

VimpelCom Ltd.  
Form SC 13D/A  
December 21, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

**VIMPELCOM LTD.**

(Name of Issuer)

Common Shares, par value US\$0.001 per share

(Title of Class of Securities)

92719A 10 6\*\*

(CUSIP Number)

\*\*CUSIP number of American Depositary Shares listed on the New York Stock Exchange. The Common Shares are not publicly traded.

Bjørn Hogstad  
Telenor ASA  
Snarøyveien 30  
N-1331 Fornebu, Norway  
47-67-89-2547

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)  
December 20, 2010

(Date of Event which Requires Filing  
of this Statement)

Copy to:

Peter O Driscoll  
Orrick, Herrington & Sutcliffe LLP  
107 Cheapside  
London EC2V 6DN  
England  
44-20-7862-4600

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

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 will 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 filed for the purpose of Section 18 of the Securities Exchange of 1934 (the 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).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**



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CUSIP No. 92719A 10 6 (ADSs)

|                                                                                                               |                                                              |  |
|---------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|--|
| <hr/>                                                                                                         |                                                              |  |
| 1. Name of Reporting Person:                                                                                  | I.R.S. Identification Nos. of above persons (entities only): |  |
| Telenor Mobile Communications AS                                                                              | 000-00-0000                                                  |  |
| <hr/>                                                                                                         |                                                              |  |
| 2. Check the Appropriate Box if a Member of a Group (See Instructions):                                       |                                                              |  |
| (a) <input type="radio"/>                                                                                     |                                                              |  |
| (b) <input type="radio"/>                                                                                     |                                                              |  |
| <hr/>                                                                                                         |                                                              |  |
| 3. SEC Use Only:                                                                                              |                                                              |  |
| <hr/>                                                                                                         |                                                              |  |
| 4. Source of Funds (See Instructions):                                                                        |                                                              |  |
| WC                                                                                                            |                                                              |  |
| <hr/>                                                                                                         |                                                              |  |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): <input type="radio"/> |                                                              |  |
| N/A                                                                                                           |                                                              |  |
| <hr/>                                                                                                         |                                                              |  |
| 6. Citizenship or Place of Organization:                                                                      |                                                              |  |
| Norway                                                                                                        |                                                              |  |
| <hr/>                                                                                                         |                                                              |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With                           | 7. Sole Voting Power:                                        |  |
|                                                                                                               | -0-                                                          |  |
|                                                                                                               | <hr/>                                                        |  |
|                                                                                                               | 8. Shared Voting Power:                                      |  |
|                                                                                                               | -0-                                                          |  |
| <hr/>                                                                                                         |                                                              |  |
|                                                                                                               | 9. Sole Dispositive Power:                                   |  |
|                                                                                                               | -0-                                                          |  |
| <hr/>                                                                                                         |                                                              |  |
|                                                                                                               | 10. Shared Dispositive Power:                                |  |
|                                                                                                               | -0-                                                          |  |

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11. Aggregate Amount Beneficially Owned by Each Reporting Person:

-0-

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

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13. Percent of Class Represented by Amount in Row (11):

-0-

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14. Type of Reporting Person (See Instructions):

CO

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CUSIP No. 92719A 10 6 (ADSs)

