

KONINKLIJKE KPN N V
Form SC 13D/A
April 19, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 12)

EuroWeb International Corp.

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

298801408

(CUSIP Number)

Cees J. Boogaardt

Koninklijke KPN N.V.

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(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

April 19, 2004

(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 " ".

Page 1 of 7 pages

CUSIP NO. 298801408

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Koninklijke KPN N.V.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

| | |
|--------------|---------------------------|
| NUMBER OF | 7. SOLE VOTING POWER |
| SHARES | |
| BENEFICIALLY | 0 |
| OWNED BY | 8. SHARED VOTING POWER |
| EACH | |
| REPORTING | 2,404,014* |
| PERSON | 9. SOLE DISPOSITIVE POWER |
| WITH | |

0

10. SHARED DISPOSITIVE POWER

2,404,014*

Page 2 of 7 pages

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,404,014*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.17%**

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

* See Note on page 5.

** See Note on page 5.

CUSIP NO. 298801408

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KPN Telecom B.V.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

| | |
|--------------|---------------------------|
| NUMBER OF | 7. SOLE VOTING POWER |
| SHARES | |
| BENEFICIALLY | 0 |
| OWNED BY | 8. SHARED VOTING POWER |
| EACH | |
| REPORTING | 2,404,014* |
| PERSON | 9. SOLE DISPOSITIVE POWER |
| WITH | |

0

10. SHARED DISPOSITIVE POWER

2,404,014*

Page 4 of 7 pages

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,404,014*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.17%**

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

* KPN Telecom B.V. (KPN Telecom) holds 2,341,014 shares of common stock of EuroWeb International Corp. (EuroWeb). Beneficial ownership of 2,404,014 shares reported hereunder is so being reported solely as a result of an option agreement dated as of November 19, 1999 (and amended and restated on December 13, 1999) between KPN Telecom and EuroWeb (the Option Agreement), which provided for the grant to KPN Telecom of options to purchase such number of shares of EuroWeb common stock as are issuable upon exercise of options and warrants to third parties outstanding as of November 19, 1999 on such terms as may be necessary to ensure that KPN Telecom may maintain ownership of a majority interest of the issued and outstanding shares of EuroWeb common stock.

Based on publicly available information, of the total number of third party options and warrants outstanding as of November 19, 1999, options and warrants for 63,000 shares are believed to remain outstanding. Because KPN Telecom cannot exercise its options to purchase shares under the Option Agreement unless and until such options or warrants are exercised by third parties, KPN Telecom expressly disclaims beneficial ownership of all such shares.

** According to publicly available information, as of February 27, 2004 EuroWeb had 4,665,332 shares issued and outstanding. The stated percentage assumes that the 63,000 third party options and warrants referred to in the preceding paragraph and all resulting KPN Telecom options were exercised.

This Statement relates to the Schedule 13D, dated February 24, 2000, with respect to the common stock, par value \$.001 per share (the Shares), of EuroWeb International Corp., a Delaware corporation (EuroWeb), as amended by amendments to the Schedule 13D dated February 20, 2002, March 4, 2002, March 12, 2002, March 20, 2002, March 28, 2002, April 4, 2002, April 5, 2002, April 23, 2002, August 5, 2003, September 23, 2003, and October 3, 2003 filed on behalf of Koninklijke KPN N.V. (KPN), a company incorporated under the laws of the Netherlands, and KPN Telecom B.V. (KPN Telecom), a company incorporated under the laws of the Netherlands and a wholly owned subsidiary of KPN.

Item 4 is hereby amended by adding the following:

ITEM 4. PURPOSE OF TRANSACTION

On April 19, 2004, KPN filed a Form 144 indicating its intention to sell up to 311,800 Shares in the open market pursuant to Rule 144.

On February 12, 2004, EuroWeb entered into an agreement to purchase the 51% interest in Euroweb Hungary held by PanTel Távközlési és Kommunikációs Rt. (PanTel). PanTel is approximately 75% owned by KPN Telecom.

Item 7 is hereby amended by adding the following:

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 1 Power of Attorney dated March 25, 2004

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned hereby certify as of April 19, 2004 that the information set forth in this statement is true, complete and correct.

KONINKLIJKE KPN N.V.

By: /s/ M.G. ROOVERS

Name: Mr. M.G. Roovers

Title: Senior Legal Counsel

KPN TELECOM B.V.

By: KONINKLIJKE KPN N.V.,

its sole Director

By: /s/ M.G. ROOVERS

Name: Mr. M.G. Roovers

Title: Senior Legal Counsel