

S-4/A 1 ds4a.htm AMENDMENT NO. 1 TO FORM S-4

[Table of Contents](#)

As filed with the Securities and Exchange Commission on October 13, 2009

Registration No. 333-160446

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

CELLCO PARTNERSHIP

Delaware
(State or other jurisdiction of
incorporation or organization)

4812
(Primary Standard Industrial
Classification Code Number)

22-3372889
(I.R.S. Employer
Identification Number)

VERIZON WIRELESS CAPITAL LLC

Delaware
(State or other jurisdiction of
incorporation or organization)

4812
(Primary Standard Industrial
Classification Code Number)

52-2362382
(I.R.S. Employer
Identification Number)

One Verizon Way
Basking Ridge, NJ 07920
(908) 306-7000

(Address, including zip code, and telephone number, including area code, of registrants' principal executive offices)

John Townsend
Vice President and Chief Financial Officer

One Verizon Way
Basking Ridge, NJ 07920
(908) 306-7000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Steven J. Slutzky, Esq.
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022
(212) 909-6000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, or the "Securities Act," check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, a non-accelerated filer or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller
reporting company)

Smaller reporting company

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

[Table of Contents](#)

The information contained in this prospectus is not complete and may be changed. We may not complete this exchange offer or issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities nor a solicitation of an offer to buy these securities in any jurisdiction where such offer or sale is not permitted.

Subject to Completion, dated October 13, 2009

PROSPECTUS

Cellco Partnership

doing business as



Verizon Wireless Capital LLC

Offer to Exchange

**\$1,250,000,000 Outstanding Floating Rate Notes due 2011 for
\$1,250,000,000 Registered Floating Rate Notes due 2011**

**\$2,750,000,000 Outstanding 3.75% Notes due 2011 for
\$2,750,000,000 Registered 3.75% Notes due 2011**

**\$750,000,000 Outstanding 5.25% Notes due 2012 for
\$750,000,000 Registered 5.25% Notes due 2012**

**\$1,250,000,000 Outstanding 7.375% Notes due 2013 for
\$1,250,000,000 Registered 7.375% Notes due 2013**

**\$3,500,000,000 Outstanding 5.55% Notes due 2014 for
\$3,500,000,000 Registered 5.55% Notes due 2014**

and

**\$2,250,000,000 Outstanding 8.50% Notes due 2018 for
\$2,250,000,000 Registered 8.50% Notes due 2018**

Cellco Partnership and Verizon Wireless Capital LLC, a wholly-owned subsidiary of Cellco Partnership, which together we refer to as the “issuers,” are offering to exchange the old notes, as defined in this prospectus, for a like principal amount of new notes, as defined in this prospectus. We refer to this offer as the “exchange offer.”

The terms of the new notes of each series are identical in all material respects to the terms of the old notes of the same series, except that, among other differences, the new notes are registered under the Securities Act of 1933, as amended, which we refer to as the “Securities Act,” and the transfer restrictions and registration rights relating to the old notes will not apply to the new notes. The old notes and the new notes are joint and several obligations of Cellco Partnership and Verizon Wireless Capital LLC. See “Description of Notes.”

The exchange offer will expire at midnight, New York City time, on _____, 2009, which date and time we refer to as the “expiration date,” unless the issuers extend the expiration date, in which case “expiration date” means the latest date and time to which the exchange offer is extended. You should read the section called “The Exchange Offer” for further information on how to exchange your old notes for new notes.

See “[Risk Factors](#)” beginning on page 11 for a discussion of risk factors that you should consider prior to tendering

will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an “underwriter” within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. The issuers have agreed that, for a period of 90 days after the expiration date, they will make this prospectus available to any broker-dealer for use in connection with any such resale. See “Plan of Distribution.”

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2009

[Table of Contents](#)

TABLE OF CONTENTS

Market, Ranking and Other Data	ii
Currency Presentation	iii
Summary	1
Risk Factors	11
Special Note Concerning Forward-Looking Statements	19
The Exchange Offer	20
Use of Proceeds	28
Unaudited Pro Forma Condensed Financial Information	29
Selected Historical Consolidated Financial Data	33
Management’s Discussion and Analysis of Financial Condition and Results of Operations	35
Business	59
Management	88
Certain Relationships and Related Person Transactions	123
Our Partners	140
Description of Notes	141
Description of Certain Indebtedness	157
Certain United States Federal Income Tax Consequences	161
Plan of Distribution	166
Legal Matters	167
Experts	167
Where You Can Find More Information	168
Index to Consolidated Financial Statements	F-1

In this prospectus, references to “*Verizon Wireless*,” “the Partnership,” “our company,” “the Company,” “we,” “us” and “our” refer to Cellco Partnership, which does business as *Verizon Wireless*, and, unless the context indicates otherwise, its subsidiaries. Except as otherwise indicated, the information in this prospectus relating to the business, operations, results of operations, management and financial performance of the Partnership for periods prior to or as of December 31, 2008 does not include information concerning, or reflect the operations of, Alltel Corporation, or “Alltel,” which we acquired on January 9, 2009. References to “our Partners” refer to Verizon Communications Inc., and its subsidiaries, as well as Vodafone Group Plc, and its subsidiaries, which are the partners in Cellco Partnership. References to “Verizon Communications” refer to Verizon Communications Inc. References to “Vodafone Group” and “Vodafone” refer to Vodafone Group Plc. References to “customers” refer to customer lines and not individual customers, unless the context indicates otherwise. Trademarks, service marks and other similar intellectual property owned by or licensed to us appear in italics when used. All other trademarks in this prospectus are the property of their respective owners.

In this prospectus, the outstanding floating rate notes due 2011, the outstanding 3.75% notes due 2011, the outstanding 5.25% notes due 2012, the outstanding 7.375% notes due 2013, the outstanding 5.55% notes due 2014 and the outstanding 8.50% notes due 2018 are referred to as the “old floating rate notes due 2011,” the “old 3.75% notes due 2011,” the “old 5.25% notes due 2012,” the “old 7.375% notes due 2013,” the “old 5.55% notes due 2014” and the “old 8.50% notes due 2018,” respectively, and collectively as the “old notes.” The registered floating rate notes due 2011, the registered 3.75% notes due 2011, the registered 5.25% notes due 2012, the registered 7.375% notes due 2013, the registered 5.55% notes due 2014 and the registered 8.50% notes due 2018 are referred to as the “new floating rate notes due 2011,” the “new 3.75% notes due 2011,” the “new 5.25% notes due 2012,” the “new 7.375% notes due 2013,” the “new 5.55% notes due 2014” and the “new 8.50% notes due 2018,” respectively, and collectively as the “new notes.” The old notes and the new notes are collectively referred to as the “notes.” When we refer to the exchange of old notes for new notes we mean the exchange of old notes for corresponding new notes of the same series.

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