|                                                                                                               |                                                              |
|---------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| <hr/>                                                                                                         |                                                              |
| 1. Name of Reporting Person:                                                                                  | I.R.S. Identification Nos. of above persons (entities only): |
| Telenor East Holding II AS                                                                                    | 000-00-0000                                                  |
| <hr/>                                                                                                         |                                                              |
| 2. Check the Appropriate Box if a Member of a Group (See Instructions):                                       |                                                              |
| (a) <input type="radio"/>                                                                                     |                                                              |
| (b) <input type="radio"/>                                                                                     |                                                              |
| <hr/>                                                                                                         |                                                              |
| 3. SEC Use Only:                                                                                              |                                                              |
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| 4. Source of Funds (See Instructions):                                                                        |                                                              |
| WC                                                                                                            |                                                              |
| <hr/>                                                                                                         |                                                              |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): <input type="radio"/> |                                                              |
| N/A                                                                                                           |                                                              |
| <hr/>                                                                                                         |                                                              |
| 6. Citizenship or Place of Organization:                                                                      |                                                              |
| Norway                                                                                                        |                                                              |
| <hr/>                                                                                                         |                                                              |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With                           | 7. Sole Voting Power:                                        |
|                                                                                                               | 515,578,840                                                  |
|                                                                                                               | <hr/>                                                        |
|                                                                                                               | 8. Shared Voting Power:                                      |
|                                                                                                               | -0-                                                          |
|                                                                                                               | <hr/>                                                        |
|                                                                                                               | 9. Sole Dispositive Power:                                   |
|                                                                                                               | 515,578,840                                                  |
|                                                                                                               | <hr/>                                                        |
|                                                                                                               | 10. Shared Dispositive Power:                                |
|                                                                                                               | -0-                                                          |

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11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
515,578,840

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):  
o

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13. Percent of Class Represented by Amount in Row (11):  
39.6% of the outstanding Common Shares (36.0% of the outstanding voting shares)

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14. Type of Reporting Person (See Instructions):  
CO

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CUSIP No. 92719A 10 6 (ADSs)

|                                                                                                               |                                                              |
|---------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| <hr/>                                                                                                         |                                                              |
| 1. Name of Reporting Person:                                                                                  | I.R.S. Identification Nos. of above persons (entities only): |
| Tenor East Invest AS                                                                                          | 000-00-0000                                                  |
| <hr/>                                                                                                         |                                                              |
| 2. Check the Appropriate Box if a Member of a Group (See Instructions):                                       |                                                              |
| (a) <input type="radio"/>                                                                                     |                                                              |
| (b) <input type="checkbox"/>                                                                                  |                                                              |
| <hr/>                                                                                                         |                                                              |
| 3. SEC Use Only:                                                                                              |                                                              |
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| 4. Source of Funds (See Instructions):                                                                        |                                                              |
| WC                                                                                                            |                                                              |
| <hr/>                                                                                                         |                                                              |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): <input type="radio"/> |                                                              |
| N/A                                                                                                           |                                                              |
| <hr/>                                                                                                         |                                                              |
| 6. Citizenship or Place of Organization:                                                                      |                                                              |
| Norway                                                                                                        |                                                              |
| <hr/>                                                                                                         |                                                              |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With                           | 7. Sole Voting Power:                                        |
|                                                                                                               | -0-                                                          |
|                                                                                                               | <hr/>                                                        |
|                                                                                                               | 8. Shared Voting Power:                                      |
|                                                                                                               | -0-                                                          |
|                                                                                                               | <hr/>                                                        |
|                                                                                                               | 9. Sole Dispositive Power:                                   |
|                                                                                                               | -0-                                                          |
|                                                                                                               | <hr/>                                                        |
|                                                                                                               | 10. Shared Dispositive Power:                                |
|                                                                                                               | -0-                                                          |

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11. Aggregate Amount Beneficially Owned by Each Reporting Person:

-0-

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

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13. Percent of Class Represented by Amount in Row (11):

-0-

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14. Type of Reporting Person (See Instructions):

CO

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CUSIP No. 92719A 10 6 (ADSs)

