

TURKCELL ILETISIM HIZMETLERI A S

Form 6-K

April 15, 2014

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 April 15, 2014

Commission File Number: 001-15092

TURKCELL ILETISIM HIZMETLERI A.S.
(Translation of registrant's name in English)

Turkcell Plaza
Mesrutiyet Caddesi No. 71
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 ☐ 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):

Yes ☒ F

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 ☒ F

No ☐ Q

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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 April 15, 2014 announcing the completion of the acquisition of Metronet by Turkcell Superonline.

Istanbul, April 15, 2014

Announcement Regarding the Completion of the Acquisition of Metronet by Turkcell Superonline

Subject: Statement made pursuant to Communiqué II-15.1 of the Capital Markets Board

Further to our announcement on 4 February 2014, our Company's 100% owned subsidiary, Superonline İletişim Hizmetleri A.S. ("Turkcell Superonline") has completed the acquisition of all of the shares of Metronet İletişim Teknoloji A.S. ("Metronet"), an affiliate of ES Mali Yatırım ve Danışmanlık A.S. Group, as of 15 April 2014 following the completion of necessary approvals.

Date of the Board of Directors' decision regarding the acquisition	:	20.12.2013
Name of the acquired financial asset	:	Metronet İletişim Teknoloji Anonim Şirketi
Field of activity of the acquired financial asset	:	Provides communication services including internet, voice and digital services to corporate and private customers.
Capital of the acquired financial asset	:	TRY 97,722,156
The acquisition method for financial asset	:	Acquisition
Date of the completion of the transaction	:	15.04.2014
Conditions of the acquisition	:	As per the Share Purchase Agreement, the enterprise value is determined as TRY 29,000,000 based on the studies undertaken by our Company. The purchase price will be determined based on the balance sheet as at the closing day and will be paid on the closing day.
Nominal value of acquired shares	:	TRY 97,722,156
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 the equity of the 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 (%)	:	0.1%
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	:	ES Mali Yatırım ve Danışmanlık A.S.
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?	:	-

For more information:

Turkcell Investor Relations

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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: April 15, 2014

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

TURKCELL ILETISIM HIZMETLERI A.S.

Date: April 15, 2014

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