

OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS

Form 6-K

June 19, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the month of June 2008**

**Commission File Number 1-14522**

**Open Joint Stock Company Vimpel-Communications**

**(Translation of registrant's name into English)**

**10 Ulitsa 8-Marta, Building 14, Moscow, Russian Federation 127083**

**(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

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): \_\_\_\_\_.

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): \_\_\_\_\_.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant 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-\_\_\_\_\_ .

**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, thereunto duly authorized.

OPEN JOINT STOCK COMPANY

VIMPEL-COMMUNICATIONS

(Registrant)

Date: June 19, 2008

By: /s/ Alexander V. Izosimov

Name: Alexander V. Izosimov

Title: Chief Executive Officer and General Director

**REPORT ON THE RESULTS OF THE VOTE**

**of the Annual General Shareholders Meeting**

**of Open Joint Stock Company Vimpel-Communications**

**10 Ulitsa 8 Marta, bldg. 14, Moscow, 127083, Russian Federation**

**(Protocol No. 41 of June 10, 2008)**

The Annual General Shareholders Meeting (hereinafter, the Annual General Meeting or the Meeting ) of Open Joint Stock Company Vimpel-Communications (hereinafter, VimpelCom or the Company ) was held on June 9, 2008 by the decision of the Board of Directors of the Company made on April 16, 2008.

The Annual General Meeting was conducted in the form of a meeting (voting may be effected by sending completed voting ballots to VimpelCom).

The Meeting was held at 4, Krasno proletarskaya Ulitsa, Moscow, Russian Federation.

The total number of votes cast by the shareholders that participated in the Meeting was 48 121 240 constituting 83.39% of the total number of voting shares.

The Meeting had a quorum.

Chairman of the Meeting Chairman of the Board of Directors Mr. David J. Haines.

Secretary of the Meeting Secretary of the Board of Directors Mr. Jeffrey D. McGhie.

The agenda of the Meeting:

1. Approval of the 2007 VimpelCom Annual Report prepared in accordance with Russian law;
2. Approval of VimpelCom s unconsolidated accounting statements, including Profit and Loss Statement for 2007 (prepared in accordance with Russian statutory accounting principles);
3. Allocation of profits and losses resulting from 2007 financial year operations including adoption of the decision (declaration) on payment of dividends on the financial year results;
4. Election of the Board of Directors;
5. Election of the Audit Commission;
6. Approval of external auditors;
7. Approval of a change in the compensation of the members of the Board of Directors;

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8. Approval of reorganization of VimpelCom through the statutory merger of certain of its subsidiaries into VimpelCom and of the Merger Agreements;

9. Approval of the amendments to the Charter of VimpelCom.

The following decisions were made by the Meeting on each agenda Item:

**Item No. 1: Approval of the 2007 VimpelCom Annual Report prepared in accordance with Russian law**

The results of the vote on the first item:

The number of votes in respect of this Item held by persons included in the list of those entitled to participate in the Meeting is 57 707 622.

The number of votes held by persons who participated in the Meeting is 48 121 240.

Quorum on the item put for voting was present.

The number of votes cast in favor of each voting option on this Item:

**For**  
**47 754 989**

**Against**  
**14 563**

**Abstained**  
**350 844**

The decision taken:

To approve the 2007 VimpelCom Annual Report prepared in accordance with Russian law.

**Item No. 2: Approval of VimpelCom s unconsolidated accounting statements, including Profit and Loss Statement for 2007 (prepared in accordance with Russian statutory accounting principles)**

The results of the vote on the second item:

The number of votes in respect of this Item held by persons included in the list of those entitled to participate in the Meeting is 57 707 622.

The number of votes held by persons who participated in the Meeting is 48 121 240.

Quorum on the item put for voting was present.

The number of votes cast in favor of each voting option on this Item:

**For**  
**47 752 711**

**Against**  
**14 512**

**Abstained**  
**352 967**

The decision taken:

To approve VimpelCom s 2007 unconsolidated accounting statements, including Profit and Loss Statement (prepared in accordance with Russian statutory accounting principles) audited by Rosexpertiza, LLC.

**Item No. 3: Allocation of profits and losses resulting from 2007 financial year operations including adoption of the decision (declaration) on payment of dividends on the financial year results**

The results of the vote on the third item:

The number of votes in respect of this Item held by persons included in the list of those entitled to participate in the Meeting is 57 707 622.