|                                                                                                               |                                                              |
|---------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| <hr/>                                                                                                         |                                                              |
| 1. Name of Reporting Person:                                                                                  | I.R.S. Identification Nos. of above persons (entities only): |
| Telenor Mobile Holding AS                                                                                     | 000-00-0000                                                  |
| <hr/>                                                                                                         |                                                              |
| 2. Check the Appropriate Box if a Member of a Group (See Instructions):                                       |                                                              |
| (a) <input type="radio"/>                                                                                     |                                                              |
| (b) <input type="radio"/>                                                                                     |                                                              |
| <hr/>                                                                                                         |                                                              |
| 3. SEC Use Only:                                                                                              |                                                              |
| <hr/>                                                                                                         |                                                              |
| 4. Source of Funds (See Instructions):                                                                        |                                                              |
| N/A                                                                                                           |                                                              |
| <hr/>                                                                                                         |                                                              |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): <input type="radio"/> |                                                              |
| N/A                                                                                                           |                                                              |
| <hr/>                                                                                                         |                                                              |
| 6. Citizenship or Place of Organization:                                                                      |                                                              |
| Norway                                                                                                        |                                                              |
| <hr/>                                                                                                         |                                                              |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With                           | 7. Sole Voting Power:                                        |
|                                                                                                               | 515,578,840 <sup>(1)</sup>                                   |
|                                                                                                               | <hr/>                                                        |
|                                                                                                               | 8. Shared Voting Power:                                      |
|                                                                                                               | -0-                                                          |
|                                                                                                               | <hr/>                                                        |
|                                                                                                               | 9. Sole Dispositive Power:                                   |
|                                                                                                               | 515,578,840 <sup>(1)</sup>                                   |
|                                                                                                               | <hr/>                                                        |
|                                                                                                               | 10. Shared Dispositive Power:                                |
|                                                                                                               | -0-                                                          |

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11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
515,578,840<sup>(1)</sup>

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):  
o

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13. Percent of Class Represented by Amount in Row (11):  
39.6% of the outstanding Common Shares (36.0% of the outstanding voting shares)

---

14. Type of Reporting Person (See Instructions):  
CO, HC

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(1) The Reporting Person disclaims beneficial ownership of all such securities

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CUSIP No. 92719A 10 6 (ADSs)

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|                              |                                                              |
|------------------------------|--------------------------------------------------------------|
| 1. Name of Reporting Person: | I.R.S. Identification Nos. of above persons (entities only): |
| Telenor ASA                  | 98-0387714                                                   |

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2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) ☐

(b) ☐

---

3. SEC Use Only:

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4. Source of Funds (See Instructions):  
WC

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): ☐  
N/A

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6. Citizenship or Place of Organization:  
Norway

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|                     |  |                       |
|---------------------|--|-----------------------|
| Number of<br>Shares |  | 7. Sole Voting Power: |
|                     |  | 515,578,840           |

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|                                  |  |                         |
|----------------------------------|--|-------------------------|
| Beneficially<br>Owned by<br>Each |  | 8. Shared Voting Power: |
| Reporting<br>Person With         |  | -0-                     |

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|  |  |                            |
|--|--|----------------------------|
|  |  | 9. Sole Dispositive Power: |
|  |  | 515,578,840                |

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|  |  |                               |
|--|--|-------------------------------|
|  |  | 10. Shared Dispositive Power: |
|  |  | -0-                           |

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11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
515,578,840

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):  
o

---

13. Percent of Class Represented by Amount in Row (11):  
39.6% of the outstanding Common Shares (36.0% of the outstanding voting shares)

---

14. Type of Reporting Person (See Instructions):  
CO, HC

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Item 2. Identity and Background

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

Item 7. Material to be Filed as Exhibits

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EX-99.1

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**SCHEDULE 13D**

**Item 1. Security and Issuer**

This Amendment No. 3 (this Amendment) to the statement on Schedule 13D (as amended by this Amendment, this Statement) relates to the common shares, par value US\$0.001 per share (the Common Shares), of VimpelCom Ltd., a company organized under the laws of Bermuda. The principal business address of VimpelCom Ltd. is Claude Debussylaan 15, 1082 MC, Amsterdam, the Netherlands, and its business telephone number is +31 20 301 2240.

Except as provided herein, this Amendment does not modify any of the information previously reported in this Statement.

**Item 2. Identity and Background**

This Statement is being filed jointly by Telenor Mobile Communications AS (referred to herein as Telenor Mobile), Telenor East Invest AS (referred to herein as Telenor East), Telenor East Holding II AS (referred to herein as Telenor East Holding), Telenor Mobile Holding AS (referred to herein as Telenor Mobile Holding) and Telenor ASA (collectively, the Reporting Persons). The agreement between the Reporting Persons relating to the joint filing of this Statement is attached as Exhibit 99.1 hereto.

