

CHINA UNICOM (HONG KONG) Ltd
Form SC 13D/A
August 01, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

(Information to be Included in Statements Filed Pursuant to

§ 240.13d-1(a) and Amendments Thereto Filed

Pursuant to § 240.13d-2(a))

Under the Securities Exchange Act of 1934

China Unicom (Hong Kong) Limited
(Name of Issuer)

Ordinary shares of par value HK\$0.10 per share
(Title of Class of Securities)

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16945R 10 4
(CUSIP Number)

Consuelo Barbé Capdevila

Telefónica, S.A.

28050 Madrid, Spain

Telephone: (+34) 91 4823733

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

July 30, 2012

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

CUSIP No. Y1505N 10 0

13D

1. NAME OF REPORTING PERSON

TELEFÓNICA, S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

[WC]

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 KINGDOM OF SPAIN

7. SOLE VOTING POWER

NUMBER OF

SHARES [None]
8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,180,601,587
EACH 9. SOLE DISPOSITIVE POWER

REPORTING

PERSON [None]
10. SHARED DISPOSITIVE POWER
WITH

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,180,601,587

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

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

14. 5.01%
TYPE OF REPORTING PERSON

CO

CUSIP No. Y1505N 10 0

13D

1. NAME OF REPORTING PERSON

2. TELEFÓNICA INTERNACIONAL, S.A.U.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. [WC]
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

THE KINGDOM OF SPAIN
7. SOLE VOTING POWER

NUMBER OF

SHARES [None]
8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,180,601,587
EACH 9. SOLE DISPOSITIVE POWER

REPORTING

PERSON [None]
10. SHARED DISPOSITIVE POWER

WITH

11. 1,180,601,587
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,180,601,587

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

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

5.01%

14. TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

This Amendment No. 6 (this Amendment) amends and supplements the statement on Schedule 13D (the Schedule 13D) dated October 24, 2008, as subsequently amended by Amendment No. 1 dated September 17, 2009, Amendment No. 2 dated October 27, 2009, and Amendment No. 3 dated February 8, 2011, Amendment No. 4 dated September 7, 2011, and Amendment No. 5 dated June 13, 2012 filed jointly by Telefónica, S.A., a corporation organized under the laws of the Kingdom of Spain (Telefónica), and Telefónica Internacional, S.A.U., a wholly-owned subsidiary of Telefónica (Telefónica Internacional), with respect to the ordinary shares, HK\$0.10 par value per share, of China Unicom (Hong Kong) Limited, a telecommunications company organized under the laws of Hong Kong (China Unicom). Capitalized terms used in this Amendment without definition have the meanings ascribed to them in the Schedule 13D.

Introduction

On June 10, 2012, Telefónica, S.A. through its 100% subsidiary, Telefónica Internacional, S.A.U. (hereinafter Telefonica), and China United Network Communications Group Company Limited (Unicom Parent) through a 100% owned subsidiary, signed an agreement for the acquisition by this last company of 1,073,777,121 shares of China Unicom -Hong Kong- Limited, owned by Telefónica, equivalent to 4.56% of the issued share capital.

On July 21, 2012 the aforementioned agreement was complemented by a Supplemental Agreement which determines the acquisition of the shares at a price of HK\$10.02 per share, for a total amount of HK\$10,759,246,752.42. The transaction was completed on July 30, 2012 after obtaining the relevant regulatory authorizations.

Item 7 of the Schedule 13D is hereby amended and supplemented to add the following:

Item 7 Material to be Filed as Exhibits

Exhibit 5:

Supplemental Agreement to the Share Purchase Agreement for the Sale and Purchase of Shares in China Unicom (HONG KONG) Limited, dated July 21, 2012 between Telefónica Internacional, S.A.U., and a 100% owned subsidiary of China United Network Communications Group Company Limited.

SIGNATURE

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

Dated: August 1, 2012

TELEFÓNICA, S.A.

By: /s/ Ramiro Sánchez de Lerín García-Ovies
Name: Ramiro Sánchez de Lerín García- Ovies
Title: General Secretary and Secretary to the Board
of Directors

TELEFÓNICA INTERNACIONAL, S.A.U.

By: /s/ Manuel Crespo de la Mata
Name: Manuel Crespo de la Mata
Title: General Counsel

Exhibit Index

Exhibit No.

1. Subscription Agreement, dated September 6, 2009 between Telefónica, S.A. and China Unicom (Hong Kong) Limited.*
2. Joint Filing Agreement, dated September 24, 2009, between Telefónica, S.A. and China Unicom (Hong Kong) Limited.*
3. Enhanced Strategic Alliance Agreement , dated January 23, 2011 between Telefónica, S.A. and China Unicom (Hong Kong) Limited.*
4. Agreement, dated June 10, 2012 between Telefónica Internacional, S.A.U., and a 100% owned subsidiary of China United Network Communications Group Company Limited. *
5. Supplemental Agreement to the Share Purchase Agreement for the Sale and Purchase of Shares in China Unicom (HONG KONG) Limited, dated July 21, 2012 between Telefónica Internacional, S.A.U., and a 100% owned subsidiary of China United Network Communications Group Company Limited.

* Previously filed.

Schedule I**Executive Officers and Directors of Telefónica**

The directors and executive officers of Telefónica as of the date hereof are set forth below. The business address of each director or executive officer is that of Telefónica located at Distrito C, Ronda de la Comunicación s/n, 28050 Madrid, Spain. Unless noted otherwise, each of the named individuals is a citizen of the Kingdom of Spain.

