

OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS  
Form S-8  
August 27, 2007

As filed with the U.S. Securities and Exchange Commission on August 27, 2007

Registration No. 333-\_\_\_\_\_

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

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**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**OPEN JOINT STOCK COMPANY**  
**VIMPEL-COMMUNICATIONS**

(Exact Name of Registrant as Specified in Its Charter)

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**Russian Federation**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**N/A**  
(I.R.S. Employer  
Identification No.)

**10 Ulitsa 8-Marta, Building 14**

**Moscow, Russian Federation**  
(Address of Principal Executive Offices)

**127083**  
(Zip Code)

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**Amended and Restated**

VIMPELCOM

2000 Stock Option Plan

(Full Title of the Plan)

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CT Corporation System

111 Eighth Avenue

New York, New York 10011  
(Name and Address of Agent for Service)

(212) 894-8940  
(Telephone Number, Including Area Code, of Agent for Service)

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CALCULATION OF REGISTRATION FEE

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<b>Title of Securities</b>	<b>Amount To Be</b>	<b>Proposed Maximum</b>	<b>Proposed Maximum</b>	<b>Amount of</b>
	<b>Registered (1)</b>	<b>Offering Price</b>	<b>Aggregate Offering</b>	<b>Registration</b>
<b>To Be Registered</b>		<b>Per Share (2)</b>	<b>Price (2)</b>	<b>Fee</b>
Common stock, par value 0.5 kopecks per share (the Common Stock )	300,000	\$400.80	\$120,240,000	\$3,691.39

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- (1) Issuable upon the exercise of options available for grant under the Amended and Restated VimpelCom 2000 Stock Option Plan, as amended from time to time. The number of shares of Common Stock registered hereby is subject to adjustment to prevent dilution resulting from stock splits, stock dividends or similar transactions in accordance with Rule 416(a) under the Securities Act of 1933.
  - (2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, and calculated on the basis of the average of the high and low sales prices of the American Depositary Shares of Open Joint Stock Company Vimpel-Communications ( VimpelCom ) evidenced by American Depositary Receipts, each representing 1/4 of one share of Common Stock of VimpelCom, on August 21, 2007, as reported on the New York Stock Exchange, Inc.
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**INTRODUCTORY STATEMENT**

**STATEMENT UNDER GENERAL INSTRUCTION E REGISTRATION OF ADDITIONAL SHARES**

The additional shares to be registered by this Registration Statement are of the same class as those securities covered by Open Joint Stock Company Vimpel-Communications ( VimpelCom ) and VC ESOP N.V. s ( VC ESOP ) previously filed registration statements on Form S-8 (Registration Nos. 333-13008, 333-125027 and 33-137105) as filed with the U.S. Securities and Exchange Commission on December 22, 2000, May 15, 2005 and September 5, 2006, respectively (collectively the Registration Statements ), with respect to the VimpelCom 2000 Stock Option Plan (as amended, restated and renamed the Amended and Restated VimpelCom 2000 Stock Option Plan on December 19, 2003, and amended on April 29, 2005, April 28, 2006 and June 27, 2006) (collectively referred to as the Plan ). Pursuant to General Instruction E to Form S-8, the contents of the Registration Statements, including reports under the Securities Exchange Act of 1934, as amended, as well as any amendments that VimpelCom filed after the dates of the Registration Statements to maintain current information about VimpelCom, are incorporated herein by reference.

Amendment Number Four to the Plan was approved by VimpelCom s board of directors on December 14, 2006, by VC ESOP s board of directors on March 12, 2007 and by VC ESOP s shareholders on April 3, 2007. The amendment increased the number of shares available for issuance under the Plan from 650,000 to 1,050,000 shares.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See the Index to Exhibits attached hereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Moscow, Russian Federation on this 27<sup>th</sup> day of August 2007.

OPEN JOINT STOCK COMPANY  
VIPPEL-COMMUNICATIONS

By: /s/ Alexander Izosimov  
Name: Alexander V. Izosimov  
Title: Chief Executive Officer

The undersigned directors and officers of VimpelCom hereby constitute and appoint Alexander V. Izosimov, with full power of substitution and resubstitution, our true and lawful attorney-in-fact with full power to execute in our name and behalf in the capacities indicated below any and all amendments (including post-effective amendments and amendments thereto) to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith with the Commission and hereby ratify and confirm all that such attorney-in-fact or his substitute shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ David J. Haines David J. Haines	Chairman of the Board of Directors	August 27, 2007
/s/ Alexander V. Izosimov Alexander V. Izosimov	Chief Executive Officer (principal executive officer)	August 27, 2007
/s/ Mikhail Fridman Mikhail M. Fridman	Director	August 27, 2007
/s/ Arve Johansen Arve Johansen	Director	August 27, 2007
/s/ Kjell-Morten Johnsen Kjell-Morten Johnsen	Director	August 27, 2007
/s/ Jo Lunder Jo Lunder	Director	August 27, 2007
/s/ Leonid R. Novoselsky Leonid R. Novoselsky	Director	August 27, 2007

/s/ Alexey M. Reznikovich Alexey M. Reznikovich	Director	August 27, 2007
/s/ Fridtjof Rusten Fridtjof Rusten	Director	August 27, 2007
/s/ Elena A. Shmatova Elena A. Shmatova	Chief Financial Officer (principal financial officer)	August 27, 2007
/s/ Marina Polyakova Marina Polyakova	Head of Corporate Accounting (principal accounting officer)	August 27, 2007
Puglisi & Associates		
/s/ Donald J. Puglisi Donald J. Puglisi, Managing Director	Authorized Representative in the United States	August 27, 2007

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
4.1	Amended and Restated VimpelCom 2000 Stock Option Plan. Incorporated by reference to Exhibit 4.1 to the registration statement on Form S-8 filed on May 18, 2005.
4.2	Amendment Number One to the Amended and Restated VimpelCom 2000 Stock Option Plan. Incorporated by reference to Exhibit 4.2 to the registration statement on Form S-8 filed on May 18, 2005.
4.3	Amendment Number Two to the Amended and Restated VimpelCom 2000 Stock Option Plan. Incorporated by reference to Exhibit 4.3 to the registration statement on Form S-8 filed on September 5, 2006.
4.4	Amendment Number Three to the Amended and Restated VimpelCom 2000 Stock Option Plan. Incorporated by reference to Exhibit 4.4 to the registration statement on Form S-8 filed on September 5, 2006.
4.5*	Amendment Number Four to the Amended and Restated VimpelCom 2000 Stock Option Plan.
23.1*	Consent of Ernst & Young LLC.
24.1*	Power of Attorney (set forth on the signature pages of this Registration Statement).

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\* Filed herewith