

Edgar Filing: EDIZIONE HOLDING SPA - Form SC 13D/A

EDIZIONE HOLDING SPA  
Form SC 13D/A  
September 19, 2005

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D/A  
(Rule 13d-101)

(Amendment No. 29)

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TELECOM ITALIA S.p.A.  
(Name of Issuer)

Ordinary Shares of euro 0.55 par value each  
(Title of class of securities)

87927W10  
(CUSIP number)

Dott. Gianni Mion  
Edizione Holding S.p.A.  
Calmaggiore 23  
31100 Treviso  
Italy  
(+39) 0422-5995

With a copy to:

Michael S. Immordino, Esq.  
Latham & Watkins  
99 Bishopsgate  
London EC2M 3XF  
England  
(+44) 207-710-1076

(Name, address and telephone number of person authorized  
to receive notices and communications)

June 28 & 30, 2005  
(Dates of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box . [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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CUSIP No.	87927W10	13D	
-----		-----	
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	EDIZIONE HOLDING S.p. Not Applicable	
-----		-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
-----		-----	
3	SEC USE ONLY		
-----		-----	
4	SOURCE OF FUNDS:		WC
-----		-----	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) :		
-----		-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		Ita
-----		-----	
NUMBER OF SHARES	7	SOLE VOTING POWER:	22, (Se
-----		-----	
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	2, 4 (Se
-----		-----	
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	22, (Se
-----		-----	
PERSON WITH	10	SHARED DISPOSITIVE POWER:	2, 4 (Se
-----		-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		2, 4
-----		-----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
-----		-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) :		
-----		-----	
14	TYPE OF REPORTING PERSON:		CO

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CUSIP No. 87927W10

13D

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	EDIZIONE FINANCE INTE Not Applicable
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) :	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Ita
NUMBER OF SHARES	7	SOLE VOTING POWER: 0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: 2,4 (Se
EACH REPORTING	9	SOLE DISPOSITIVE POWER: 0
PERSON WITH	10	SHARED DISPOSITIVE POWER: 2,4 (Se
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	2,4
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) :	
14	TYPE OF REPORTING PERSON:	CO

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CUSIP No. 87927W10

13D

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	RAGIONE S.a.p.a. DI G BENETTON E C. Not Applicable
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Ita
NUMBER OF SHARES	7	SOLE VOTING POWER: 22, (Se
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: 2,4 (Se
EACH REPORTING	9	SOLE DISPOSITIVE POWER: 22, (Se
PERSON WITH	10	SHARED DISPOSITIVE POWER: 2,4 (Se
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	2,4
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	PN

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This Amendment No. 29 amends the Statement on Schedule 13D dated August 9, 2001, as amended (as previously amended, the "Statement on Schedule 13D") filed by Edizione Holding S.p.A., a company incorporated under the laws of the Republic of Italy ("Edizione Holding"), Edizione Finance International S.A., a company incorporated in the Duchy of Luxembourg ("Edizione Finance"), and Ragione S.a.p.a. di Gilberto Benetton e C., a partnership organized under the laws of the Republic of Italy ("Ragione") (Edizione Holding, Edizione Finance and Ragione, are collectively referred to herein as the "Edizione Reporting

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Persons") with respect to the ordinary shares, euro 0.55 par value per share, of Telecom Italia S.p.A., a company incorporated under the laws of the Republic of Italy. Capitalized terms used in this Amendment without definition have the meanings ascribed to them in the Statement on Schedule 13D.

This Amendment is being filed by each of the Edizione Reporting Persons. Pirelli, the Purchaser, Edizione Holding, UCI, BCI, and, as discussed in Items 4 and 6 of Amendment No. 10 to the Statement on Schedule 13D, Hopa are members of a group with respect to the Telecom Italia Shares. The Edizione Reporting Persons are making a separate filing on Schedule 13D in accordance with Rule 13d-1(k)(2) under the Securities Exchange Act of 1934 and are solely responsible for the information contained in this filing, except that information contained in the Statement on Schedule 13D concerning any director or officer of the Purchaser nominated by Pirelli, UCI, BCI or Hopa has been provided by the nominating person or by such nominee director or officer.

