

GOLDEN TELECOM INC
Form 8-K
July 13, 2005

UNITED STATES
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):

July 11, 2005

Golden Telecom, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-27423

(Commission
File Number)

51-0391303

(I.R.S. Employer
Identification No.)

Representation Office Golden TeleService, 1
Kozhevnichesky Proezd, Moscow,

(Address of principal executive offices)

115114

(Zip Code)

Registrant's telephone number, including area code:

(011-7-501) 797-9300

Not Applicable

Former name or former address, if changed since last report

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 July 11, 2005 Golden Telecom, Inc. (the "Company" or "GTI") entered into a Restricted Stock Agreement with Brian Rich, Senior-Vice President, Chief Financial Officer and Treasurer, whereby the Company granted 5,500 shares of GTI's common stock, subject to the terms and conditions set forth in the Restricted Stock Agreement. Provided that Mr. Rich continues as an employee of the Company, the restrictions on one-third of the shares (1,833 shares) shall lapse on August 4, 2005 and the restrictions on the remaining two-thirds of the shares shall lapse at a rate of one twenty-fourth (152 shares) per month beginning on September 4, 2005. A copy of the Restricted Stock Agreement is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

99.1 Restricted Stock Agreement

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SIGNATURES

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

Golden Telecom, Inc.

July 13, 2005

By: */s/ Derek Bloom*

Name: Derek Bloom

Title: Senior-Vice President, General Counsel and Corporate Secretary

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Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|----------------------------|
| 99.1 | Restricted Stock Agreement |