The number of votes held by persons who participated in the Meeting is 48 121 240.

Quorum on the item put for voting was present.

The number of votes cast in favor of each voting option on this Item:

|                                 |                                 |                                   |
|---------------------------------|---------------------------------|-----------------------------------|
| <b>For</b><br><b>48 095 512</b> | <b>Against</b><br><b>13 560</b> | <b>Abstained</b><br><b>11 226</b> |
|---------------------------------|---------------------------------|-----------------------------------|

The decision taken:

To pay in cash annual dividends to holders of common registered shares based on 2007 results in the amount of 270.01 rubles per share (for a total of 13,846,388,750.22 rubles for all common registered shares in the aggregate) within 60 days from the date of adoption of the relevant decision; and to pay in cash annual dividends to holders of preferred registered shares of type A based on 2007 results in the amount of 0.1 kopeck per preferred share within 60 days from the date of the adoption of this decision; and to invest the remaining profits resulting from 2007 operating results (after payment of dividends) into the business.

**Item No. 4: Election of the Board of Directors**

The results of the vote on the fourth item:

Note: Cumulative voting procedure.

The number of cumulative votes in respect of this Item held by persons included in the list of those entitled to participate in the Meeting is 519 368 598.

The number of cumulative votes held by persons who participated in the Meeting is 433 091 160.

Quorum on the item put for voting was present.

| Name of nominee proposed to be elected to the Board of Directors | Number of votes cast for each nominee |
|--|---------------------------------------|
| 1. David J. Haines   | <b>13 109 804</b>                     |
| 2. Mikhail M. Fridman  | <b>47 540 524</b>                     |
| 3. Kjell-Morten Johnsen  | <b>42 932 348</b>                     |
| 4. Hans Peter Kohlhammer   | <b>42 639 862</b>                     |
| 5. Jo O. Lunder  | <b>54 782 161</b>                     |
| 6. Oleg A. Malis   | <b>47 464 307</b>                     |
| 7. Leonid R. Novoselsky  | <b>44 005 222</b>                     |
| 8. Alexey M. Reznikovich   | <b>47 531 463</b>                     |
| 9. Ole Bjorn Sjulstad  | <b>42 932 777</b>                     |
| 10. Jan Edvard Thygesen  | <b>42 932 348</b>                     |

Number of votes recognized to be invalid and not counted in the results of voting on this Item is 0.

The decision taken:

To elect the following members to the Board of Directors: Jo O. Lunder, Mikhail M. Fridman, Alexey M. Reznikovich, Oleg A. Malis, Leonid R. Novoselsky, Ole Bjorn Sjulstad, Jan Edvard Thygesen, Kjell Morten Johnsen, Hans Peter Kohlhammer.

**Item No. 5: Election of the Audit Commission**

The results of the vote on the fifth item:

The number of votes in respect of this Item held by persons included in the list of those entitled to participate in the Meeting is 57 707 622.

The number of votes held by persons who participated in the Meeting is 48 121 240.

Quorum on the item put for voting was present.

The number of votes cast in favor of each voting option on this Item:

**For**  
**47 952 603**

**Against**  
**156 805**

**Abstained**  
**11 433**

The decision taken:

To elect the following individuals to the Audit Commission: Alexander Gersh, Halvor Bru and Nigel Robinson.

**Item No. 6: Approval of external auditors**

The results of the vote on the sixth item:

The number of votes in respect of this Item held by persons included in the list of those entitled to participate in the Meeting is 57 707 622.

The number of votes held by persons who participated in the Meeting is 48 121 240.

Quorum on the item put for voting was present.

The number of votes cast in favor of each voting option on this Item:

**For**  
**48 096 361**

**Against**  
**13 498**

**Abstained**  
**11 381**

The decision taken:

To approve the firm Ernst & Young (CIS) Ltd. as the auditor of the Company's U.S. GAAP accounts and the firm Rosexpertiza, LLC as the auditor of the Company's accounts prepared in accordance with Russian statutory accounting principles for the term until the annual general meeting of shareholders based on 2008 results.

**Item No. 7: Approval of a change in the compensation of the members of the Board of Directors**

The results of the vote on the seventh item:

The number of votes in respect of this Item held by persons included in the list of those entitled to participate in the Meeting is 57 707 622.

The number of votes held by persons who participated in the Meeting is 48 121 240.



Quorum on the item put for voting was present.