### Item 3. Source and Amount of Funds or Other Consideration

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During the period between September 9, 2005 and September 16, 2005, Edizione Holding acquired an aggregate of 20,000,000 Telecom Italia Shares as described in paragraph (b)(i) of Item 5 below and as set forth in Schedule I. Edizione Holding used available funds in its net working capital.

### Item 4. Purpose of the Transaction

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Edizione Holding acquired the beneficial ownership of 20,000,000 Telecom Italia Shares (0.14% of the outstanding Telecom Italia Shares) described in paragraph (b)(i) of Item 5 for investment purposes.

### Item 5. Interest in Securities of the Issuer

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(a) Edizione Holding and Ragione beneficially hold 2,429,430,009 of Telecom Italia Shares, or approximately 18.17% of the outstanding Telecom Italia Shares. Edizione Holding and Ragione have shared voting and dispositive power over 2,407,345,359 Telecom Italia Shares through their interest in Olimpia, and shared voting and dispositive power over 22,084,650 Telecom Italia Shares, which are directly held by Edizione Holding.

(b) Between September 9, 2005 and September 16, 2005, Edizione Holding acquired 20,000,000 Telecom Italia Shares in market transactions effected on the Italian Stock Exchange. Information in respect of each transaction involving the acquisition of

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such Telecom Italia Shares is set forth on Schedule I. (ii) In addition, effective June 30, 2005, Telecom Italia Mobile S.p.A. ("TIM") merged into Telecom Italia which resulted in the conversion of TIM shares held by Edizione Holding. TIM shares held by Edizione Holding were converted into 2,084,650 Telecom Italia Shares on June 30, 2005.

### Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

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On June 28, 2005, Olimpia pledged 230,464,309 Telecom Italia Shares in favor of Banca Monte Dei Paschi Di Siena S.p.A. ("BMPS") pursuant to a pledge instrument, dated as of June 28, 2005. A copy of the pledge instrument is filed as Exhibit 66. The pledged shares secure certain obligations of Olimpia arising under a financing agreement between Olimpia and BMPS, dated as of June 28, 2005, pursuant to which BMPS agrees to lend to Olimpia an aggregate amount of up to 600,000,000 euro on the terms and conditions set forth therein. An English translation of the financing agreement is filed as Exhibit 67.

Item 7. Material to be Filed as Exhibits  
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- 66. Pledge Instrument, dated as of June 28, 2005, between Olimpia and BMPS. [English translation]
- 67. Financing Agreement, dated as of June 28, 2005, between Olimpia and BMPS. [English translation]

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EXHIBIT INDEX  
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Exhibit No.  
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- 66. Pledge Instrument, dated as of June 28, 2005, between Olimpia and BMPS. [English translation]
- 67. Financing Agreement, dated as of June 28, 2005, between Olimpia and BMPS. [English translation]

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SIGNATURE  
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After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 16, 2005

EDIZIONE HOLDING S.p.A.

By: /s/ Gianni Mion

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Name: Gianni Mion  
Title: Chief Executive Officer

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SIGNATURE

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

Date: September 16, 2005

EDIZIONE FINANCE INTERNATIONAL S.A.

By: /s/ Gustave Stoffel

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Name: Gustave Stoffel  
Title: Director

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SIGNATURE

-----  
After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 16, 2005

RAGIONE S.a.p.a DI GILBERTO  
BENETTON E C.

By: /s/ Gilberto Benetton

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Name: Gilberto Benetton  
Title: Chairman

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SCHEDULE I

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Acquisitions by Edizione Holding of Telecom Italia Shares - 09/09/05 through 09/16/05.

Date of Acquisition	Number of Securities	Price per
09/09/2005	3,500,000	2
09/12/2005	3,500,000	2
09/13/2005	3,500,000	2
09/14/2005	3,000,000	2
09/15/2005	3,500,000	2
09/16/2005	3,000,000	2

(1) Prices are denominated in Euros, and exclude commissions and fees.