-11822)).\*
- 2.5 Indenture between Telecom and First Trust of New York, National Association, as trustee, dated as of April 25, 1997, together with Supplemental Indentures thereto (incorporated by reference to Exhibit 2.5 to Telecom's Annual Report on Form 20-F for 2001).\*
- 2.6 First Supplemental Indenture dated October 3, 2001 to the Indenture dated as of March 8, 2000 between Telecom and First Trust of New York, National Association, as trustee (incorporated by reference to Exhibit 2.6 to Telecom's Annual Report on Form 20-F for 2001).\*
- 2.7 Sixth Supplemental Indenture dated as of May 3, 2002 to the Indenture dated as of September 1, 1994 between Telecom and First Trust of New York National Association, as trustee (incorporated by reference to Exhibit 2.7 to Telecom's Annual Report on Form 20-F for 2001).\*
- 2.8 Form of Telecom Argentina Indenture for New Notes to be issued in connection with the APE (incorporated by reference to Exhibit 3.1 to Telecom's registration statement on Form F-1 (No. 333-111790)).
- 4.1 Deposit Agreement, dated November 8, 1994, as amended (incorporated by reference to Telecom's registration statement on Form F-6 (No. 333-86048)).
- 8.1 List of Subsidiaries (previously filed).
- 11.1 Code of Business Conduct and Ethics of Telecom (previously filed).
- 11.2 Code of Business Conduct and Ethics of Telecom (English translation) (previously filed).
- 12.1 Certification of Carlos Felices of Telecom Argentina S.A. pursuant to Exchange Act Rule 13a-14(a).
- 12.2 Certification of Valerio Cavallo of Telecom Argentina S.A. pursuant to Exchange Act Rule 13a-14(a).
- 13.1 Certification of Carlos Felices and Valerio Cavallo pursuant to Exchange Act Rule 13a-14(b).
- 15.1 Shareholders' Agreement between Telecom Italia International, N.V. and W de Argentina Inversiones S.L., dated September 9, 2003 (incorporated by reference to Exhibit 4.3 to Nortel's Annual Report on Form 20-F for 2003).

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\* Upon completion of the proposed debt restructuring pursuant to the APE, the indebtedness outstanding under the Indentures filed as exhibits 2.2, 2.7 will be extinguished as a matter of Argentine law. The notes to be issued pursuant to the APE will be issued pursuant to an indenture in the form of Exhibit 2.8.

**SIGNATURE**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Telecom Argentina S.A.

By: /s/ Valerio Cavallo  
Name: **Valerio Cavallo**  
Title: **Chief Financial Officer**

Dated: June 30, 2005