

Edgar Filing: TELUS CORP - Form SC TO-C

TELUS CORP  
Form SC TO-C  
May 14, 2004

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

Tender Offer Statement under Section 14(d)(1) or Section 13(e)(1)  
of the Securities Exchange Act of 1934

MICROCELL TELECOMMUNICATIONS INC.  
(Name of Subject Company (Issuer))

TELUS CORPORATION  
(Names of Filing Person (Offeror))

CLASS A RESTRICTED VOTING SHARES  
CLASS B NON-VOTING SHARES, WARRANTS 2005 and WARRANTS 2008  
(Titles of Classes of Securities)

59501T882, 59501T874, 59501T163 and 59501T171  
(CUSIP Numbers of Classes of Securities)

Audrey T. Ho  
Vice President, Legal Services and General Counsel  
TELUS Corporation  
8-555 Robson Street  
Vancouver, British Columbia V6B 3K9  
(604) 697-8044

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Person)

CT Corporation System  
111 Eighth Avenue, 13th Floor  
New York, New York 10011  
(212) 590-9200

(Name, address and telephone number of agent for service in the United States)

Copies to:  
Christopher W. Morgan, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
222 Bay Street, Suite 1750  
Toronto, Ontario M5K 1J5, Canada  
(416) 777-4700

Calculation of Filing Fee

=====	
Transaction Valuation:	Amount of Filing Fee:
Not Applicable*	Not Applicable*
=====	

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

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Amount Previously Paid: Not Applicable  
Form or Registration No.: Not Applicable

Filing Party: Not Applicable  
Date Filed: Not Applicable

[X] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

[X] third-party tender offer subject to Rule 14d-1.

[ ] issuer tender offer subject to Rule 13e-4.

[ ] going-private transaction subject to Rule 13e-3.

[ ] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: [ ]

This Tender Offer Statement on Schedule TO is being filed by TELUS Corporation, a company governed by the laws of British Columbia ("TELUS"). Pursuant to General Instruction D to Schedule TO, this Schedule TO relates to pre-commencement communications by TELUS.

Item 12. Exhibits.

(a) (5) (i) Press Release issued by TELUS Corporation on May 13, 2004.

(a) (5) (ii) E-mail message from the President and Chief Executive Officer of TELUS Corporation sent to employees of TELUS Corporation on May 13, 2004.

EXHIBIT INDEX

Exhibit No.  
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Exhibit Name  
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