

Edgar Filing: PIRELLI S P A - Form SC 13D/A

PIRELLI S P A  
Form SC 13D/A  
January 17, 2002

=====

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

-----  
(Rule 13d-101)

(Amendment No. 9)

-----

TELECOM ITALIA S.p.A.  
(Name of Issuer)

Ordinary Shares of euro 0.55 par value each  
(Title of class of securities)

87927W10  
(CUSIP number)

Alexander Rosenzweig, Esq.  
Vice President and Chief Legal Officer  
Pirelli North America, Inc.  
246 Stoneridge Drive  
Suite 400  
Columbia, South Carolina 29210  
(803) 951-1040

With a copy to:

Ellen J. Odoner, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000

(Name, address and telephone number of person authorized  
to receive notices and communications)

January 9, 2002  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 9 Pages)

NY2:\1116279\01\NXBR01!.DOC\67793.0060

Edgar Filing: PIRELLI S P A - Form SC 13D/A

CUSIP No. 87927W10

13D

-----

|   |  |                                  |
|---|--|----------------------------------|
| 1   | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NO.<br>OF ABOVE PERSON | PIRELLI S.p.A.<br>Not Applicable |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:                        |                                  |
| 3   | SEC USE ONLY   |                                  |
| 4   | SOURCE OF FUNDS:   | BK,                              |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO     |                                  |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION:                                    |                                  |
| NUMBER OF<br>SHARES<br><br>BENEFICIALLY<br>OWNED BY<br><br>EACH<br>REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER:               |
|   | 8  | SHARED VOTING POWER:             |
|   | 9  | SOLE DISPOSITIVE POWER:          |
|   | 10   | SHARED DISPOSITIVE POWER:        |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:                 |                                  |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES    |                                  |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):                      |                                  |
| 14  | TYPE OF REPORTING PERSON:  | CO                               |

-----

2

CUSIP No. 87927W10

13D

-----

|   |  |                                  |
|---|--|----------------------------------|
| 1 | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NO.<br>OF ABOVE PERSON | Olimpia S.p.A.<br>Not Applicable |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:                        |                                  |
| 3 | SEC USE ONLY   |                                  |

-----

Edgar Filing: PIRELLI S P A - Form SC 13D/A

|       |   |    |
|-------|---|----|
| 4     | SOURCE OF FUNDS:  | WC |
| ----- |   |    |
| 5     | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  |    |
| ----- |   |    |
| 6     | CITIZENSHIP OR PLACE OF ORGANIZATION:                                 |    |
| ----- |   |    |
| 7     | SOLE VOTING POWER:  |    |
| 8     | SHARED VOTING POWER:  |    |
| 9     | SOLE DISPOSITIVE POWER:   |    |
| 10    | SHARED DISPOSITIVE POWER:   |    |
| ----- |   |    |
| 11    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:              |    |
| ----- |   |    |
| 12    | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |    |
| ----- |   |    |
| 13    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):                   |    |
| ----- |   |    |
| 14    | TYPE OF REPORTING PERSON:   | CO |
| ----- |   |    |

3

This Amendment No. 9 amends the Statement on Schedule 13D dated August 9, 2001, as amended (as previously amended, the "Statement on Schedule 13D"), filed by Pirelli S.p.A., a company incorporated under the laws of the Republic of Italy ("Pirelli"), and, commencing with Amendment No. 1 thereto, Olimpia S.p.A., a company incorporated under the laws of the Republic of Italy (the "Purchaser"), with respect to the ordinary shares, euro 0.55 par value per share, of Telecom Italia S.p.A., a company incorporated under the laws of the Republic of Italy. Capitalized terms used in this Amendment without definition have the meanings ascribed to them in the Statement on Schedule 13D.

Pirelli, the Purchaser, Edizione Holding, UCI and BCI are members of a group with respect to the Telecom Italia Shares. This Amendment constitutes a separate filing on Schedule 13D by Pirelli and the Purchaser in accordance with Rule 13d-1(k) (2) under the Securities Exchange Act of 1934. Pirelli and the Purchaser are responsible solely for the information contained in their separate filing, except that information contained in the Statement on Schedule 13D concerning any director or officer of the Purchaser nominated by Edizione Holding, UCI or BCI has been provided by the nominating person.

Item 2. Identity and Background

Pirelli reflects Olimpia as an equity investment for financial reporting purposes. On January 9, 2002, Pirelli appealed to the Tribunale Amministrativo Regionale del Lazio a decision by Consob, the Italian securities regulatory authority, stating that Olivetti is controlled de facto by Olimpia and Olimpia is individually controlled by Pirelli within the meaning of certain provisions of Italian law. A copy of Consob's decision is filed herewith as Exhibit 33. If Consob's decision is upheld by the Tribunale Amministrativo Regionale del Lazio, Pirelli could be required to reflect Olimpia as a consolidated subsidiary for financial reporting purposes in future periods. The

Edgar Filing: PIRELLI S P A - Form SC 13D/A

Tribunale Amministrativo Regionale del Lazio is expected to render a decision on the appeal on February 20, 2002.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to  
-----  
Securities of the Issuer  
-----

The information contained in Item 2 hereof is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits  
-----

33. Cobsob newsletter dated November 5, 2001 [English translation]

4

SIGNATURE  
-----

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: January 17, 2002

PIRELLI S.p.A.

By: /s/ Anna Chiara Svelto  
-----

Name: Anna Chiara Svelto  
Title: Attorney-in-fact

OLIMPIA S.p.A.

By: /s/ Luciano Gobbi  
-----

Name: Luciano Gobbi  
Title: Director and Attorney-in-fact

5

EXHIBIT INDEX  
-----

Edgar Filing: PIRELLI S P A - Form SC 13D/A

33. Consob newsletter dated November 5, 2001 [English translation]