

TURKCELL ILETISIM HIZMETLERI A S
Form 6-K
March 07, 2013

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 March 7, 2013

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 E

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 E

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 E

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 March 7, 2013 announcing the acquisition of the Deksarnet shares by Turkcell Superonline.

March 07, 2013

ACQUISITION OF THE SHARES OF DEKSARNET
BY TURKCELL SUPERONLINE

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

Istanbul Stock Exchange

ISTANBUL

Special Subjects:

Our Company's 100% owned subsidiaries Superonline Iletisim Hizmetleri A.S. ("Turkcell Superonline") and one other group company have signed a share purchase agreement in regards to the acquisition of all of the shares Deksarnet Telekomunikasyon A.S. ("Deksarnet") which is an affiliate of Vestel Elektronik San. ve Tic. A.S. Group.

The enterprise value is determined as USD1,750,000 based on the studies undertaken by our Company. The transfer of shares should take place following the approvals received from related authorities. As per the share purchase agreement, the purchase price would be determined based on the balance sheet at the closing day and payment will be made in 12 equal installments.

Deksarnet provides all types of telecommunication services and builds and operates related infrastructures. Turkcell Superonline aims to further strengthen its fixed broadband network with satellite communication infrastructure through this acquisition.

There is not any direct or indirect management, supervisory and ownership relationship between the Seller and our Company.

Date of the Board of Directors' decision regarding the acquisition 27.06.2012 and 05.11.2012

| | | |
|---------------------------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the acquired financial asset | : | Deksarnet Telekomunikasyon A.Ş |
| Field of activity of the acquired financial asset | : | Carrying out activities in relation to provision of all types of telecommunication services, building and operating infrastructures for the provision of these services |
| Capital of the acquired financial asset | : | TRY11,600,000 |
| The acquisition method for financial asset | : | Acquisition |
| Date of the completion of the transaction | : | Completion is subject to the approvals from the Information and Communication Technologies Authority and The Competition Board |

Conditions of the acquisition : As per the Share Purchase Agreement; the enterprise value is determined as US\$ 1,750,000 based on the studies undertaken by our Company, while the purchase price would be determined based on the balance sheet at the closing day and payment will be made in 12 equal installments.

1

| | | |
|-----------------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------|
| Nominal value of acquired shares | : | TRY 11,600,000 |
| Purchase price per share | : | Should be evaluated within the framework of the above mentioned purchase conditions. |
| Total amount | : | Should be evaluated within the framework of the above mentioned purchase conditions. |
| The ratio of acquired shares to financial asset (%) | : | 100% |
| Shareholding in the financial asset after acquisition (%) | : | 100% |
| The ratio of acquired voting rights to the total voting rights of financial asset (%) | : | 100% |
| The ratio of the acquired financial asset to the total assets in its last consolidated financial statements (%) | : | 0.02% |
| The impact on the operations of the Parent Company | : | Synergy and optimization to be created by the acquisition |
| Any obligation of a tender offer | : | No |
| In case of a tender offer, any application of an exemption | : | No |
| Seller company | : | All shares of Vestel Elektronik San ve Tic AS, Ahmet Nazif Zorlu, Olgun Zorlu, Zülal Zorlu, Mehmet Emre Zorlu, Mümin Cengiz Ultav |
| Nature of relationship with the seller company | : | No related party relationship |
| The valuation method of the financial asset | : | Discounted cash flow method has been applied by our Company to the value adding businesses. |
| Is there any valuation report? | : | No |
| If there is not any valuation report, why? | : | This is not a related party transaction. |
| The amount indicated in the valuation report | : | - |
| If the transaction is not undertaken in accordance with the results in the valuation report, why? | : | - |

TURKCELL ILETISIM HIZMETLERI A.S.

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For further information please e-mail to investor.relations@turkcell.com.tr
or call Turkcell Investor Relations (+ 90 212 313 1888)

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2

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: March 7, 2013

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

TURKCELL ILETISIM HIZMETLERI A.S.

Date: March 7, 2013

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