

NATIONAL TELEPHONE CO OF VENEZUELA  
Form SC TO-I/A  
November 27, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE TO  
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION  
14(d) (1) OR 13(e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 4)

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COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)  
(Name of Subject Company (Issuer))

NATIONAL TELEPHONE COMPANY OF VENEZUELA (CANTV)  
(Translation of Name of Issuer Into English)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)  
(Name of Filing Person (Issuer and Offeror))

AMERICAN DEPOSITARY SHARES  
(EACH REPRESENTING 7 SHARES OF CLASS D COMMON STOCK,  
NOMINAL VALUE BS. 36.90182224915 PER SHARE)  
(Title of Class of Securities)

204421101 (ADSs)  
(CUSIP Number)

Armando Yanes, Chief Financial Officer  
Compania Anonima Nacional Telefonos de Venezuela (CANTV)  
Avenida Libertador  
Centro Nacional de Telecomunicaciones  
Nuevo Edificio Administrativo  
Piso 1, Apartado Postal 1226  
Caracas, Venezuela 1010  
Telephone: (58) 212-500-6800

Copies to:  
Robert W. Mullen, Jr., Esq. and Lawrence Lederman, Esq.  
Milbank, Tweed, Hadley & McCloy LLP  
1 Chase Manhattan Plaza  
New York, New York 10005  
Telephone: (212) 530-5000  
Facsimile: (212) 530-5219  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

CALCULATION OF FILING FEE

Transaction Valuation Amount of Filing Fee  
\$595,309,740(1)                      \$119,062(2)

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\* Set forth the amount on which the filing fee is calculated and state how it was determined.

(1) The transaction value is calculated by multiplying 19,843,658, the amount of



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Item 12. Exhibits

Exhibit (a) (5)C. Press release issued by the Company, dated November 23, 2001.

Exhibit (a) (5)D. Press release issued by the Company, dated November 23, 2001.

Exhibit (a) (5)E. Press release issued by the Company dated November 23, 2001.

Exhibit (a) (5)F. Press release issued by the Company, dated November 26, 2001.

SIGNATURE

After due 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.

COMPANIA ANONIMA NACIONAL TELEFONOS  
DE VENEZUELA (CANTV)

By: /s/ GUSTAVO ROOSEN

\_\_\_\_\_  
Name: Gustavo Roosen  
Title: President, Chairman and Chief  
Executive Officer

Dated: November 26, 2001