

SONERA CORP
Form 425
December 10, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**PROSPECTUS FILED PURSUANT TO RULE 425 UNDER THE SECURITIES ACT
OF 1933 AND DEEMED FILED PURSUANT TO RULE 14D-2 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

December 9, 2002

TeliaSonera AB

(Name of Filer)

SONERA CORPORATION

(Subject Company)

0-30340

(Exchange Act File No. of Subject Company)

Press Release

December 9, 2002

Mandatory redemption offer to holders of shares and warrants in Sonera

Telia AB (SSE:TLSN, formerly TLIA) has today announced the completion of the exchange offer for shares and warrants in Sonera Corporation (HEX:SRA, NASDAQ:SNRA). Following the completion of the exchange offer, Telia changes name to TeliaSonera and TeliaSonera's holding of shares in Sonera corresponds to approx. 95% of the share capital and votes in Sonera (fully diluted). Consequently, TeliaSonera is under the statutory obligation to offer to purchase all outstanding shares, including shares represented by American Depositary Shares (ADSs), and warrants in Sonera pursuant to Chapter 6, Section 6 of the Finnish Securities Markets Act in a so called mandatory redemption offer.

Mandatory redemption offer

In the mandatory redemption offer, TeliaSonera will offer to purchase all outstanding shares, including ADSs, and warrants in Sonera for consideration in the form of TeliaSonera securities, in accordance with the same exchange ratios as applied in the exchange offer, or alternatively, for consideration in cash.

Securities offer alternative

TeliaSonera will offer:

For each Sonera share 1.51440 TeliaSonera shares

For each Sonera ADS 0.30288 TeliaSonera ADSs. Each Sonera ADS represents one Sonera share and each TeliaSonera ADS represents five TeliaSonera shares

For each Sonera warrant of a certain series issued pursuant to Sonera's 1999 and 2000 stock option programs one TeliaSonera warrant of a corresponding series. Each TeliaSonera warrant entitles the holder to subscribe for 1.5 TeliaSonera shares.

Cash offer alternative

Holders of Sonera shares and warrants participating in the mandatory redemption offer may choose to receive as payment for Sonera securities tendered, consideration in cash according to the prices set forth below, instead of securities under the above mentioned terms.

For each Sonera share/ADS tendered	5.00 euro per share/ADS
For each Sonera warrant 1999A tendered	0.96 euro per warrant
For each Sonera warrant 1999B tendered	0.23 euro per warrant
For each Sonera warrant 2000A1 tendered	0.02 euro per warrant
For each Sonera warrant 2000B1 tendered	0.02 euro per warrant
For each Sonera warrant 2000C1 tendered	0.02 euro per warrant
For each Sonera warrant 2000A2 tendered	0.34 euro per warrant
For each Sonera warrant 2000B2 tendered	0.34 euro per warrant
For each Sonera warrant 2000C2 tendered	0.34 euro per warrant
For each Sonera warrant 2000A3 tendered	1.11 euro per warrant
For each Sonera warrant 2000B3 tendered	1.11 euro per warrant
For each Sonera warrant 2000C3 tendered	1.11 euro per warrant
For each Sonera warrant 2000A4 tendered	1.66 euro per warrant
For each Sonera warrant 2000B4 tendered	1.66 euro per warrant
For each Sonera warrant 2000C4 tendered	1.66 euro per warrant

TeliaSonera is the telecommunications leader in the Nordic region. The Group's home market is the Nordic and Baltic regions. TeliaSonera's overall focus is on best serving its customers in its core business and creating value for its shareholders through stronger profits and cash flows. TeliaSonera is listed on Stockholm-börsen, Helsinki Exchanges and NASDAQ. Pro forma net sales in 2001 amounted to SEK 80.9 billion and the number of employees as per June 30, 2002 was 34,045.

Acceptance period and delivery of consideration

The mandatory redemption offer will commence as soon as possible after receipt of relevant regulatory approvals of the mandatory redemption offer document and be open for at least one month. TeliaSonera expects the mandatory redemption offer to commence before year-end 2002.

