

GRUPO IUSACELL SA DE CV
Form SC 13G/A
August 11, 2003

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 1) (1)

Grupo Iusacell, S.A. de C.V.

(Name Of Issuer)

Series V Capital Stock, without stated par value

(Title of Class of Securities)

40050B100

(CUSIP NUMBER)

July 29, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(1) The remainder of this cover page shall 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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act 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).

Page 1 of 20 pages

CUSIP NO. 40050B100

13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

Verizon Communications Inc. #23-2259884

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A)
(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF 0 Series V Shares
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 0 Series V Shares
EACH

7 SOLE DISPOSITIVE POWER
REPORTING PERSON 0 Series V Shares

8 SHARED DISPOSITIVE POWER
WITH 0 Series V Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 Series V Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0% OF THE AGGREGATE OF THE ISSUER'S SERIES V CAPITAL STOCK, WITHOUT STATED
PAR VALUE

12 TYPE OF REPORTING PERSON*

CO

Page 2 of 20 pages

CUSIP NO. 40050B100

13G

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

GTE Corporation #13-1678633

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A)
(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER
NUMBER OF 0 Series V Shares
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 0 Series V Shares
EACH

7 SOLE DISPOSITIVE POWER
REPORTING PERSON 0 Series V Shares

8 SHARED DISPOSITIVE POWER
WITH 0 Series V Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Series V Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0% OF THE AGGREGATE OF THE ISSUER'S SERIES V CAPITAL STOCK, WITHOUT STATED
PAR VALUE

12 TYPE OF REPORTING PERSON*

CO

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

CUSIP NO. 40050B100

13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

GTE International Telecommunications Incorporated #06-1460807

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A)
(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 Series V Shares

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 Series V Shares
EACH

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON 0 Series V Shares

WITH 8 SHARED DISPOSITIVE POWER
0 Series V Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Series V Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0% OF THE AGGREGATE OF THE ISSUER'S SERIES V CAPITAL STOCK, WITHOUT STATED
PAR VALUE

12 TYPE OF REPORTING PERSON*

CO

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

Page 4 of 20 pages

CUSIP NO. 40050B100

13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

GTE Venezuela Incorporated #13-3634506

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A)
(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF 0 Series V Shares
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH
0 Series V Shares
EACH

7 SOLE DISPOSITIVE POWER
REPORTING PERSON 0 Series V Shares

8 SHARED DISPOSITIVE POWER
WITH 0 Series V Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Series V Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0% OF THE AGGREGATE OF THE ISSUER'S SERIES V CAPITAL STOCK, WITHOUT STATED
PAR VALUE

12 TYPE OF REPORTING PERSON*

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

CO

Page 5 of 20 pages

CUSIP NO. 40050B100

13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Bell Atlantic Latin America Holdings, Inc. #541679838

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A)
(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF
SHARES
0 Series V Shares

6 SHARED VOTING POWER
BENEFICIALLY
OWNED BY
EACH
0 Series V Shares

7 SOLE DISPOSITIVE POWER
REPORTING
PERSON
0 Series V Shares

8 SHARED DISPOSITIVE POWER
WITH
0 Series V Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Series V Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0% OF THE AGGREGATE OF THE ISSUER'S SERIES V CAPITAL STOCK, WITHOUT STATED

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

PAR VALUE

12 TYPE OF REPORTING PERSON*

CO

Page 6 of 20 pages

CUSIP NO. 40050B100

13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Verizon Investments, Inc. #13-3191789

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(A)

(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF 0 Series V Shares
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 0 Series V Shares
EACH

7 SOLE DISPOSITIVE POWER
REPORTING PERSON 0 Series V Shares

8 SHARED DISPOSITIVE POWER
WITH 0 Series V Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Series V Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0% OF THE AGGREGATE OF THE ISSUER'S SERIES V CAPITAL STOCK, WITHOUT STATED
PAR VALUE

12 TYPE OF REPORTING PERSON*

CO

Page 7 of 20 pages

CUSIP NO. 40050B100

13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Bell Atlantic Global Wireless, Inc. #52-1317859

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A) []
(B) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF 0 Series V Shares
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 0 Series V Shares
EACH

7 SOLE DISPOSITIVE POWER
REPORTING PERSON 0 Series V Shares

8 SHARED DISPOSITIVE POWER
WITH 0 Series V Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

0 Series V Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0% OF THE AGGREGATE OF THE ISSUER'S SERIES V CAPITAL STOCK, WITHOUT STATED
PAR VALUE

12 TYPE OF REPORTING PERSON*

CO

Page 8 of 20 pages

CUSIP NO. 40050B100

13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Bell Atlantic International, Inc. #23-2363602

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A) []
(B) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

5 SOLE VOTING POWER
NUMBER OF 0 Series V Shares
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 0 Series V Shares
EACH

7 SOLE DISPOSITIVE POWER
REPORTING PERSON 0 Series V Shares

8 SHARED DISPOSITIVE POWER
WITH 0 Series V Shares

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Series V Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0% OF THE AGGREGATE OF THE ISSUER'S SERIES V CAPITAL STOCK, WITHOUT STATED
PAR VALUE

12 TYPE OF REPORTING PERSON*

CO

Page 9 of 20 pages

Item 1.

