

GOLDEN TELECOM INC  
Form 8-K/A  
December 28, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 15, 2006

Golden Telecom, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-27423

51-0391303

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

Rep. Office Golden TeleServices, Inc., 1  
Kozhevnichecky Proezd, Moscow, Russia,

115114

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(011-7-501) 797-9300

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 20, 2006, Golden Telecom, Inc. (the "Company") filed a Form 8-K disclosing, among other things, that SMFT-CIS, Inc., a wholly-owned subsidiary of the Company, entered into a Memorandum of Understanding with Dawn Key Limited ("Dawn Key") to acquire a 51% ownership interest in ZAO Cortec and its subsidiaries (together "Corbina"). In that Form 8-K the Company reported that Dawn Key would receive \$10.0 million in cash and would be issued Company common stock such that Dawn Key will hold 8% of the outstanding common shares of Company immediately following the closing. That was incorrect. The consideration will be paid to Inure Enterprises Ltd., Dawn Key's 71.11% owned subsidiary and the 99% owner of Corbina.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*December 27, 2006*

Golden Telecom, Inc.

By: */s/ Boris Svetlichny*

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*Name: Boris Svetlichny*

*Title: Senior Vice-President, Chief Financial Officer and  
Treasurer*