

GOLDEN TELECOM INC  
Form 8-K/A  
December 28, 2006

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

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 15, 2006

Golden Telecom, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-27423

51-0391303

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

Rep. Office Golden TeleServices, Inc., 1  
Kozhevnichecky Proezd, Moscow, Russia,

115114

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(011-7-501) 797-9300

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 20, 2006, Golden Telecom, Inc. (the "Company") filed a Form 8-K disclosing, among other things, that SMFT-CIS, Inc., a wholly-owned subsidiary of the Company, entered into a Memorandum of Understanding with Dawn Key Limited ("Dawn Key") to acquire a 51% ownership interest in ZAO Cortec and its subsidiaries (together "Corbina"). In that Form 8-K the Company reported that Dawn Key would receive \$10.0 million in cash and would be issued Company common stock such that Dawn Key will hold 8% of the outstanding common shares of Company immediately following the closing. That was incorrect. The consideration will be paid to Inure Enterprises Ltd., Dawn Key's 71.11% owned subsidiary and the 99% owner of Corbina.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Golden Telecom, Inc.

*December 27, 2006*

By: */s/ Boris Svetlichny*

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*Name: Boris Svetlichny  
Title: Senior Vice-President, Chief Financial Officer and  
Treasurer*