(a) Name of Issuer

Grupo Iusacell, S.A. de C.V. ("Iusacell")

(b) Address of Issuer's Principal Executive Offices

Prolongacion Paseo de la Reforma 1236
Colonia Santa Fe
Delegacion Cuajimalpa
05348 Mexico, D.F
+ 5255-5109-4400

Item 2.

(a) Name of Persons Filing

Verizon Communications Inc. ("Verizon")
GTE Corporation ("GTE")
GTE International Telecommunications Incorporated ("GTE International")
GTE Venezuela Incorporated ("GTE Venezuela")
Bell Atlantic Latin America Holdings, Inc. ("BALAH")
Verizon Investments, Inc. ("VZ Inv")
Bell Atlantic Global Wireless, Inc. ("BAGW")
Bell Atlantic International, Inc. ("BAII")

(b) Address of Principal Business Office or, if none, Residence

For each of Verizon, GTE, GTE International and GTE Venezuela:

1095 Avenue of the Americas
New York, New York 10036

For each of BALAH and BAII:

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

1310 North Court House Road
Arlington, Virginia 22201

Page 10 of 20 pages

For BAGW:

1717 Arch Street
29th floor
Philadelphia, Pennsylvania 19103

For VZ Inv:

3900 Washington Street
Wilmington, Delaware 19802

(c) Citizenship

Each of Verizon, BAIL, BAGW, VZ Inv, BALAH, GTE Venezuela and GTE International is incorporated under the laws of the State of Delaware.

GTE is incorporated under the laws of the State of New York.

(d) Title of Class of Securities

Series V Capital Stock, without stated par value

(e) Cusip Number

40050B100

Page 11 of 20 pages

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Exchange Act
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act
- (c) Insurance Company as defined in Section 3(a)(19) of the Exchange Act
- (d) Investment Company registered under Section 8 of the Investment Company Act
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

Page 12 of 20 pages

Item 4. Ownership

(a) Amount Beneficially Owned:

0 shares of Series V Capital Stock, without stated par value

(b) Percent of Class:

0% of the aggregate of the Issuer's Series V Capital Stock, without stated par value

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 0

On July 29, 2003, each of BAI and BALAH sold all of the shares of Series V Capital Stock, without stated par value, of Iusacell previously owned by each of them, respectively. The shares were sold to Movil Access, S.A. de C.V. pursuant to a public tender offer.

BAGW owns 100% of the equity of BAI. VZ Inv owns 100% of the equity of BAGW. Verizon owns 100% of the equity of VZ Inv. GTE Venezuela owns 100% of the equity of BALAH. GTE International owns 100% of the equity of GTE Venezuela. GTE owns approximately 58% of the equity of GTE International. Verizon owns 100% of the common stock of GTE. By virtue of the relationships among such companies, each of them may be deemed to have had shared power to vote and dispose of, or to direct the vote and disposition of, the shares of Series V Capital Stock, without stated par value, of Iusacell previously held of record by BALAH and BAI.

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported On by the Parent Holding Company:

See Item 4.

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Page 13 of 20 pages

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certifications:

Not Applicable.

Page 14 of 20 pages

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 11, 2003

VERIZON COMMUNICATIONS INC.

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

GTE CORPORATION

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

GTE INTERNATIONAL
TELECOMMUNICATIONS INCORPORATED

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

Page 15 of 20 pages

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

GTE VENEZUELA INCORPORATED

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

BELL ATLANTIC LATIN AMERICA HOLDINGS, INC.

/s/ Stephen B. Heimann

Signature

Stephen B. Heimann - Assistant Secretary

Name/Title

VERIZON INVESTMENTS, INC.

/s/ Janet M. Garrity

Signature

Janet M. Garrity - President and Treasurer

Name/Title

BELL ATLANTIC GLOBAL WIRELESS, INC.

/s/ Stephen B. Heimann

Signature

Stephen B. Heimann - Vice President

Name/Title

Page 16 of 20 pages

BELL ATLANTIC INTERNATIONAL, INC.

/s/ Stephen B. Heimann

Signature

Stephen B. Heimann - Vice President

Name/Title

Page 17 of 20 pages

EXHIBIT A

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

AGREEMENT AS TO JOINT FILING OF
SCHEDULE 13G

In accordance with Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendments thereto) with respect to the Series V Capital Stock of Grupo Iusacell, S.A. de C.V. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the 13th day of February, 2002.

VERIZON COMMUNICATIONS INC.

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

GTE CORPORATION

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

GTE INTERNATIONAL
TELECOMMUNICATIONS INCORPORATED

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

Page 18 of 20 pages

GTE VENEZUELA INCORPORATED

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

BELL ATLANTIC LATIN AMERICA HOLDINGS, INC.

/s/ Stephen B. Heimann

Signature

Edgar Filing: GRUPO IUSACELL SA DE CV - Form SC 13G/A

Stephen B. Heimann - Assistant Secretary

Name/Title

VERIZON INVESTMENTS, INC.

/s/ William F. Heitmann

Signature

William F. Heitmann - Vice President

Name/Title

BELL ATLANTIC GLOBAL WIRELESS, INC.

/s/ Stephen B. Heimann

Signature

Stephen B. Heimann - Vice President

Name/Title

Page 19 of 20 pages

BELL ATLANTIC INTERNATIONAL, INC.

/s/ Stephen B. Heimann

Signature

Stephen B. Heimann - Vice President

Name/Title

Page 20 of 20 pages