**TELENOR MOBILE COMMUNICATIONS AS**

- (a) Telenor Mobile Communications AS, a corporation formed under the laws of Norway.
- (b) Snarøyveien 30  
N 1331 Fornebu  
Norway
- (c) Telenor Mobile is engaged principally in the business of investing in the field of telecommunications and entering into agreements relating to telecommunications.
- (d) During the last five years, Telenor Mobile has not been convicted in a criminal proceedings.
- (e) During the last five years, Telenor Mobile was not a party to a civil proceedings of a judicial or administrative body as a result of which Telenor Mobile was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR MOBILE COMMUNICATIONS AS**

(a), (b), (c) and (f) The following information sets forth the name, citizenship, residential address and present principal occupation of each of the directors and executive officers of Telenor Mobile. The business address of each of such persons is Telenor Mobile Communications AS, c/o Telenor ASA, Snarøyveien 30, N-1331 Fornebu, Norway.

**DIRECTORS OF TELENOR MOBILE COMMUNICATIONS AS**

| Name and Residential Address     | Citizenship | Present Principal Occupation                                                |
|----------------------------------|-------------|-----------------------------------------------------------------------------|
| Pål Wien Espen<br>(Oslo, Norway) | Norway      | Chairman of the Board of Telenor Mobile; and General Counsel of Telenor ASA |
| Knut Giske<br>(Bærum, Norway)    | Norway      | Senior Vice President and Group Controller of Telenor ASA                   |
| Martha Takvam<br>(Asker, Norway) | Norway      | Managing Director of Telenor Eiendom Holding AS                             |

**EXECUTIVE OFFICERS OF TELENOR MOBILE COMMUNICATIONS AS**

| Name and Residential Address     | Citizenship | Present Principal Occupation                                                                                           |
|----------------------------------|-------------|------------------------------------------------------------------------------------------------------------------------|
| Ragnar Korsæth<br>(Oslo, Norway) | Norway      | Executive Vice President of Telenor ASA and Head of Global Coordination; and Chief Operating Officer of Telenor Mobile |

(d) During the last five years, none of the above executive officers and directors of Telenor Mobile has been convicted in a criminal proceeding.

(e) During the last five years, none of the above executive officers and directors of Telenor Mobile was a party to a civil proceeding of a judicial or administrative body as a result of which Telenor Mobile was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

#### TELENOR EAST INVEST AS

(a) Telenor East Invest AS, a corporation formed under the laws of Norway.

(b) Snarøyveien 30  
N 1331 Fornebu  
Norway

(c) Telenor East is engaged principally in the business of investing in the telecommunications industry outside of Norway.

(d) During the last five years, Telenor East has not been convicted in a criminal proceeding.

(e) During the last five years, Telenor East was not a party to a civil proceeding of a judicial or administrative body as a result of which Telenor East was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

#### EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR EAST INVEST AS

(a), (b), (c) and (f) The following information sets forth the name, citizenship, residential address and present principal occupation of each of the directors and executive officers of Telenor East. The business address of each of such persons is Telenor East Invest AS, c/o Telenor ASA, Snarøyveien 30, N-1331 Fornebu, Norway.

#### DIRECTORS OF TELENOR EAST INVEST AS

| Name and Residential Address             | Citizenship | Present Principal Occupation                                                                                                    |
|------------------------------------------|-------------|---------------------------------------------------------------------------------------------------------------------------------|
| Jan Edvard Thygesen<br>(Nesbru, Norway)  | Norway      | Executive Vice President of Telenor ASA; Head of Telenor in Eastern & Central Europe; and Member of the Board of VimpelCom Ltd. |
| Gunn Margrethe Ringøen<br>(Oslo, Norway) | Norway      | Senior Business Manager of Telenor ASA and Chief Executive Officer of Telenor East                                              |
| Bjørn Hogstad<br>(Oslo, Norway)          | Norway      | Attorney, Group Legal, Telenor ASA                                                                                              |

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**EXECUTIVE OFFICERS OF TELENOR EAST INVEST AS**

| Name and Residential Address             | Citizenship | Present Principal Occupation           |
|------------------------------------------|-------------|----------------------------------------|
| Gunn Margrethe Ringøen<br>(Oslo, Norway) | Norway      | Senior Business Manager of Telenor ASA |

(d) During the last five years, none of the above executive officers and directors of Telenor East has been convicted in a criminal proceeding.