Directors and Officers of Telefónica**MEMBERS OF THE BOARD OF DIRECTORS**

| | Principal activities inside the Group | Principal Activities outside the Group |
|--|---|--|
| César Alierta Izuel | Executive Chairman of Telefónica, S.A. | Director of Telecom Italia, S.p.A. Director of China Unicom (Hong Kong) Limited Director of International Consolidated Airlines Group (AIG) |
| Isidro Fainé Casas | Vice Chairman of Telefónica, S.A. | Chairman of Caja de Ahorros y Pensiones de Barcelona (la Caixa) Chairman of Caixabank, S.A. Chairman of Criteria Caixaholding, S.A. Vice Chairman of Abertis Infraestructuras, S.A. Chairman of Confederación Española de Cajas de Ahorros Vice Chairman 2º of Repsol YPF, S.A. Director of Banco Português de Investimento, SA (BPI) Vice Chairman of Sociedad General de Aguas de Barcelona, S.A. (AGBAR) |
| Ignacio Moreno Martínez | Director of Telefónica, S.A. | Non-executive Director of the Bank of East Asia Chief Executive Officer of N+1 Private Equity |
| Julio Linares López | Chief Operating Officer (COO) of Telefónica, S.A. | Director of Telecom Italia, S.p.A. |
| José María Abril Pérez | Vice Chairman of Telefónica, S.A. | Director of Advancell, S.A. |
| Fernando de Almansa MorenoBarreda | Director of Telefónica, S.A. Director of Telefónica del Perú, S.A.A. Director of Telefónica Brasil, S.A. Director of Telefónica Móviles México, S.A. de C.V. | Substitute Director of Grupo Financiero BBVA Bancomer, S.A. de C.V. Substitute Director of BBVA Bancomer, S.A. |

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José María AlvarezPallette López

Director of Telefónica, S.A.

Chairman of Telefónica Europe, plc.

Chairman of the Supervisory Board of
Telefónica Czeck Republic, a.s.

David Arculus (citizen of the United Kingdom)

Director of Telefónica, S.A.

Chairman of Numis, Plc.

Chairman of Aldemore Bank, Plc.

Director of Pearson, Plc.

MEMBERS OF THE BOARD OF DIRECTORS

| | Principal activities inside the Group | Principal Activities outside the Group |
|--|--|--|
| Eva Castillo Sanz | Director of Telefónica, S.A. 1st Vice Chairman of Supervisory Board of Telefónica Czech Republic, a.s. | Director of Old Mutual, Plc. |
| Carlos Colomer Casellas | Director of Telefónica, S.A. | Chairman of Inversiones Mobiliarias Urquiola, S.A., SICAV Chairman of Ahorro Bursátil, S.A. SICAV Executive Chairman of The Colomer Group |
| Peter Erskine (citizen of the United Kingdom) | Director of Telefónica, S.A. | Member of the Advisory Board of the Henley Management Centre Chairman of Ladbrokes, Plc |
| Alfonso Ferrari Herrero | Director of Telefónica, S.A. Substitute Director of Telefónica Chile, S.A. Director of Telefónica del Perú, S.A.A. | |
| Luiz Fernando Furlán | Director of Telefónica, S.A. Director of Telefónica Brasil, S.A. | Chairman of Amazonas Sustainability Foundation Co-Chairman of Brasil Foods, S.A. Director of AGCO Corporation Director of Amil Participações S.A. Member of the Advisory/Consultative Board of Panasonic (Japan) and McLarty& Associates (USA) |
| Gonzalo Hinojosa Fernández de Angulo | Director of Telefónica, S.A. Director of Telefónica del Perú, S.A.A: | |
| Pablo Isla Alvarez de Tejera | Director of Telefónica, S.A. | Chairman and CEO of Inditex, S.A. |
| Antonio Massanell Lavilla | Director of Telefónica, S.A. | Executive Deputy General Manager of Caja de Ahorros y Pensiones de Barcelona (la Caixa). Chairman of Port Aventura Entertainment, S.A. Chairman of Barcelona Digital Centre Tecnologic (formerly Fundación Barcelona Digital) Director of Serveis Informàtics la Caixa, S.A. (SILK) Director of Caixa Capital Risc, S.G.E.C.R, S.A. Director of Bousorama S.A. Director of La Caixa, S.A. Director of Mediterranea Beach & Golf Community, S.A. |

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Francisco Javier de Paz Mancho

Director of Telefónica, S.A.

Member of the Executive Committee of the Chambers Board (*Consejo Superior de Cámaras*)

Director of Telefónica de Argentina, S.A.

Director of Telefónica Brasil, S.A.

Non-executive Chairman of Atento Inversiones y Teleservicios, S.A.

Chang Xiaobing (citizen of the People's Republic of China)

Director of Telefónica, S.A.

Chairman of China United Network Communications Group Company Limited

Chairman of China United Network Communications Limited

Executive Director, Chairman and Chief Executive Officer of China Unicom (Hong Kong) Limited

Chairman of China United Network Communications Corporation Limited

MEMBERS OF THE BOARD OF DIRECTORS

| <i>Executive Officers</i> | Principal activities inside the Group | Principal Activities outside the Group |
|--------------------------------------|---|---|
| César Alierta Izuel | Chairman and Chief Executive Officer | |
| Julio Linares López | Chief Operating Officer | |
| José María Álvarez-Pallete López | Chairman of Telefónica Europe | |
| Ramiro Sánchez de Lerín García-Ovies | General Secretary and Secretary of the Board of Directors | |
| Luis Abril Pérez | Technical General Secretary to the Chairman | |
| Guillermo Ansaldo Lutz | General Manager Global Resources | |
| Santiago Fernández Valbuena | Chairman of Telefónica Latinoamérica | |
| Matthew Key | Chairman of Telefónica Digital | |
| Angel Vilá Boix | General Manager of Finances and Corporate Development | |