The number of votes cast in favor of each voting option on this Item:

**For**  
**32 738 941**

**Against**  
**15 365 443**

**Abstained**  
**16 571**

The decision taken:

To approve the following changes in the compensation for members of VimpelCom's Board of Directors:

to change the maximum number of phantom American Depositary Shares (ADSs) granted to each non-employee director for each year from 90,000 ADSs to 20,000 ADSs for each non-employee director, plus an additional 10,000 ADSs in each case for serving as Chairman of the Board and for serving as head of any official committee of the Board of Directors, provided that the compensation shall not exceed US\$3.00 per ADS per year for each one-year term served by the director;

to approve all transactions required for the participation of directors in the phantom ADS plan and any changes to such ADS plan required by this decision;

to authorize the Board to work out any changes in the detailed rules for the phantom ADS plan for directors necessitated by this decision, if any, including the rules for calculation and payment of the compensation in accordance with the provisions of this decision;

to establish that this decision shall become effective from the date of its approval by the annual general meeting of shareholders;

to establish that, subject to the changes set forth above, the existing compensation plan for the Board of Directors shall remain as currently constituted; and

to establish that this decision shall apply to all members of the Board, including those elected (re-elected) at this annual general meeting of shareholders, until this decision is canceled or modified by a subsequent decision of the shareholders.

**Item No. 8: Approval of reorganization of VimpelCom through the statutory merger of certain of its subsidiaries into VimpelCom and of the Merger Agreements**

The results of the vote on the eighth item:

The number of votes in respect of this Item held by persons included in the list of those entitled to participate in the Meeting is 57 707 622.

The number of votes held by persons who participated in the Meeting is 48 121 240.

Quorum on the item put for voting was present.

The number of votes cast in favor of each voting option on this Item:

**For**  
**47 889 766**

**Against**  
**115 403**

**Abstained**  
**115 563**

The decision taken:

To approve the reorganization of VimpelCom through the statutory merger of its subsidiaries: Closed Joint Stock Company RTI Service-Communications , Closed Joint Stock Company IMPULS-KB , Closed Joint Stock

Company MSS-start , Closed Joint Stock Company Karatchaev-TcherkesskTeleSot , Closed Joint Stock Company Kabardino-Balkarsky GSM , Closed Joint Stock Company Corporation Severnaya Korona , Closed Joint Stock Company Sakhalin Telecom Mobile (the *Merging Companies* ) into VimpelCom and to approve the Merger Agreements between VimpelCom and each of the Merging Companies.

**Item No. 9: Approval of the amendments to the Charter of VimpelCom**

The results of the vote on the ninth item:

The number of votes in respect of this Item held by persons included in the list of those entitled to participate in the Meeting is 57 707 622.

The number of votes held by persons who participated in the Meeting is 48 121 240.

Quorum on the item put for voting was present.

The number of votes cast in favor of each voting option on this Item:

**For**  
**47 880 197**

**Against**  
**21 012**

**Abstained**  
**219 323**

The decision taken:

1. To amend Article 1.4 of the Charter with the following language:

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company RTI Service-Communications into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company RTI Service-Communications in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company IMPULS-KB into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company IMPULS-KB in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company MSS start into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company MSS start in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company Karatchaev-TcherkesskTeleSot into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company Karatchaev-TcherkesskTeleSot in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company Kabardino-Balkarsky GSM into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company Kabardino-Balkarsky GSM in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company Corporation Severnaya Korona into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company Corporation Severnaya Korona in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company Sakhalin Telecom Mobile into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company Sakhalin Telecom Mobile in accordance with the applicable laws of the Russian Federation.

2. To register the respective amendments to the Charter of VimpelCom with regard to VimpelCom succeeding to all rights and obligations of each of the Merging Companies either separately or together following the state registration of the merger of each respective Merging Company into VimpelCom and after collection of all documents necessary for such registration in accordance with Russian legislation.

In accordance with Art. 56(1) of the Federal Law On Joint Stock Companies ZAO National Registry Company (located at: 6 Veresaeva Str., Moscow 121357) was charged with the functions of the Counting Commission. The following authorized persons are members of the Counting Commission formed by ZAO National Registry Company (Order No. 152 dated June 6, 2008): Gorbov Vladimir Valeryevich (chairman), Nikitin Andrey Nikolaevich (secretary), Smirnov Nikolay Egorovich (member).

Chairman of the Meeting

David J. Haines

Secretary of the Meeting

Jeffrey D. McGhie

June 10, 2008