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AT&T WIRELESS SERVICES INC
Form 8-K
September 15, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): September 13, 2004

AT&T WIRELESS SERVICES, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware

001-16567

91-1379052

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer Identification
Number)

7277-164th Ave. NE, Building 1, Redmond, Washington 98052

(Address of principal executive offices) (zip code)

(425) 580-6000

(Registrant's telephone number, including area code)

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))
- 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 September 13, 2004, JVII General Partnership ("JVII"), an entity wholly owned by AT&T Wireless Services, Inc. ("AWS"), entered into an agreement with Rogers Communications Inc. ("Rogers Communications") to sell, subject to the terms and conditions thereof, 27,647,888, Class A Multiple Voting Shares and 20,946,284 Class B Restricted Voting Shares of Rogers Wireless Communications Inc. ("Rogers Wireless") (representing all securities owned by JVII in Rogers Wireless) to Rogers Communications for an aggregate purchase price of approximately C\$1.767 billion, or C\$36.37 per share in cash (the "Purchase and Sale Agreement"). At the closing of the transaction, the shareholders agreement currently in effect between Rogers Wireless, Rogers Communications and JVII will terminate. A copy of the Purchase and Sale Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

AWS and Rogers Wireless currently have in effect various roaming arrangements which are not affected by this transaction.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

- (a) Financial statements of businesses acquired.
 - Not Applicable
- (b) Pro forma financial information.
 - Not Applicable
- (c) Exhibits.
 - 99.1 Purchase and Sale Agreement dated September 13, 2004

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SIGNATURE

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

AT&T WIRELESS SERVICES, INC.

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By: /s/ Benjamin F. Stephens

Name: Benjamin F. Stephens

Title: Assistant Secretary

Date: September 15, 2004

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EXHIBIT INDEX

99.1 Purchase and Sale Agreement dated September 13, 2004