

PHILIPPINE LONG DISTANCE TELEPHONE CO
Form SC 13D/A
February 01, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

RULE 13d-2(a)

(Amendment No. 7)*

Philippine Long Distance Telephone Company

(Name of Issuer)

Common Capital Stock, 5 Philippine Pesos par value

(Title of Class of Securities)

718252109

(CUSIP Number)

Toshinari Kunieda

Senior Vice President-Managing Director-Global Business Department

NTT DoCoMo, Inc.

Sanno Park Tower

11-1, Nagata-cho 2-chome

Chiyoda-ku, Tokyo 100-6150

Japan

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 30, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §§ 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page. The information required on 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).

1 NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

NTT DoCoMo, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

JAPAN

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

39,107,300

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

39,107,300

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,107,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.7%

14 TYPE OF REPORTING PERSON

CO

This Amendment No. 7 (this **Amendment No. 7**) amends the Schedule 13D (the **Schedule 13D**) filed with the Securities and Exchange Commission (the **SEC**) on February 10, 2006, as amended by Amendment No. 1 thereto filed with the SEC on April 18, 2007, Amendment No. 2 thereto filed with the SEC on June 28, 2007, Amendment No. 3 thereto filed with the SEC on August 1, 2007, Amendment No. 4 thereto filed with the SEC on August 27, 2007, Amendment No. 5 thereto filed with the SEC on November 2, 2007 and Amendment No. 6 thereto filed with the SEC on December 26, 2007, relating to the common capital stock, par value five Philippine Pesos (**Php**) per share (the **Common Shares**), of Philippine Long Distance Telephone Company, a corporation organized under the laws of the Philippines (the **Company** or **PLDT**). Unless specifically amended hereby, the disclosures set forth in the Schedule 13D (as amended) remain unchanged.

All capitalized terms used, but not defined, in this Amendment No. 7 are defined in the Schedule 13D (as amended). The summary descriptions (if any) contained herein of certain agreements and documents are qualified in their entirety by reference to the complete text of such agreements and documents filed as Exhibits hereto or incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended by adding the following paragraph:

From January 4, 2007 through January 30, 2008, DoCoMo made open market purchases of Common Shares through the Philippine Stock Exchange and American Depositary Shares representing Common Shares through the New York Stock Exchange. Through these open market purchases, DoCoMo has acquired 2,046,191 shares (including 1,267,301 shares represented by American Depositary Shares) (the **Seventh Additional DoCoMo PLDT Shares**) representing approximately 1.1% of the outstanding capital stock of PLDT. All of the funds used to pay for the Seventh Additional DoCoMo PLDT Shares were from DoCoMo's available cash resources.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding the following paragraphs:

DoCoMo is acquiring the Seventh Additional DoCoMo PLDT Shares for the same purposes as those described in this Item 4 with respect to its acquisition of the DoCoMo PLDT Shares.

Upon the acquisition of the Seventh Additional DoCoMo PLDT Shares, DoCoMo beneficially owns, in the aggregate, approximately 20.7%, of which DoCoMo directly owns approximately 14.0%, of the voting power attached to the outstanding Common Shares.

Following the acquisition of the Seventh Additional DoCoMo PLDT Shares, if DoCoMo deems market and other conditions as favorable, or if it otherwise decides, DoCoMo may increase its ownership of the Company's equity securities through open market purchases, negotiated purchases, or other transactions, up to the limitation of 21% of the Common Shares issued and outstanding as described in this Item 4. However, if DoCoMo does not deem market and other conditions as favorable or if it otherwise decides, it may not do so.

