

TURKCELL ILETISIM HIZMETLERI A S  
Form 6-K  
August 28, 2008

**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 2008**

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:  No:

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



**FOR IMMEDIATE RELEASE**

**TURKCELL FINALIZED THE AGREEMENT TO ACQUIRE 80% STAKE IN 'BeST'  
IN BELARUS**

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

Istanbul Stock Exchange

ISTANBUL

**Special Subjects:**

As part of our efforts to evaluate investment opportunities in the region and as previously announced on July 30, 2008 we had signed a Share Purchase Agreement ("SPA") to acquire a 80% stake in Belarusian Telecommunications Network ("BeST") and the completion of the transaction would be subject to the fulfillment of the conditions set forth in the SPA.

As the necessary conditions to acquire 80% of BeST has been fulfilled as of August 26, 2008, transfer of shares was realized and the payment of US\$ 300 million, which was undertaken as the first tranche of the deal was made. As a result acquisition process has been completed.

We believe that the acquisition of BeST represents an opportunity for Turkcell to gain access to a market with a growth potential and we can use our complimentary skills we gained in Ukraine and CIS very effectively in Belarus to differentiate BeST as soon as possible.

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 endeavors to collect the complete and true related information and that we assume the responsibility for this disclosure.

**TURKCELL ILETISIM HIZMETLERI A.S.**

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**Koray Öztürkler**  
**CorporateAffairs**

**Ferda Atabek**  
**Investor Relations**

**Chief Corporate Affairs Officer**

**27.08.2008, 09:00**

**27.08.2008, 09:00**

For further information please e-mail to [investor.relations@turkcell.com.tr](mailto:investor.relations@turkcell.com.tr)

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

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**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 27, 2008

By: /s/ Koray Ozturkler  
Name: Koray Ozturkler  
Title: Chief Corporate Affairs Officer

**TURKCELL ILETISIM HIZMETLERI A.S.**

Date: August 27, 2008

By: /s/ Ferda Atabek  
Name: Ferda Atabek  
Title: Investor Relations

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