(e) During the last five years, none of the above executive officers and directors of Telenor East was a party to a civil proceeding of a judicial or administrative body as a result of which Telenor East was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**TELENOR EAST HOLDING II AS**

(a) Telenor East Holding II AS, a corporation formed under the laws of Norway.

(b) Snarøyveien 30  
N-1331 Fornebu  
Norway

(c) Telenor East Holding is engaged principally in the business of investing in the telecommunications industry outside of Norway.

(d) During the last five years, Telenor East Holding has not been convicted in a criminal proceeding.

(e) During the last five years, Telenor East Holding was not a party to a civil proceeding of a judicial or administrative body as a result of which Telenor Holding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR EAST HOLDING II AS**

(a), (b), (c) and (f) The following information sets forth the name, citizenship, residential address and present principal occupation of each of the directors and executive officers of Telenor East Holding. The business address of each of such persons is Telenor East Holding II AS, c/o Telenor ASA, Snarøyveien 30, N-1331 Fornebu, Norway.

**DIRECTORS OF TELENOR EAST HOLDING II AS**

| Name and Residential Address               | Citizenship | Present Principal Occupation                                                                                                                                        |
|--------------------------------------------|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Jan Edvard Thygesen<br>(Nesbru, Norway)    | Norway      | Executive Vice President of Telenor ASA; Head of Telenor in Easter & Central Europe; Member of the Board of Telenor East; and Member of the Board of VimpelCom Ltd. |
| Bjørn Magnus Kopperud<br>(Drammen, Norway) | Norway      | Deputy Head of Telenor Central and Eastern Europe                                                                                                                   |
| Bjørn Hogstad<br>(Oslo, Norway)            | Norway      | Attorney, Group Legal, Telenor ASA; Member of the Board of Telenor East                                                                                             |

**EXECUTIVE OFFICERS OF TELENOR EAST HOLDING II AS**

| Name and Residential Address | Citizenship | Present Principal Occupation |
|------------------------------|-------------|------------------------------|
|------------------------------|-------------|------------------------------|

Bjørn Hogstad  
(Oslo, Norway)

Norway

Managing Director of Telenor East Holding;  
Attorney, Group Legal, Telenor ASA; Member of  
the Board of Telenor East

(d) During the last five years, none of the above executive officers and directors of Telenor East Holding has been convicted in a criminal proceeding.

(e) During the last five years, none of the above executive officers and directors of Telenor East Holding was a party to a civil proceeding of a judicial or administrative body as a result of which Telenor East Holding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**TELENOR MOBILE HOLDING AS**

(a) Telenor Mobile Holding AS, a corporation formed under the laws of Norway.

(b) Snarøyveien 30  
N 1331 Fornebu  
Norway

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(c) Telenor Mobile Holding is engaged principally in the development of and investment in the field of telecommunications through direct and indirect ownership of companies and entering into agreements relating to telecommunications.

(d) During the last five years, Telenor Mobile Holding has not been convicted in a criminal proceeding.

(e) During the last five years, Telenor Mobile Holding was not a party to a civil proceeding of a judicial or administrative body as a result of which Telenor Mobile Holding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR MOBILE HOLDING AS**

(f) (a), (b), (c) and (f) The following information sets forth the name, citizenship, residential address and present principal occupation of each of the directors and executive officers of Telenor Mobile Holding. The business address of the directors and executive officers is Telenor Mobile Holding, c/o Telenor ASA, Snarøyveien 30, N 1331 Fornebu, Norway.