Item 5. Interest in Securities of the Issuer

Paragraphs (a) and (b) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) By virtue of NTT's ownership of all of the outstanding capital stock of NTTC and a majority of the common stock of DoCoMo and the terms of the Stock Sale and Purchase Agreement (applicable to the DoCoMo PLDT Shares) and the Co-Operation Agreement (applicable to the DoCoMo PLDT Shares, the Additional DoCoMo PLDT Shares and the Second Additional DoCoMo PLDT Shares), NTT, NTTC and DoCoMo constitute a group within the meaning of section 13(d)(3) of the Securities Exchange Act of 1934 and therefore, DoCoMo may be deemed to have acquired beneficial ownership of the 39,107,300 Common Shares, in aggregate, beneficially held by NTTC and DoCoMo, of which DoCoMo directly owns 26,473,813 Common Shares. Given the terms of the Shareholders Agreement and the Co-Operation Agreement (as described in the Schedule 13D), NTTC and DoCoMo and the other parties to the Strategic Agreement, the Shareholders Agreement and the Co-Operation Agreement might be deemed to constitute a group. However, DoCoMo disclaims that it has agreed to act as a group with any parties to the Strategic Agreement, the Shareholders Agreement or the Co-Operation Agreement other than NTTC (other than to the extent provided in the Shareholders Agreement and the Co-Operation Agreement) and DoCoMo disclaims beneficial ownership of the Common Shares other than the amounts of shares reported herein.

(b) As the registered owner, DoCoMo has the shared power to vote or dispose or to direct the vote or disposition of the 39,107,300 Common Shares beneficially owned by NTTC and DoCoMo, of which DoCoMo directly owns 26,473,813 Common Shares. By virtue of its ownership of a majority of the issued and outstanding capital stock of DoCoMo, NTT has the power to direct the voting or disposition of the Common Shares beneficially owned by DoCoMo.

Paragraph (c) of Item 5 of the Schedule 13D is hereby amended by adding the following paragraphs:

(c) As of the filing date of this Amendment No. 7, except for the acquisition of the Sixth Additional DoCoMo PLDT Shares and the Seventh Additional DoCoMo PLDT Shares as described in Item 3, neither DoCoMo, nor to its knowledge, any of its directors or executive officers has effected any transaction in the Common Shares during the past sixty days. The following table sets forth, for the open market purchases by DoCoMo described in Item 3, the dates of such open market purchases, the numbers of Seventh Additional DoCoMo PLDT Shares purchased, the prices per share (rounded to the nearest one U.S. cent or one Philippine centavo) of such purchases and the exchange through which such open market purchases were effected (the open market purchases made through the New York Stock Exchange were for American Depositary Shares of PLDT, each representing one Common Share):

Date of Purchase	Number of Shares Purchased	Price per share	Exchange
Seventh Additional DoCoMo PLDT Shares:			
01/04/2008	63,299	US\$ 73.19	New York Stock Exchange
01/07/2008	11,410	PhP 3,000.00	Philippine Stock Exchange
01/08/2008	49,325	US\$ 73.60	New York Stock Exchange
01/09/2008	42,062	US\$ 73.90	New York Stock Exchange
01/15/2008	67,456	US\$ 73.88	New York Stock Exchange
01/16/2008	72,340	PhP 2,994.41	Philippine Stock Exchange
01/16/2008	107,429	US\$ 72.79	New York Stock Exchange
01/17/2008	73,110	PhP 2,928.09	Philippine Stock Exchange
01/17/2008	109,267	US\$ 70.73	New York Stock Exchange
01/18/2008	66,310	PhP 2,822.92	Philippine Stock Exchange
01/22/2008	76,070	PhP 2,613.81	Philippine Stock Exchange
01/22/2008	111,558	US\$ 65.20	New York Stock Exchange
01/23/2008	76,590	PhP 2,622.45	Philippine Stock Exchange
01/23/2008	113,861	US\$ 63.40	New York Stock Exchange
01/24/2008	78,950	PhP 2,680.06	Philippine Stock Exchange
01/24/2008	118,094	US\$ 67.46	New York Stock Exchange
01/25/2008	80,230	PhP 2,800.70	Philippine Stock Exchange
01/25/2008	120,531	US\$ 68.33	New York Stock Exchange
01/28/2008	80,890	PhP 2,767.60	Philippine Stock Exchange
01/28/2008	120,403	US\$ 69.59	New York Stock Exchange
01/29/2008	81,410	PhP 2,809.50	Philippine Stock Exchange
01/29/2008	120,732	US\$ 71.77	New York Stock Exchange
01/30/2008	81,580	PhP 2,917.18	Philippine Stock Exchange
01/30/2008	123,284	US\$ 73.63	New York Stock Exchange

