

TURKCELL ILETISIM HIZMETLERI A S

Form F-6

June 22, 2011

As filed with the Securities and Exchange Commission on June 22, 2011

Registration No. 333 -

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

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TURKCELL ILETISIM HIZMETLERI A.S.  
(Exact name of issuer of deposited securities as specified in its charter)

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N/A  
(Translation of issuer's name into English)

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Republic of Turkey  
(Jurisdiction of incorporation or organization of issuer)

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CITIBANK, N.A.  
(Exact name of depository as specified in its charter)

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399 Park Avenue  
New York, New York 10043  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

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CT Corporation System  
111 Eighth Avenue, 13th Floor  
New York, New York 10011  
(212) 894-8940  
(Address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:

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It is proposed that this filing become effective under Rule 466:    o immediately upon filing.  
  o on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box :

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CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered  | Amount to be Registered                | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|---|--|--|---|----------------------------|
| American Depositary Shares, each representing the right to receive two and one-half shares of common stock of Turkcell Iletisim Hizmetleri A.S. | 250,000,000 American Depositary Shares | \$5.00                                     | \$12,500,000                                | \$1,451.25                 |

\*Each unit represents 100 American Depositary Shares.

\*\*Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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## PART I

## INFORMATION REQUIRED IN PROSPECTUS

## Cross Reference Sheet

## Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of American<br>Depository Receipt ("Receipt")<br>Filed Herewith as Prospectus |
|--|--|
| 1. Name of Depository and address of its principal executive office                                | Face of Receipt - Introductory Article.  |
| 2. Title of Receipts and identity of deposited securities  | Face of Receipt - Top Center.  |
| Terms of Deposit:  |  |
| (i) The amount of deposited securities represented by one American Depository Share ("ADSs")       | Face of Receipt - Upper right corner.  |
| (ii) The procedure for voting, if any, the deposited securities                                    | Reverse of Receipt - Paragraphs (16) and (17).   |
| (iii) The collection and distribution of dividends   | Reverse of Receipt - Paragraph (14).   |
| (iv) The transmission of notices, reports and proxy soliciting material                            | Face of Receipt - Paragraph (13);<br>Reverse of Receipt - Paragraph (16).                      |
| (v) The sale or exercise of rights   | Reverse of Receipt – Paragraphs (14) and (16).   |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs (3) and (6);<br>Reverse of Receipt - Paragraphs (14) and (18).    |
| (vii) Amendment, extension or termination of the deposit agreement                                 | Reverse of Receipt - Paragraphs (22) and (23) (no provision for extensions).                   |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depository and           | Face of Receipt - Paragraph (13).  |

the list of holders of ADSs

- (ix) Restrictions upon the right to deposit or Face of Receipt – Paragraphs (2), (3), (4), withdraw the underlying securities (6), (7), (9) and (10).

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| Item Number and Caption  | Location in Form of American<br>Depository Receipt (“Receipt”)<br>Filed Herewith as Prospectus |
|--|--|
| <p>(x)                      Limitation upon the liability of the<br/>Depository</p>                                | <p>Face of Receipt - Paragraph (7);<br/>Reverse of Receipt - Paragraphs (19) and<br/>(20).</p> |
| <p>3.                      Fees and charges which may be imposed<br/>directly or indirectly on holders of ADSs</p> | <p>Face of Receipt - Paragraph (10).</p>   |
| <p>Item 2.    AVAILABLE INFORMATION</p>  | <p>Face of Receipt - Paragraph (13).</p>   |

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website ([www.sec.gov](http://www.sec.gov)), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement, by and among Turkcell Iletisim Hizmetleri A.S. (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). \_\_\_ Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. \_\_\_ None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. \_\_\_ None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. \_\_\_ Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. \_\_\_ None.
- (f) Evidence of Powers of Attorney for directors of the Company. \_\_\_ Filed herewith as Exhibit (f).



Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity to be created by the Deposit Agreement, by and among Turkcell Iletisim Hizmetleri A.S., Citibank, N.A., as depository, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 22nd day of June 2011.

Legal entity to be created by the Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive two and one-half (2 1/2) shares of Common Stock of Turkcell Iletisim Hizmetleri A.S.

CITIBANK, N.A., solely in its capacity as Depository

By: /s/ Susan A. Lucanto

|        |                  |
|--------|------------------|
| Name:  | Susan A. Lucanto |
| Title: | Vice President   |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, TURKCELL ILETISIM HIZMETLERI A.S. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Istanbul, Turkey, on June 22, 2011.

TURKCELL ILETISIM HIZMETLERI A.S.

By: /s/ Süreyya M. Ciliv  
Name: Süreyya M. Ciliv  
Title: Chief Executive Officer

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on June 22, 2011.

Signature

/s/ Süreyya M. Ciliv

Name: Süreyya M. Ciliv  
Title: Chief Executive Officer

/s/ Serkan Okandan

Name: Serkan Okandan  
Title: Chief Financial Officer  
Chief Accounting Officer

/s/ Süreyya M. Ciliv and Serkan Okandan\*

Name: Colin J. Williams  
Title: Chairman

/s/ Süreyya M. Ciliv and Serkan Okandan\*

Name: G. Nazli Karamehmet Williams  
Title: Member

/s/ Süreyya M. Ciliv and Serkan Okandan\*

Name: Tero Erkki Kivisaari  
Title: Member

/s/ Süreyya M. Ciliv and Serkan Okandan\*

Name: Mehmet Bülent Ergin  
Title: Member

/s/ Süreyya M. Ciliv and Serkan Okandan\*

Name: Oleg Adolfovic Malis  
Title: Member

Signature

/s/ Süreyya M. Ciliv and Serkan Okandan\*

Name: Karin Brigitta Eliasson

Title: Member

/s/ Süreyya M. Ciliv and Serkan Okandan\*

Name: Alexey Evgenievich Khudyakov\*

Title: Member

Authorized Representative in the U.S.

CT Corporation System

By: /s/ Joanne McCarthy

Joanne McCarthy

Assistant Secretary

\* Signed by Süreyya M. Ciliv and Serkan Okandan pursuant to the Power of Attorney dated January 25, 2011, see Exhibit (f) of this Registration Statement.

Index to Exhibits

| Exhibit | Document  | Sequentially<br>Numbered Page |
|---------|---|-------------------------------|
| (a)     | Form of Deposit Agreement                                       |                               |
| (d)     | Opinion of counsel to the Depositary                            |                               |
| (f)     | Evidence of Powers of Attorney<br>for directors of the Company. |                               |