

TURKCELL ILETISIM HIZMETLERI A S
Form F-6 POS
April 18, 2005

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As filed with the U.S. Securities and Exchange Commission on April 15, 2005

Registration No. 333-120618

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

For Depository Shares Evidenced by American Depositary Receipts

TURKCELL ILETISIM HIZMETLERI A.S.

(Exact name of issuer of deposited securities as specified in its charter)

Turkcell

(Translation of issuer's name into English)

Turkey

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004

Telephone (212) 623-0636

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

CT Corporation System

111 Eighth Avenue, 13th Floor

New York, New York 10011

Phone: (212) 894-8940

(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates LLP

570 Lexington Avenue, 44th Floor

New York, New York 10022

(212) 319-7600

It is proposed that this filing become effective under Rule 466

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ý immediately upon filing

o on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box. o

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit(1) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|--|--------------------------------|---|---|-----------------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing two and one-half shares of Turkcell Iletisim Hizmetleri A.S. | N/A | N/A | N/A | N/A |

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-12172.

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Amendment No. 2 to Deposit Agreement included as Exhibit (a)(3) to this Post-Effective Amendment No. 1 to Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|---|
| (1) Name and address of Depositary | Introductory paragraph |
| (2) Title of American Depositary Receipts and identity of deposited Face of American Depositary Receipt, top center securities | |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (13) |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts | Paragraph (3) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (4), and (5) |
| (x) Limitation upon the liability of the Depositary | Paragraph (14) |
| (3) Fees and Charges | Paragraphs (7) |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--------------------------------|---|
| (b) | to the Paragraph (8) |

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| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--------------------------------|---|
| | <p>Statement that Turkcell Iletisim Hizmetleri A.S is subject periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Commission, an that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C.</p> |

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1)**Form of Deposit Agreement.** Form of Deposit Agreement among Turkcell Iletisim Hizmetleri A.S., JPMorgan Chase Bank, N.A. (fka Morgan Guaranty Trust Company of New York), as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as Exhibit (a) (1) to Registration Statement No. 333-12172 which is incorporated herein by reference.
- (a)(2)**Form of Amendment No. 1 to Deposit Agreement.** Form of Amendment to Deposit Agreement. Previously filed as Exhibit (a) (2) to. Registration Statement No. 333-12172 which is incorporated herein by reference.
- (a)(3)**Form of Amendment No. 2 to Deposit Agreement.** Form of Amendment No. 2 to Deposit Agreement is filed herewith as Exhibit (a)(3).
- (b)**Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.
- (c)**Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d)**Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Previously filed as Exhibit (d) to Registration Statement No. 333-120618.
- (e)**Certification under Rule 466.** Filed herewith as Exhibit (e).
- (f)**Power of Attorney.** Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a)The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b)If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on April 15, 2005.

Legal entity created by the form of Deposit Agreement for the issuance of
ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ JOSEPH M. LEINHAUSER

Name: Joseph M. Leinhauser

Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Turkcell Iletisim Hizmetleri A.S. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on April 15, 2005.

Turkcell Iletisim Hizmetleri A.S.

By: /s/ MUZAFFER AKPINAR

Name: Muzaffer Akpinar
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment on Form F-6 has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|-----------------------------|------------------------------------|----------------|
| /s/ MEHMET EMIN KARAMEHMET* | Chairman of the Board of Directors | April 15, 2005 |
| Mehmet Emin Karamehmet | | |
| Muzaffer Akpinar | Chief Executive Officer | April 15, 2005 |
| /s/ EKREM TOKAY* | Chief Financial Officer | April 15, 2005 |
| Ekrem Tokay | | |
| Erdal Asim Durukam | Member of the Board of Directors | April 15, 2005 |
| /s/ OSMAN BERKMEN* | Member of the Board of Directors | April 15, 2005 |
| Osman Berkmen | | |
| /s/ ESKO JUHANI RYKONEN* | Member of the Board of Directors | April 15, 2005 |
| Esko Juhani Rykonen | | |
| /s/ MURAT VARGI* | Member of the Board of Directors | April 15, 2005 |
| Murat Vargi | | |
| Kim Juhani Ignatius | Member of the Board of Directors | April 15, 2005 |

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Gary Steven Browning

Member of the Board of Directors

April 15, 2005

/s/ DONALD J. PUGLISI*

Puglisi & Associates

By: Donald J. Puglisi

Authorized Representative in the United States

April 15, 2005

*By:

/s/ MUZAFFER AKPINAR

Name: Muzaffer Akpinar

Title: Power-of-Attorney

INDEX TO EXHIBITS

**Exhibit
Number**

**Sequentially
Numbered Page**

(a)(3) Form of Amendment No. 2 to Deposit Agreement

(e) Rule 466 Certification

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PART I INFORMATION REQUIRED IN PROSPECTUS

CROSS REFERENCE SHEET

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

SIGNATURE

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