Edgar Filing: PHILIPPINE LONG DISTANCE TELEPHONE CO - Form SC 13D/A

The aggregate purchase price for the open market purchases through the Philippine Stock Exchange was Php 2,178,659,329.57 for the Seventh Additional DoCoMo PLDT Shares. The aggregate purchase price for the open market purchases through the New York Stock Exchange was US\$ 88,718,941.20 for the Seventh Additional DoCoMo PLDT Shares.

- ii -

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Section C of Item 6 of the Schedule 13D is hereby amended and restated as follows:

On March 24, 2000, PLDT entered into registration rights agreements with each of NTTC and the FPC Group in connection with the registration of their Common Shares (the NTTC registration rights agreement is referred to herein as the **Registration Rights Agreement**). A copy of the Registration Rights Agreement among PLDT, NTT-UK and NTTC was filed as Exhibit 6 to the Schedule 13D of NTTC filed with the SEC on March 24, 2000. On January 31, 2008, PLDT, NTTC and DoCoMo entered into an amendment to the Registration Rights Agreement (referred to herein as the **RRA Amendment** and, together with the Registration Rights Agreement, the **Registration Rights Agreement (as amended)**), a copy of which is filed as Exhibit 8 hereto. Any description contained in this Item 6 relating to the Registration Rights Agreement, the RRA Amendment or the Registration Rights Agreement (as amended) does not purport to be complete and is qualified in its entirety by reference to the Registration Rights Agreement filed as Exhibit 6 to the Schedule 13D and the RRA Amendment filed as Exhibit 8 hereto, each of which is incorporated by reference herein.

The Registration Rights Agreement (as amended) includes DoCoMo as a party thereto in order that DoCoMo might exercise certain rights as a holder of Common Shares, independently from NTTC. DoCoMo's rights under the Registration Rights Agreement (as amended) are only exercisable after the third anniversary of the Effective Date of the Co-Operation Agreement, or at such earlier time when the lock-up obligation under Clause 9.2.1 of the Co-Operation Agreement has been terminated pursuant to Clause 9.2.2 thereof.

The Registration Rights Agreement (as amended) provides that NTTC and DoCoMo together are entitled to six demand registrations in the aggregate and unlimited piggy-back registration rights with respect to the Common Shares held by NTTC and DoCoMo, subject to the rights of PLDT to delay or suspend registration upon the occurrence of certain events and certain holdback agreements and certain other provisions in the Registration Rights Agreement (as amended). Subject to certain provisions in the Registration Rights Agreement (as amended), each of NTTC and DoCoMo is entitled to two of the six total demand registrations, and either NTTC or DoCoMo is entitled to require either or both of the remaining two demand registrations. PLDT is responsible for the fees and expenses in connection with three of the demand registrations, one demand registration each by NTTC and DoCoMo and one demand registration by either NTTC or DoCoMo.

Pursuant to the Stock Sale and Purchase Agreement, NTTC and DoCoMo have agreed to use good faith efforts to negotiate their respective exercise of any rights under the Registration Rights Agreement (as amended) pursuant to the Co-Operation Agreement, taking into account the respective interests of NTTC and DoCoMo.

Upon and after the completion of the Transfer, NTTC and DoCoMo have agreed, pursuant to the Co-Operation Agreement, to negotiate in good faith any rights under the Registration Rights Agreement (as amended) and the timing of exercising such rights.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by adding the following exhibit:

Exhibit No.	Exhibit Name
8	Amendment to Registration Rights Agreement dated January 31, 2008, by and among PLDT, NTTC and DoCoMo.

- iv -

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2008

NTT DoCoMo, Inc.

By: /s/ Masayuki Hirata

Name: Masayuki Hirata

Title: Senior Executive Vice President and Chief
Financial Officer