TeliaSonera securities issued as consideration for Sonera securities tendered in the mandatory redemption offer will be delivered to book-entry accounts on or about 11 business days following the expiration date of the mandatory redemption offer. Cash payment for Sonera securities tendered in the mandatory redemption offer will be made on or about five business days following TeliaSonera's receipt of acceptance of the offer.

Compulsory acquisition

Under the Finnish Companies Act, as a result of its acquisition of more than 90% of all Sonera shares, TeliaSonera has the right to require the Sonera shareholders to sell their remaining Sonera shares, including shares in the form of ADSs, to TeliaSonera in a compulsory acquisition proceeding. TeliaSonera has today initiated such compulsory acquisition proceeding by notifying Sonera of its redemption claim. TeliaSonera intends to proceed with the compulsory acquisition as fast as practically possible and expects to receive title to all remaining Sonera shares during the second quarter of 2003. TeliaSonera expects that the shareholders of Sonera, whose shares are acquired in this proceeding, will receive payment during the third quarter of 2003.

Following completion of the exchange offer, Sonera has become a subsidiary of TeliaSonera and part of the TeliaSonera group.

The intention is to end the public trading of the Sonera shares and warrants 1999A and de-list the shares and said warrants from the Helsinki Exchanges as soon as permitted and practicably possible under applicable laws and regulations. Quotation of Sonera ADSs on NASDAQ has ended on December 6, 2002.

For further information journalists can contact:
TeliaSonera's Press Office +46 8 713 58 30

Forward-Looking Statements

This press release may contain forward-looking statements regarding Telia's exchange offer to Sonera's shareholders and warrant holders. Statements that are not strictly historical statements, including statements about Telia's and Sonera's beliefs and expectations, constitute forward-looking statements. By their nature, forward-looking statements are subject to risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. Telia and Sonera are under no obligation to, and expressly disclaim such obligation to, update or alter their forward-looking statements, whether as a result of new information, future events or otherwise.

Restrictions on Ability of Certain Persons to Participate in the Exchange Offer

Due to restrictions under the securities laws of Australia, the Hong Kong Special Administrative Region of the People's Republic of China, Italy, Japan, New Zealand and South Africa, the exchange offer will not be extended to persons with registered addresses in, and who are residents of, any of Australia, the Hong Kong Special Administrative Region of the People's Republic of China, Italy, Japan, New Zealand or South Africa.

Cautionary Disclaimer/Legend

The combination of Sonera and Telia is being implemented through an exchange offer being made by Telia to all shareholders of Sonera. The contents of this document are neither an offer to purchase nor a solicitation of an offer to sell shares of Telia. Any offer in the United States will only be made through a prospectus, which is part of a registration statement on Form F-4, which Telia filed with the U.S. Securities and Exchange Commission (the "SEC") on October 1, 2002. Sonera shareholders who are U.S. persons or are located in the United States are urged to carefully review the registration statement on Form F-4, the prospectus included therein and other documents relating to the offer that Telia has filed or will file with the SEC because these documents contain important information relating to the offer. You are also urged to read the related solicitation/recommendation statement on Schedule 14D-9 that was filed by Sonera with the SEC on October 1, 2002 regarding the offer. You may obtain a free copy of these documents at the SEC's web site at www.sec.gov. You may also inspect and copy the registration statement on Form F-4, as well as any documents incorporated by reference therein, and the Schedule 14D-9 at the public reference room maintained by the SEC at 450 Fifth Street, NW, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. These documents may also be obtained free of charge by contacting Telia AB, Investor Relations, SE-12386 Farsta, Sweden. Attention: External Communications or Investor Relations (phone: +46 8 7137143, or Sonora, Teollisuuskatu 15, P.O. Box 106, FIN-00051 SONERA, Finland. Attention: Investor Relations (phone: +358 20401). YOU SHOULD READ THE PROSPECTUS AND THE SCHEDULE 14D-9 CAREFULLY BEFORE MAKING A DECISION CONCERNING THE OFFER.