**DIRECTORS OF TELENOR MOBILE HOLDING AS**

| Name and Residential Address              | Citizenship | Present Principal Occupation                                                                                                                     |
|-------------------------------------------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| Jon Fredrik Baksaas<br>(Sandvika, Norway) | Norway      | President and Chief Executive Officer of Telenor ASA; Chairman of the Board of Telenor Mobile Holding; and Member of the Board of VimpelCom Ltd. |
| Jan Edvard Thygesen<br>(Nesbru, Norway)   | Norway      | Executive Vice President of Telenor ASA; Head of Telenor in Eastern & Central Europe; and Member of the Board of VimpelCom Ltd.                  |
| Berit Svendsen<br>(Oslo, Norway)          | Norway      | Chief Executive Officer of Conax AS                                                                                                              |

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| Name and Residential Address       | Citizenship | Present Principal Occupation |
|------------------------------------|-------------|------------------------------|
| Morten Fallstein<br>(Oslo, Norway) | Norway      | Employee Representative      |
| Roger Rønning<br>(Oslo, Norway)    | Norway      | Employee Representative      |
| Helge Enger<br>(Oslo, Norway)      | Norway      | Employee Representative      |

**EXECUTIVE OFFICERS OF TELENOR MOBILE HOLDING AS**

| Name and Residential Address | Citizenship | Present Principal Occupation |
|------------------------------|-------------|------------------------------|
|------------------------------|-------------|------------------------------|

(d) During the last five years, none of the above executive officers and directors of Telenor Mobile Holding has been convicted in a criminal proceeding.

(e) During the last five years, none of the above executive officers and directors of Telenor Mobile Holding has been a party to a civil proceeding of a judicial or administrative body as a result of which such executive officer or director was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**TELENOR ASA**

(a) Telenor ASA, a corporation formed under the laws of Norway.

(b) Snarøyveien 30  
N 1331 Fornebu  
Norway

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(c) Telenor ASA is engaged principally in the business of production and supply of services in the fields of telecommunications, data services and media distribution.

(d) During the last five years, Telenor ASA has not been convicted in a criminal proceeding.

(e) During the last five years, Telenor ASA was not a party to a civil proceeding of a judicial or administrative body as a result of which Telenor ASA was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**EXECUTIVE OFFICERS AND DIRECTORS OF TELENOR ASA**

(a), (b), (c) and (f) The following information sets forth the name, citizenship, residential address and present principal occupation of each of the directors and executive officers of Telenor ASA. The business address of each of such persons is c/o Telenor ASA, Snarøyveien 30, N 1331 Fornebu, Norway.

**DIRECTORS OF TELENOR ASA**

| Name and Residential Address                         | Citizenship | Present Principal Occupation                                                                                                                                                                                                    |
|------------------------------------------------------|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Harald Johan Norvik<br>(Nesoddangen, Norway)         | Norway      | Strategic Advisor at Econ Pöyry; Chairman of the Boards of H.Aschehoug & Co and Midelfart Sonesson AB; Member of the Boards of ConocoPhillips, Petroleum Geo-Services ASA and OCAS AS; and Chairman of the Board of Telenor ASA |
| John Giverholt<br>(Asker, Norway)                    | Norway      | Chief Financial Officer of Ferd AS                                                                                                                                                                                              |
| Barbara Rose Milian Thoralfsson<br>(Stabekk, Norway) | USA         | Director at Fleming Invest AS; Member of the Boards of Electrolux AB, Svenska Cellulosa Aktiebolaget SCA AB, Storebrand ASA, Fleming Invest AS, Stokke AS, Tandberg ASA and Norfolier AS                                        |
| Kjersti Kleven<br>(Ulsteinvik, Norway)               | Norway      | Joint-owner of John Kleven AS and Chairman of the Board of Kleven Maritime AS; Member of the Board of Directors of Ekornes ASA and Jebsens Rederi AS                                                                            |
| Olav Volldal<br>(Kongsberg, Norway)                  | Norway      | Chief Executive Officer of Kongsberg Automotiv Holding ASA; and Member of the Boards of Elopak AS, Ulefos NV AS, Cappelen Holding and NCE Kongsberg                                                                             |

