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GRUPO IUSACELL SA DE CV  
Form 6-K  
December 12, 2003

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 or 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934

For the month of December, 2003

GRUPO IUSACELL, S.A. de C.V.

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(Translation of registrant's name into English)

Prol. Paseo de la Reforma 1236  
Col. Santa Fe, Deleg. Cuajimalpa  
05438, Mexico D.F.

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(Address of principal executive office)

Indicate by check mark whether the registrant files or will fill annual reports  
under cover of Form 20-F or Form 40-F: Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the  
Commission pursuant to Rule 12g-3-2(b) under the Securities and Exchange Act of  
1934. Yes  No

Documents Furnished By the Registrant

1. Notice of Share Exchange dated December 11, 2003

SIGNATURES

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

GRUPO IUSACELL, S.A. DE C.V.

Date: December 12, 2003

/s/ Jose Ignacio Morales Elcoro

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Name: Jose Ignacio Morales Elcoro  
Title: Attorney in fact

/s/ Jose Luis Riera Kinkel

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Name: Jose Luis Riera Kinkel  
Title: Attorney in fact

[LOGO] IUSACELL  
Valora tu espacio.

Investor Contacts

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Chief Financial Officer  
5255-5109-5927

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Grupo Iusacell, S.A. de C.V. Share Exchange Notice  
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In accordance with the General Extraordinary and Ordinary Shareholders' resolution of Grupo Iusacell, S.A. de C.V. adopted on October 17th 2003, notice is hereby given to all shareholders of Grupo Iusacell, S.A. de C.V. and to all holders of American Depositary Receipts traded outside of Mexico that, on December 19, 2003, all Series "A" and "V" shares currently outstanding will be exchanged before S.D. Indeval, S.A. de C. V. for common, ordinary, registered shares with no par value and full voting rights, at a ratio of 20 (twenty) Series "A" and/or "V" shares for 1 (one) new common, ordinary, registered share with no par value and full voting rights.

In addition, with respect to those holders of Series "A" or "V" whose shares cannot be exchanged to a whole new common ordinary share, Grupo Iusacell, S.A. de C.V. will pay off such Series "A" or "V" shares at a price equal to the opening market price on October 17th 2003 for each of the Series "A" or "V" shares.

The exchange described in this notice is subject to obtaining the required approvals from the Mexican National Securities and Banking Commission.

Mexico, Federal District at December 11th 2003  
Grupo Iusacell, S.A. de C. V.

Fernando Jose Cabrera Garcia  
Secretary Non-Member of the Board of Directors

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About Iusacell

Grupo Iusacell, S.A. de C.V. (Iusacell, NYSE: CEL; BMV: CEL) is a wireless cellular and PCS service provider in seven of Mexico's nine regions, including Mexico City, Guadalajara, Monterrey, Tijuana, Acapulco, Puebla, Leon and Merida. The Company's service regions encompass a total of approximately 92 million POPs, representing approximately 90% of the country's total population.

This press release contains statements about expected future events and financial results that are forward-looking and subject to risks and uncertainties. For those statements, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Discussion of factors that may affect future results is contained in our filings with the Securities and Exchange Commission.