

TURKCELL ILETISIM HIZMETLERI A S
Form 6-K
August 22, 2005

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of **August, 2005**

Commission File Number **001-15092**

TURKCELL ILETISIM HIZMETLERI A.S.

(Translation of registrant's name into English)

**Turkcell Plaza
Mesrutiyet Caddesi No. 153
34430 Tepebasi
Istanbul, Turkey**

(Address of principal executive offices)

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

Form 20-F: ☒ **Form 40-F:** ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934. ☐

Yes: o No: ý

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b) 82

TURKCELL INFORMS ABOUT THE DEVELOPMENTS IN IRAN

Subject: Statement made pursuant to Circular VIII, No: 39 of the Capital Markets Board.

Istanbul Stock Exchange
ISTANBUL

Special Subjects:

In various news sources, it has been stated that the Irancell consortium, in which Turkcell is a participant, has signed a licence agreement in respect of Iranian mobile telecommunications, the licence has been granted to Irancell consortium, and that Turkcell is to fulfill its financial contribution proportionate to its stake by September 4, 2005.

Based on the meetings we have held with the related ministry in Iran, we understand that the Ministry is working on the licence agreement and will be providing the final agreement to the participants of the Irancell consortium in the near future with a view toward conclusion of the arrangements. Other than this, our Company has been provided with no information regarding the finalization of the tender process or any request to Turkcell to make its financial contribution by the specified date.

As we have indicated in several announcements on this issue, we still believe in the Iranian market and we are working to establish necessary conditions. Turkcell's 49% stake in the Irancell consortium, as required per the decision of Iranian Parliament, and the final structure of the consortium are among those topics we are working on.

In case any material development occurs with regards to this subject, Turkcell will make necessary announcement according to the Circular VIII, No: 39 of the Capital Markets Board regulations.

We hereby confirm that the above-mentioned explanations are furnished as per the provisions of the Communiqué Serial no VIII/39, that they reflect all information we have gathered so far, that they are in accordance with our corporate documents, that we have used all endeavours to collect the complete and true related information and that we assume the responsibility for this disclosure.

TURKCELL ILETISIM HIZMETLERI A.S.

Nihat Narin
Investor Relations
22.08.2005, 10:55

Koray Ozturkler
Investor Relations
22.08.2005, 10:55

For further information please e-mail to investor.relations@turkcell.com.tr

Special Subjects:

or call Turkcell Investor Relations (+ 90 212 313 1888)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Turkcell Iletisim Hizmetleri A.S. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TURKCELL ILETISIM HIZMETLERI A.S.

Date: August 22, 2005

By: /s/ Muzaffer Akpınar

Name: Muzaffer Akpınar

Title: Chief Executive Officer