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| Name and Residential Address               | Citizenship | Present Principal Occupation                                                                                                                                                                 |
|--------------------------------------------|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sanjiv Ahuja<br>(London, United Kingdom)   | USA         | Chairman of Augere Holdings (Netherlands) BV                                                                                                                                                 |
| Liselott Kilaas<br>(Oslo, Norway)          | Norway      | Managing Director of Aleris ASA; and Member of the Boards of the Central Bank of Norway, IM Skaugen AS and Adresseavisen                                                                     |
| Dr. Burckhard Bergmann<br>(Essen, Germany) | Germany     | Member of the Boards of Allianz Lebensversicherungs AG, MAN Ferrostaal AG, Gazprom, NordStream, E.ON Energie AG, Accumulatorenwerke Hoppecke and Jaeger Beteiligungsgesellschaft mbH & Co KG |
| Bjørn Andre Anderssen<br>(Gol, Norway)     | Norway      | Employee Representative                                                                                                                                                                      |
| Harald Stavn<br>(Kongsberg, Norway)        | Norway      | Employee Representative                                                                                                                                                                      |
| Brit Østby Fredriksen<br>(Drøbak, Norway)  | Norway      | Employee Representative                                                                                                                                                                      |

**EXECUTIVE OFFICERS OF TELENOR ASA**

| Name and Residential Address              | Citizenship | Present Principal Occupation                                                                                                                     |
|-------------------------------------------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| Jon Fredrik Baksaas<br>(Sandvika, Norway) | Norway      | President and Chief Executive Officer of Telenor ASA; Chairman of the Board of Telenor Mobile Holding; and Member of the Board of VimpelCom Ltd. |
| Richard Olav Aa<br>(Ruglandveien, Norway) | Norway      | Executive Vice President and Chief Financial Officer of Telenor ASA                                                                              |
| Sigve Brekke<br>(Bangkok, Thailand)       | Norway      | Executive Vice President of Telenor ASA and Head of Telenor in Asia                                                                              |
| Jan Edvard Thygesen<br>(Nesbru, Norway)   | Norway      | Executive Vice President of Telenor ASA; Head of Telenor in Eastern & Central Europe; and Member of the Board of VimpelCom Ltd.                  |
| Morten Karlsen Sørby<br>(Hammaro, Sweden) | Norway      | Executive Vice President of Telenor ASA and Head of Corporate Development                                                                        |

|                                       |        |                                                                                 |
|---------------------------------------|--------|---------------------------------------------------------------------------------|
| Kristin Skogen Lund<br>(Oslo, Norway) | Norway | Executive Vice President and Head of<br>Telenor Nordic Operations               |
| Ingvald Fergestad<br>(Oslo, Norway)   | Norway | Executive Vice President and Head of Group<br>People Development of Telenor ASA |

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(d) During the last five years, none of the above executive officers and directors of Telenor ASA has been convicted in a criminal proceeding.

(e) During the last five years, none of the above executive officers and directors of Telenor ASA has been a party to a civil proceeding of a judicial or administrative body as a result of which such executive officer or director was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 4. Purpose of the Transaction**

On December 20, 2010, Telenor East transferred to Telenor East Holding, a wholly-owned subsidiary of Telenor Mobile Holding, all of its 345,091,580 Common Shares, representing approximately 26.5% of VimpelCom Ltd. s outstanding Common Shares, and Telenor Mobile transferred to Telenor East Holding all of its 170,487,260 Common Shares, representing approximately 13.1% of VimpelCom Ltd. s outstanding Common Shares. As a result of such transfers, Telenor East Holding became the direct registered holder of 515,578,840 Common Shares, representing approximately 39.6% of VimpelCom Ltd. s outstanding Common Shares, and Telenor ASA may be deemed the beneficial owner of, and have sole power to direct the voting and disposition of, these 515,578,840 Common Shares, representing approximately 39.6% of VimpelCom Ltd. s outstanding Common Shares.

The Reporting Persons may also, from time to time, formulate other plans or proposals regarding VimpelCom Ltd. or its securities to the extent deemed advisable in light of market conditions, subsequent developments affecting VimpelCom Ltd., the general business and future prospects of VimpelCom Ltd., tax considerations, or other factors.

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**Item 5. Interest in Securities of the Issuer**

(a)-(b)

On the date hereof, Telenor East Holding is the direct registered holder of 515,578,840 Common Shares, representing approximately 39.6% of VimpelCom Ltd.'s outstanding Common Shares. Telenor Mobile Holding disclaims beneficial ownership of 515,578,870 Common Shares. Telenor ASA may be deemed the beneficial owner of, and to have sole power to direct the voting and disposition of, the 515,578,840 Common Shares held by Telenor East Holding.

To the best of each Reporting Person's knowledge, none of the persons identified in Item 2 of this Statement is, or may be deemed to be, the beneficial owner of any securities of VimpelCom Ltd.

Neither the filing of this Statement nor any of its contents will be deemed to constitute an admission that any of the Reporting Persons is the beneficial owner of any shares of VimpelCom Ltd. (other than as described in this Item 5) for the purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purposes, and such beneficial ownership is expressly disclaimed.

(c) Except for the transactions described in this Statement, none of the Reporting Persons or, to the best of each Reporting Person's knowledge, none of the persons identified in Item 2 of the Statement, has engaged in any transactions in the securities of VimpelCom Ltd. during the past 60 days.

(d) Other than the Reporting Persons, to the best of each Reporting Person's knowledge, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Shares held by Telenor East Holding.

(e) Not applicable.

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

The Reporting Persons may, from time to time in the future, enter into and unwind cash settled equity swap or other similar derivative transactions with respect to the securities of VimpelCom Ltd., which transactions may be significant in amount. These arrangements do not and will not give the Reporting Persons voting or investment control over the securities of VimpelCom Ltd. to which these transactions relate and, accordingly, the Reporting Persons disclaim beneficial ownership of any such securities.

Except as provided in the documents described in this Statement or as set forth in this Item 6, none of the Reporting Persons, and to the best of each Reporting Person's knowledge, none of the persons identified in Item 2 of this Statement has entered into any contracts, arrangements, understandings or relationship (legal or otherwise) with any person with respect to any securities of VimpelCom Ltd., including, but not limited to, transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangement, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

**Item 7. Material to be Filed as Exhibits**

- 24.1 Power of Attorney, dated December 13, 2010, executed by Jan Edvard Thygesen, Chairman of the Board of Telenor East Holding II AS, in favor of Bjørn Hogstad, Pål Wien Espen and Ole Bjørn Sjulstad
- 99.1 Joint Filing Agreement, dated December 20, 2010, between Telenor Mobile Communications AS, Telenor East Holding II AS, Telenor East Invest AS, Telenor Mobile Holding AS and Telenor ASA relating to the filing of a joint statement on Schedule 13D

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement on Schedule 13D is true, complete and correct and that such Statement, as amended hereby, is true, complete and correct.

Dated: December 21, 2010

TELENOR MOBILE COMMUNICATIONS AS

By /s/ Bjørn Hogstad  
Name: Bjørn Hogstad  
Title: Attorney-in-fact

TELENOR EAST INVEST AS

By /s/ Bjørn Hogstad  
Name: Bjørn Hogstad  
Title: Attorney-in-fact

TELENOR EAST HOLDING II AS

By /s/ Bjørn Hogstad  
Name: Bjørn Hogstad  
Title: Attorney-in-fact

TELENOR MOBILE HOLDING AS

By /s/ Bjørn Hogstad  
Name: Bjørn Hogstad  
Title: Attorney-in-fact

TELENOR ASA

By /s/ Bjørn Hogstad  
Name: Bjørn Hogstad  
Title: Attorney-in-fact